

# 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, 2<sup>nd</sup> 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

### Notice of Annual General Meeting

**NOTICE** is hereby given that an Annual General Meeting of the Members of **Hindustan Media Ventures Limited** will be held on Friday, August 28, 2015 at 2:00 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, 2015, including Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

##### **ITEM NO. 2**

To declare dividend on Equity Shares for the financial year ended March 31, 2015.

##### **ITEM NO. 3**

To appoint a Director in place of Smt. Shobhana Bhartia (DIN: 00020648), who retires from office by rotation, and being eligible, offers herself for re-appointment.

##### **ITEM NO. 4**

To appoint a Director in place of Shri Benoy Roychowdhury (DIN: 00816822), who retires from office by rotation, and being eligible, offers himself for re-appointment.

##### **ITEM NO. 5**

To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory 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 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants [Firm Registration No. 301003E] as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2016, be and is hereby ratified, on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of Service Tax and out of pocket expenses in connection with audit of the accounts of the Company.”

#### **SPECIAL BUSINESS**

##### **ITEM NO. 6**

To appoint Dr. Mukesh Aghi as an Independent Director 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Mukesh Aghi (DIN: 00292205), who was appointed as an Additional Director of the Company w.e.f. June 21, 2015 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2020, not liable to retire by rotation.”

##### **ITEM NO. 7**

To approve payment of annual commission to the Non-executive Directors 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 197, 198 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) 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, consent of the Company be and is hereby accorded to payment of annual commission to one or more of the Non-executive Directors of the Company (other than the Managing/Whole-time Directors) for a period of five years from the financial year commencing on April 1, 2015, a sum not exceeding 1% of the net profits of the Company in each of the said financial years, calculated in accordance with the provisions of Sections 197 and 198 of the Act, subject to a maximum limit of Rs.10 Lac per Director per annum in a financial year; to be paid and distributed amongst the Non-executive Directors, as aforesaid, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine; in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof and reimbursement of expenses, if any.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising 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 necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard 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. 8**

To approve borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the Special Resolution passed by the members under Section 180(1)(c) of the Companies Act, 2013 by way of Postal Ballot for which results were declared on September 5, 2014, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution), be and is hereby authorized in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to

borrow any sum or sums of money either in rupees or in such other foreign currencies as may be permitted by law from time to time, at its discretion, for the purpose of the business of the Company, from, including without limitation, any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say, reserves which are available for distribution as dividend), provided however, that the total amount(s) so borrowed by the Board and outstanding at any point of time shall not exceed the sum of Rs. 625 Crore (Rupees Six Hundred and Twenty Five Crore) over and above the then aggregate of the paid-up share capital of the Company and its free reserves (that is to say, reserves which are available for distribution as dividend) and that the Board be and is hereby authorized to finalize the terms and conditions of all such monies to be borrowed from time to time, as to interest, repayment, security or otherwise, as it may in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds, matters 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. 9

To approve offer or invitation to subscribe to Non-Convertible Debentures/Bonds issued on private placement basis 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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations issued by the Securities and Exchange Board of India (SEBI)/Reserve Bank of India (RBI); and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution) to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds, in one or more series/tranches during a period of one year from the date of passing of this special resolution, on private placement basis, aggregating upto Rs. 250 Crore (Rupees Two Hundred and Fifty Crore) within the overall borrowing limits of the Company approved by the Members from time to time, from such persons and on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures/bonds are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds, matters 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. 10

To acquire 'Hindustan' and certain other Hindi publication related trademarks from HT Media Limited (holding 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 Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement of stock exchanges; and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution) to enter into a contract with HT Media Limited (HTML), holding company, to acquire the trademarks Hindustan, Hindustan.in, Nandan, Kadambini, Hum Tum and certain other Hindi publication related trademarks, including the trademarks mentioned in the accompanying statement u/s 102 of the Companies Act, 2013 to this item, from HTML, at Fair Market Value of Rs. 62 Crore exclusive of applicable taxes, with effect from such date, and on such other terms & conditions as may be mutually agreed upon between the Board and HTML.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds, matters 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. 11

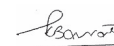
To adopt the '*HT Group Companies - Employee Stock Option Rules for Listed Companies*' duly aligned with the SEBI (Share Based Employee Benefits) Regulations, 2014 and its implementation through the Trust and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, including any modifications thereof or supplements thereto ("the **Regulations**") and any other applicable laws to the extent applicable, and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, the consent of the Company be and is hereby accorded to adopt and approve the share-based employee benefit scheme of The Hindustan Times Limited, the holding company ("HTL") under the name and style of 'HT Group Companies - Employee Stock Option Rules for Listed Companies' ("**Aligned Plan**") implemented for the benefit of the employees of the Group Companies of HTL including the Company, by way of grant of options exercisable into fully paid up equity shares of the Company which have been or may be acquired from the secondary market through the 'HT Group Companies-Employees Stock Option Trust' ("**Trust**"), at such price or prices, in one or more tranches and on such terms and conditions, as may be determined in accordance with the provisions of the said Aligned Plan and the applicable laws and regulations.

