

Hindustan Media Ventures Limited

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

Ref: HMVL/CS/51/2019

20 MAY 2019

To,

The Listing Department
BSE Limited
P.J. Tower, Dalal Street
MUMBAI - 400 001

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/I, G Block
Bandra — Kurla Complex
Bandra (East)
Mumbai - 400 051

Scrip Code: 533217
Trading Symbol: HMVL

Dear Sirs,

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

In terms of requirement of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice dated May 14, 2019, along with Postal Ballot Form.

This is for your information and records.

Thanking you,

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


(Authorized Signatories)

Encl.: As above

Registered Office :
Budh Marg, Patna - 800001
Ph.: 0612-2223434, 2223772, 2223413, 2223314, 2222538
Fax : 0612-2226120



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 (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

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws, to seek your approval in respect of the following Special Business, by way of passing Special Resolution through Postal Ballot, including by way of e-voting.

The Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts pertaining to the said resolution, is annexed herewith for your consideration.

SPECIAL BUSINESS

Item No. 1

Appointment of Ms. Savitri Kunadi (DIN: 00958901) as a Non-executive Independent Director, not liable to retire by rotation

To consider and, if thought fit, to pass the following resolution(s) as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’), Regulation 17(1A) and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and upon due recommendation of Nomination and Remuneration Committee and the Board of Directors, Ms. Savitri Kunadi (DIN: 00958901), who qualifies for being appointed as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed a Non-executive Independent Director, not liable to retire by rotation, w.e.f. May 9, 2019 for a period of 3 consecutive years up to March 31, 2022.

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 Members of the 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: May 14, 2019

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution(s) is annexed hereto.
2. The Postal Ballot Notice along with the Ballot Form is being sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, May 10, 2019 (“Cut-off date”). The Notice is available on the Company’s website viz. www.hmv1.in and on the website of e-voting agency viz. www.evoting.karvy.com.
3. The Notice along with the Postal Ballot Form is being sent to the Members in electronic form to their e-mail ID registered with their Depository Participants (in case of electronic shareholding) / Company’s Registrar and Transfer Agent (in case of physical shareholding). For Members, whose e-mail ID are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
4. A person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date, shall be entitled to vote through Postal Ballot / e-voting on the resolution(s) set forth in the Notice. The voting rights of the Members shall be reckoned on the paid up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
5. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) opting for Postal Ballot are required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer, along with the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every Client ID/Folio No. irrespective of number of joint holders. In case shares are held jointly, the Postal Ballot Form shall be completed and signed by the first named Member, and in his/her absence by the next named Member.
7. The Board of Directors in their meeting held on May 9, 2019 has appointed Shri Sanket Jain, Company Secretary-in-Practice (CP No. 12583) as Scrutinizer to scrutinize the voting through Postal Ballot and e-voting process, in a fair and transparent manner.
8. **Members who have not registered their e-mail address, are requested to register the same with the Company’s Registrar and Share Transfer Agent / Depository Participant(s) to enable the Company to send future communication(s) in electronic form.**
9. Relevant document(s) referred to in this Postal Ballot Notice are available at the registered office/ corporate office of the Company for inspection by members without any fee, on all business days (i.e. except Saturday, Sunday and Public holidays) during 10:00 a.m. to 4:00 p.m., from the date of dispatch of this Notice till the last date of receipt of Postal Ballot Forms and e-voting i.e. Wednesday, June 19, 2019.
10. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided the facility to cast their vote on resolution(s) set forth in the Notice through e-voting, and for the same the Company has engaged the services of Karvy Fintech Private Limited (Karvy), the Registrar & Share Transfer Agent of the Company, as the authorized agency to provide e-voting facility. **Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting.** In case Members have cast their votes through both the modes, then voting done by e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid. A Member cannot exercise his/her vote by proxy on Postal Ballot. **Members are requested to carefully read the “Procedure and instructions for e-voting” outlined hereunder.**

11. e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. (Server time) on May 21, 2019 (Tuesday)
End of