**RESOLVED FURTHER THAT** approval of the Company be and is hereby granted for the grant of stock options to the employees of the Company under the Aligned Plan, and for operationalization of the Aligned Plan, by the Nomination and Remuneration Committee of the Company ("**HMVL Nomination Committee**") and the said committee of the Company shall exercise all rights and powers as it is mandated to exercise in accordance with the Trust and the Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising 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 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



(Tridib Kumar Barat)  
Company Secretary

Place: New Delhi  
Date: July 29, 2015

**NOTES:**

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his/her stead and the proxy need not to be a Member of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the Registered Office, duly completed and signed, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this Notice.**  
**A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the 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 person or member.**
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative 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.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting (Item Nos. 6 to 11 of the Notice) is annexed hereto.
5. As required by Clause 49 of the Listing Agreement entered into with the stock exchanges and other applicable requirements, the relevant details of Smt. Shobhana Bhartia, Shri Benoy Roychowdhury and Dr. Mukesh Aghi, Directors, is annexed herewith.
6. Register of Members and Share Transfer Books of the Company shall remain closed from Friday, August 21, 2015 to Friday, August 28, 2015 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
7. Dividend on Equity Shares, if declared at the meeting, shall be paid on or after Monday, August 31, 2015, to the shareholders whose names appear on the Register of Members of the Company on Friday, August 28, 2015. In case of shares held in dematerialized form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the depositories for the said purpose.
8. Members are requested to visit the website of the Company viz. [www.hmvl.in](http://www.hmvl.in) for viewing the quarterly and annual financial results and for more information on the Company.
9. 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 Annual Reports and Accounts and other documents permissible to be sent through electronic mode, by sending e-mail at [einward.ris@karvy.com](mailto:einward.ris@karvy.com). For any other investor-related queries, communication may be sent by e-mail to [hmvlinvestor@livehindustan.com](mailto:hmvlinvestor@livehindustan.com).
10. Karvy Computershare Private Limited 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](mailto:einward.ris@karvy.com)
11. Members who have not encashed/received dividend for the financial years ended on March 31, 2011, March 31, 2012, March 31, 2013 and March 31, 2014 may please approach the Company and/or Karvy for payment of such unpaid dividend.
12. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 8, 2014 (date of last Annual General Meeting) on the website of the Company ([www.hmvl.in](http://www.hmvl.in)), as also on the website of the Ministry of Corporate Affairs.
13. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in prescribed form (which will be made available on request) to Karvy.
14. For effecting changes 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.
15. The 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 form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company / Karvy.
16. Members/Proxies are requested to 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.
17. Members are requested to send their queries, if any, on the operations of the Company, to reach the Company Secretary at the Company's Corporate Office, atleast 5 days before the meeting, so that the information can be compiled in advance.
18. The Notice of this Annual General Meeting (AGM) and Annual Report of the Company for the year 2014-15 circulated to the members of the Company is available on the Company's website, viz. [www.hmvl.in](http://www.hmvl.in).
19. **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.**
20. **In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide to its members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) provided by Karvy Computershare Private Limited.**
21. **The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.**
22. **The Members, whose names appear in the Register of Member/list of Beneficial Owners as on Friday, August 21, 2015 (cut-off date), are entitled to vote (by way of poll/remote e-voting) on the resolutions set forth in this Notice.**
23. **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 August 25, 2015
End of remote e-voting	Up to 5.00 p.m. (Server time) on August 27, 2015

**The 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.**

24. The Board of Directors has appointed Shri Arun Kumar Soni, Practising Company Secretary (C.P. 1726) and Shri Gaurav Gunjan, Practising Chartered Accountant (Membership No. 068385) as Scrutinizers to scrutinize the voting/poll and remote e-voting process in a fair and transparent manner.
25. The Scrutinizers shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than 3 days of the conclusion of AGM, i.e. on or before August 31, 2015, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, forthwith to the Chairperson, who shall countersign the same and the Chairperson, or in his absence the Company Secretary, shall declare the result forthwith.
26. The result declared along with the Scrutinizers' report shall be placed on the website of the Company ([www.hmv.in](http://www.hmv.in)) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to the stock exchanges where the Company's shares are listed.
27. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.
28. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" outlined hereunder.

#### **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**

- (i) **In case a Member receives an email from Karvy** (for Members whose email addresses are registered with the Company/Depository Participant(s)):
  - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - b) Enter the login credentials (i.e., user-id & password mentioned in a separate communication annexed to this notice). Your folio no./DP ID Client ID will be your User-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 mandatory change your password. The new password shall comprise 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 change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve 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 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 "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should 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 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 abstained.
  - 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 confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - 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, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail address: [hmvinvestor@livehindustan.com](mailto:hmvinvestor@livehindustan.com) with copy to [evoting@karvy.com](mailto: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 a Member receives physical copy of the Annual General Meeting Notice by post** (for members whose email addresses are not registered with the Company/Depository Participant(s)):
  - a) User ID and initial password are mentioned in a separate communication annexed to this notice.
  - b) Please follow all steps from Sr. No.(a) to (l) as mentioned in (i) above, to cast your vote.
- (iii) **Once the vote on a resolution 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 Annual General Meeting (AGM) but shall not be allowed to vote again thereat.**
- (iv) In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available on Karvy's website <https://evoting.karvy.com> or contact Mr. Srikrishna P., Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at email id [srikrishna.p@karvy.com](mailto:srikrishna.p@karvy.com), contact no. 040-67161516 or Karvy's Toll Free no. 1800-345-4001.
- (v) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being, August 21, 2015.
- (vi) **Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. August 21, 2015 may obtain the User Id and password in the manner as mentioned below:**
  - a) 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 9212 993399**  
**Example for NSDL:** MYEPWD<SPACE>IN12345612345678  
**Example for CDSL:** MYEPWD<SPACE>1402345612345678  
**Example for Physical:** MYEPWD<SPACE> XXXX1234567890
  - b) 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.
  - c) Member may call Karvy's Toll free number 1800-345-4001
  - d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

However, if member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 6**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of Directors, had appointed Dr. Mukesh Aghi as an Additional Director of the Company w.e.f. June 21, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Dr. Mukesh Aghi shall hold office up to the date of the forthcoming Annual General Meeting. He is however, eligible to be appointed as an Independent Director for a term upto five years. The Company has received a notice in writing, from a member along with requisite deposit u/s 160 of the Act, proposing Dr. Mukesh Aghi as a candidate for the office of Director of the Company.



Dr. Mukesh Aghi is the President of US-India Business Council, a business advocacy organization, comprised of top-tier US and Indian companies advancing US-India commercial ties. He holds an Advanced Management Diploma from Harvard Business School, Ph.D. in International Relations from Claremont Graduate University, California and an MBA in International Marketing from Andrews University, Michigan. He was recognized as Esquire magazine's "Young Leader of Tomorrow" and has won many awards including the J. R. D. Tata Leadership Award. In the past, he has served as the President of IBM India; CEO, Asia-Pacific and Global Executive Sales Director of Steria, Inc. - India and Chief Executive and Member of the Board at Larsen & Toubro Infotech Ltd. Dr. Aghi has also served as a senior fellow in the U.S. House of Representatives.

The Company has received a declaration of independence from Dr. Mukesh Aghi. In the opinion of the Board, Dr. Aghi possesses appropriate skills, experience & knowledge and fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, for his appointment as an Independent Director of the Company. Dr. Mukesh Aghi is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. Dr. Mukesh Aghi as a Non-executive Director will be entitled to receive sitting fee for attending Board / Committee meeting(s) and commission on profits of the Company as approved by the Board of Directors from time to time. Draft Letter of Appointment of Independent Director(s), setting out terms and conditions of appointment of Independent Director(s) is available for inspection by Members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office of the Company. The same is also available on the website of the Company www.hmvl.in. Except Dr. Mukesh Aghi, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board commends the ordinary resolution set out in Item No. 6 of the notice regarding appointment of Dr. Mukesh Aghi as an Independent Director of the Company, not liable to retire by rotation, for approval by the Members.

#### **ITEM NO. 7**

The Board of Directors of the Company is benefited by the presence of Non-executive Directors, who are persons of eminence, possessing wide and rich experience of managing affairs of large and successful corporations. With the Companies Act, 2013 coming into force and amendments(s) to the listing agreement, the role of Independent Directors in the governance framework of companies, has gone up significantly. As a result of this, the prevalent corporate governance norms call for greater participation, time commitment and higher level of oversight by the Non-executive Directors.

Keeping in view the enhanced levels of participation and efforts put in by the Non-executive Directors; and to bring their remuneration in line with the current trends and commensurate with the time devoted and contribution made by them, the Board of Directors of the Company at its meeting held on May 14, 2015, has recommended for approval of members, payment of annual commission to one or more of the Non-executive Directors of the Company (other than the Managing/Whole-time Directors) for a period of five years from the financial year commencing on April 1, 2015, a sum not exceeding 1% of the net profits of the Company in each of the said financial years, calculated in accordance with the provisions of Sections 197 and 198 of the Act, subject to a maximum limit of Rs.10 Lac per Director per annum in a financial year; to be paid and distributed amongst the Non-executive Directors, as aforesaid, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine; in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof and reimbursement of expenses, if any.

None of the Directors or Key Managerial Personnel and their relatives (except Non-executive Directors) are concerned or interested (financial or otherwise), in this resolution.

The Board commends the special resolution set out in Item no. 7 of the notice regarding payment of annual commission to the Non-executive Directors of the Company, for approval by the Members.

#### **ITEM NO. 8**

The members of the Company had accorded their approval (by way of Postal Ballot, for which results were declared on September 5, 2014) u/s 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors, to borrow any sum of money from Banks, Financial Institutions etc., upto a sum of Rs. 225 Crore, over and above the then aggregate of the paid-up share capital and free reserves of the Company.

In order to augment long term resources for financing expansion in various parts of the country and thus necessitating borrowings of fund for capital/operating expenditure either in rupee or foreign currency, your Directors feel that it is desirable to increase the present borrowing limit to Rs. 625 Crore, over and above the aggregate of the paid-up share capital and free reserves of the Company.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, only with the consent of the Company by a Special Resolution, the Board of Directors shall exercise the power to borrow money, where the monies to be borrowed, together with the monies already borrowed by the company, exceeds aggregate of paid-up share capital and free reserves of the company, apart from temporary loans obtained from the company's banker in the ordinary course of business.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board commends the special resolution set out in Item no. 8 of the notice regarding approval to borrow in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013, for approval by the Members.

#### **ITEM NO. 9**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed u/s 42 of the Companies Act, 2013 deals with private placement of securities by a company. Rule 14(2) of the said Rules provides that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures/bonds as secured or unsecured.

In order to augment long term resources for financing, inter-alia, ongoing capital expenditure and for general corporate purposes, the Board of Directors may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures/bonds upto Rs. 250 Crore (Rupees Two Hundred and Fifty Crore) within the overall borrowing limits of the Company approved by the Members from time to time, issued on private placement basis, in one or more series/tranches.

This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for secured/unsecured redeemable non-convertible debentures/bonds, as may be required by the Company, from time to time for a period of one year from the date of passing the resolution proposed under Item no. 9 of the Notice.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board commends the special resolution set out in Item no. 9 of the notice regarding approval to offer or invitation to subscribe to Non-Convertible Debentures/Bonds issued on private placement, for approval by the Members.

#### **ITEM NO. 10**

The Members are apprised that consequent upon purchase of the Hindi Business undertaking from HT Media Limited, the holding company ("HTML") by way of slump sale during FY-10, comprising of 'Hindustan'- a Hindi daily newspaper, 'Nandan' & 'Kadambani'- Hindi magazines; and internet portals of respective publications, the Company entered into an IPR License/Registered User Agreement dated November 16, 2009 with HTML whereby, HTML gave the Company, an exclusive, non-transferable license in perpetuity to use the Hindi Business Trademarks for a fixed annual fee, subject to revision after specified period as mutually agreed.

Since then, the Company has spent/is spending large sums of money on the Hindi Business Trademarks as part of its brand building exercise and these spends have substantially increased the brand salience of Hindi Business Trademarks which are not owned by the Company. Accordingly, the Audit Committee and Board of Directors, at their respective meetings held on May 14, 2015 approved the proposal to acquire Hindi Business Trademarks (i.e. Hindustan, Hindustan.in, Nandan, Kadambini, Hum Tum and certain other Hindi publication related trademarks (including the trademarks mentioned hereinbelow)) (the "Hindi Business Trademarks") from HTML alongwith all rights therein, subject to approval of the Members by way of Special Resolution. The total cost of proposed acquisition of the Hindi Business Trademarks (including VAT/Stamp Duty) would be capitalized in the books of the Company and is eligible for deduction under the Income Tax laws @25% on WDV basis.

Section 188(1)(b) of the Companies Act, 2013 (the "Act") read with the relevant Rules made thereunder, provides that transaction(s) entered into between related party(ies) for 'selling or otherwise disposing of, or buying, property of any kind' exceeding Rs. 100 Crore or 10% of networth of the Company, whichever is lower, shall require prior approval of the company by way of special resolution.

Further, Clause 49 of the Listing Agreement provides that all material Related Party Transactions (i.e. a transaction with a related party if the transaction individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company) shall also require approval of the shareholders through special resolution.

Since, the proposed transaction may exceed the limits specified under both, Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, approval of the Members of the Company u/s 188 of the Act and Clause 49 of the Listing Agreement, is being sought by way of Special Resolution.

The abovementioned proposed transaction is on arm's length terms, with the Fair market value of the Hindi Business Trademarks determined basis the report by M/s SSPA & Co., Chartered Accountants, Mumbai (Independent Valuer). Report of the Independent Valuer is available for inspection by the members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office of the Company.

The particulars of proposed transaction to be entered into by the Company, along with list of Hindi Business Trademarks owned by HTML to be acquired, are provided herein below:

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related	Nature of Relationship	Nature and particulars of proposed transaction	Effective Date	Value of transaction (in Rs.)
HT Media Limited (HTML)	See note below	Holding Company	Acquisition of trademarks Hindustan, Hindustan.in, Nandan, Kadambini, Hum Tum and certain other Hindi publication related trademarks, including the trademarks mentioned hereinbelow, along with all the rights therein (the "Hindi Business Trademarks")	With effect from the date of execution of the agreement	The Hindi Business Trademarks will be acquired by the Company from HTML on arm's length terms at Fair Market Value of Rs. 62 Crore exclusive of applicable taxes, basis the Valuation Report of M/s SSPA & Co., Chartered Accountants, Mumbai

S. NO.	TRADEMARK	CLASS	S. NO.	TRADEMARK	CLASS
1)	AAPKA PANNA (DEVICE)	16	35)	KHEL KHILADI (WORD)	16
2)	GEHRI NAZAR (DEVICE)	16	36)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	41
3)	HINDUSATN EDUCATION FAIR (DEVICE)	42	37)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	35
4)	HINDUSTAN (DEVICE)	42	38)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	9
5)	HINDUSTAN (DEVICE)	16	39)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	16
6)	HINDUSTAN (DEVICE)	41	40)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	41
7)	HINDUSTAN (WORD)	16	41)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	9
8)	HINDUSTAN CITY (WORD)	16	42)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	16
9)	HINDUSTAN EDUCATION FAIR (DEVICE)	16	43)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	35
10)	HINDUSTAN EDUCATION FAIR (DEVICE)	41	44)	MATINEE MASALA (DEVICE)	42
11)	HINDUSTAN JOBS (WORD)	16	45)	MATINEE MASALA (DEVICE)	41
12)	HINDUSTAN MASTI MARG (LOGO)	16	46)	MATINEE MASALA (DEVICE)	16
13)	HINDUSTAN MASTI MARG (LOGO)	41	47)	MAYUR PANKH (WORD)	16
14)	HINDUSTAN MASTI MARG (WORD)	16	48)	NAI DISHAYEN (WORD)	41
15)	HINDUSTAN MASTI MARG (WORD)	41	49)	NAI DISHAYEN (WORD)	42
16)	HINDUSTAN RAVI UTSAV (DEVICE)	16	50)	NAI DISHAYEN (WORD)	16
17)	HINDUSTAN SHOPPING FESTIVAL (HINDI) (DEVICE)	16	51)	NANDAN (WORD)	16
18)	HINDUSTAN SHOPPING FESTIVAL (HINDI) (DEVICE)	42	52)	NANDAN (WORD)	42
19)	HINDUSTAN SHOPPING FESTIVAL (HINDI) (DEVICE)	41	53)	NANDAN (WORD)	9
20)	HINDUSTAN SHOPPING FESTIVAL (WORD)	16	54)	NAVYA (WORD)	16
21)	HINDUSTAN SHOPPING FESTIVAL (WORD)	41	55)	RAJ KAAJ(WORD)	16
22)	HINDUSTAN SHOPPING FESTIVAL (DEVICE) (WRITTEN IN HINDI)	42	56)	RIDHI SIDDHI SUKH SAMRIDHI (DEVICE)	16
23)	HINDUSTAN SHOPPING FESTIVAL (DEVICE) (WRITTEN IN HINDI)	9	57)	SAU KA FUNDA (WORD)	16
24)	HINDUSTAN SHOPPING FESTIVAL (DEVICE) (WRITTEN IN HINDI)	16	58)	SURON KE SAATH SAATH (WORD)	16
25)	HINDUSTAN YUVA (DEVICE)	42	59)	SURON KE SAATH-SAATH(DEVICE)	16
26)	HINDUSTAN YUVA (DEVICE)	41	60)	SURON KE SAATH-SAATH (DEVICE)	41
27)	HINDUSTAN YUVA (DEVICE)	16	61)	SURON KE SAATH-SAATH (WORD)	41
28)	HUM TUM(WORD)	16	62)	TAYYARI(DEVICE)	16
29)	JEEVAN, JAGAT, JIGYASA (DEVICE)	16	63)	TAYYARI(DEVICE)	41
30)	KADAMBINI (WORD)	41	64)	TAYYARI(DEVICE)	42
31)	KADAMBINI (WORD)	9	65)	UNNAYAN (WORD)	16
32)	KADAMBINI (WORD)	16	66)	www.hindustan.in (WORD)	16
33)	KADAMBINI (WORD)	42	67)	www.hindustainik.com (WORD)	42
34)	KADAMBINI (WORD)	16	68)	YUVA HINDUSTAN (WORD)	16

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in the resolution set out at Item No. 10 except Smt. Shobhana Bhartia, Shri Priyavrat Bhartia, Shri Shamit Bhartia, Shri Rajiv Verma and Shri Ajay Relan to the extent of their shareholding (if any) and directorships in HT Media Limited (the holding company).

The Board commends the special resolution set out in Item no. 10 of the notice regarding approval to acquire 'Hindustan' and certain other Hindi publication related trademarks from HT Media Limited (holding company), for approval by the members.

#### ITEM NO. 11

The Hindustan Times Limited ("HTL") a holding company of Hindustan Media Ventures Limited (the "Company"/"HMVL") has implemented the HT Group Companies - Employee Stock Option Rules ("ESOP Rules"), in order to attract and retain talent in the Group companies of HTL, including HMVL. For this purpose, the HT Group Companies-Employees Stock Option Trust ("Trust") was constituted by HTL for the purpose of acquisition of equity shares of the Company from the secondary market, and allocation/transfer of the said equity shares to the Beneficiaries upon exercise of stock option(s).

The Securities and Exchange Board of India ("SEBI") has notified the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 on October 28, 2014 (the "Regulations") repealing the erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 prescribing that all listed companies having existing schemes for direct or indirect benefit of the employees, which are set up either by the company or any other company in its group, to which the Regulations apply, are required to comply with the Regulations in their entirety within one year of the coming into effect of the Regulations. Further, SEBI vide its Circular

dated June 16, 2015 has specified the necessary guidelines relating to disclosure/ process requirements under the Regulations. The Trust Deed and the rules thereunder are accordingly being amended in accordance with the Regulations and the 'HT Group Companies - Employee Stock Option Rules for Listed Companies' be attached as Annexure 1A to the Trust Deed ("Aligned Plan"). The Board of Directors of HMVL have at their meeting(s) held on July 14, 2015 approved and adopted the said Aligned Plan.

Aligned Plan along with the Trust Deed is available for inspection by the members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. up to the date of Annual General Meeting at the Registered Office of the Company.

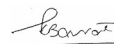
None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financial or otherwise), in this resolution save and except to the extent of grant of stock options already made or to be made to them, if any, under the Aligned Plan.

The Board commends the special resolution set out in Item no. 11 of the notice regarding adoption of the 'HT Group Companies - Employee Stock Option Rules for Listed Companies' duly aligned with the SEBI (Share Based Employee Benefits) Regulations, 2014 and its implementation through Trust, for approval by the Members.

The details of the Aligned Plan pursuant to Rule 6 of the Regulations read with SEBI's circular dated June 16, 2015 are as follows:

S. No.	Particulars	Information
a)	Brief description of the HT Group Companies-Employee Stock Option Rules for Listed Companies ("Aligned Plan")	The Aligned Plan is of the Holding company ("The Hindustan Times Limited") of the Company to grant equity-based incentives (viz. stock options) to the eligible employees in order to attract and retain talented employees. The Holding company has a trust called the "HT Group Companies-Employees Stock Option Trust" ("Trust") for implementation and administration of the Aligned Plan.
b)	The total number of Options to be granted	The total number of Options that may be granted under the Aligned Plan shall be determined by the HTL Nomination Committee and HMVL Nomination Committee, from time to time and in aggregate, shall not exceed 5% (five percent) of the paid-up equity share capital of HMVL at the applicable time.
c)	Identification of classes of employees entitled to participate and be beneficiaries in the Aligned Plan	All Employees and Directors (but excluding Independent Directors) who are eligible to participate in the Aligned Plan and as per the Regulations.
d)	Requirements of Vesting and Vesting Period	No Options shall vest in less than 1 (one) year from the Grant Date, or such other longer period as may be decided under the Aligned Plan.
e)	Maximum period (subject to Regulation 18(1) of the Regulations) within which the Options shall be vested	The HTL Nomination Committee and HMVL Nomination Committee shall decide the manner and period of vesting of Options at the time of grant. Vesting Period means the period from the date of grant of Options till the date on which the Employee is eligible to exercise the Option. The Option granted can be exercised at any time until completion of ten (10) years after the scheduled Vesting Date of the last tranche of the Options in the manner stipulated as per the Aligned Plan.
f)	Exercise Price or pricing formula	The Exercise Price shall either be at a price determined on the basis of share valuation based on Price/Earnings (PE) multiple of peer group companies or at a price equal to the book value of Share as per the latest available audited balance sheet or at the price determined on such other basis as may be deemed appropriate by the HTL Nomination Committee or HMVL Nomination Committee, as applicable.
g)	Exercise Period and process of exercise	The Option granted can be exercised at any time until completion of ten (10) years after the scheduled Vesting Date of the last tranche of the Options in the manner stipulated as per the Aligned Plan. Any Options remaining unexercised at the end of the Exercise Period shall lapse.
h)	The appraisal process for determining the eligibility of employees for the Aligned Plan	The HTL Nomination Committee and/or HMVL Nomination Committee, as applicable, may consider criteria such as performance, level in the organisation, potential, period of service, criticality of the individual, number of shares available, etc. for determining the eligibility criteria of the employees under the Aligned Plan.
i)	Maximum number of options to be issued per employee and in aggregate	The maximum number of Options per employee shall not exceed 1% (one percent) of the paid-up equity share capital of the Company in a year and in aggregate, shall not exceed 5% (five percent) of the paid-up equity share capital of the Company at a time.
j)	Maximum quantum of benefits to be provided per employee under the Aligned Plan	Same as point no. (i) above read with point (f).
k)	Whether the Aligned Plan is to be implemented and administered directly by the company or through a trust	The Aligned Plan shall be implemented and administered through the Trust.
l)	Whether the Aligned Plan involves new issue of shares by the company or secondary acquisition by the Trust or both	The Aligned Plan involves only secondary acquisition of the Equity Shares by the Trust.
m)	The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc.	Aggregate amount of loan which may be provided by the Company to the Trust shall not exceed the amount equal to the market price of 5% (five percent) of the issued share capital of the Company at the time of grant of such loan. The loan given to the Trust will be refunded to the Company based on the exercise of options by the Beneficiaries. The loan given will be utilized solely for the purpose of acquiring shares from the secondary market including administrative expenses.
n)	Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of the Plan	The total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% (five percent) of the paid-up equity share capital of HMVL as at the end of March 31, 2015.
o)	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15	The Company shall conform to the accounting policies specified in Regulation 15 of the Regulations.
p)	The method which the company shall use to value its Options	The Exercise Price shall either be at a price determined on the basis of share valuation based on Price/Earnings (PE) multiple of peer group companies or at a price equal to the book value of Share as per the latest available audited balance sheet or at the price determined on such other basis as may be deemed appropriate by the HTL Nomination Committee or HMVL Nomination Committee, as applicable.
q)	Statement of confirmation	To the extent applicable to the Company, in case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Boards' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Boards' report.

By Order of the Board



(Tridib Kumar Barat)  
Company Secretary

Place: New Delhi  
Date: July 29, 2015

**Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on August 28, 2015, pursuant to Clause 49 of Listing Agreement of Stock Exchanges and other applicable requirements:**

<b>Name of Director</b>	<b>Smt. Shobhana Bhartia</b>	<b>Shri Benoy Roychowdhury</b>	<b>Dr. Mukesh Aghi</b>
<b>Date of Birth</b>	04.01.1957	17.09.1960	10.03.1956
<b>Relationship with other Directors and Key Managerial Personnel</b>	Mother of Shri Priyavrat Bhartia and Shri Shamit Bhartia	None	None
<b>Date of Appointment</b>	06.01.2010	06.01.2010	21.06.2015
<b>Experience and expertise in specific functional areas</b>	Industrialist	General Management, Marketing and Sales	Online Pedagogy, International Relations Security, Cyber Security, Strategic Management, Global Organization Behavior
<b>Qualification</b>	Graduate from Calcutta University	Bachelor in Economics (Honours) (Calcutta University); PGDBM (XLRI, Jamshedpur)	BA (Middle East College, Beirut, Lebanon); MBA in International Marketing (Andrews University, Michigan); Ph.D in International Relations (Claremont Graduate University, California); Advanced Management Diploma (Harvard Business School)
<b>Terms and conditions of appointment/re-appointment</b>	Director, liable to retire by rotation	Director, liable to retire by rotation	Independent Director, not liable to retire by rotation
<b>No. of Equity Shares of Rs. 10/- each held in the Company</b>	NIL	NIL	NIL
<b>List of other companies in which Directorships are held*</b>	<ul style="list-style-type: none"> <li>● The Hindustan Times Limited</li> <li>● HT Media Limited</li> <li>● Nilgiri Plantations Limited</li> <li>● Goldmerry Investment &amp; Trading Company Limited</li> <li>● Ronson Traders Limited</li> <li>● Yashovardhan Investment &amp; Trading Company Limited</li> <li>● Firefly e-Ventures Limited</li> <li>● Earthstone Holding (Two) Limited</li> </ul>	<ul style="list-style-type: none"> <li>● The Advertising Standards Council of India</li> <li>● Media Research Users Council</li> <li>● Audit Bureau of Circulations</li> </ul>	NIL
<b>List of the Committee of Board of Directors (across all companies) in which Chairmanship/Membership is held<sup>#</sup></b>	<p><b>Chairperson</b></p> <ul style="list-style-type: none"> <li>● Audit Committee of The Hindustan Times Limited</li> <li>● Audit Committee of Earthstone Holding (Two) Limited</li> </ul>	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>● Stakeholders' Relationship Committee of Hindustan Media Ventures Limited</li> </ul>	NIL
<b>Number of Board Meetings attended during Financial Year 2014-15</b>	4	3	Not Applicable

*\*As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies, Section 8 Companies and Private Limited Companies.*

*#Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Stakeholders' Relationship 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 Fax: +91 612 222 1545

Corporate Office: Hindustan Times House, 2<sup>nd</sup> 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 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:	
Address:	

I hereby record my presence at the Annual General Meeting of the Company held on Friday, August 28, 2015 at 2:00 P.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001.

\* I hereby give my consent to receive the Annual Reports & Accounts and other documents permissible to be sent through electronic mode instead of physical mode, on my e-mail ID -

Signature of Member/Proxy

*\*Delete, if not required.*

[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 Fax: +91 612 222 1545

Corporate Office: Hindustan Times House, 2<sup>nd</sup> 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./ Client Id: ..... DP 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,

3. 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 Friday, August 28, 2015 at 2:00 P.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001 and at any adjournment thereof, in respect of following matters:

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015.
- To declare dividend on Equity Shares for the financial year ended March 31, 2015.
- To appoint a Director in place of Smt. Shobhana Bhartia, who retires from office by rotation, and being eligible, offers herself for re-appointment.
- To appoint a Director in place of Shri Benoy Roychowdhury, who retires from office by rotation, and being eligible, offers himself for re-appointment.
- To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.
- To appoint Dr. Mukesh Aghi as an Independent Director of the Company.
- To approve payment of annual commission to the Non-executive Directors of the Company.
- To approve borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013.
- To approve offer or invitation to subscribe to Non-Convertible Debentures/Bonds issued on private placement basis.
- To acquire 'Hindustan' and certain other Hindi publication related trademarks from HT Media Limited (holding company).
- To adopt the 'HT Group Companies - Employee Stock Option Rules for Listed Companies' duly aligned with the SEBI (Share Based Employee Benefits) Regulations, 2014 and its implementation through Trust.

Signed this ..... day of....., 2015

Affix  
Revenue  
Stamp of  
Re.0.30/-

Signature of Member

Signature of Proxy holder(s)

### Note:

- 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 stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.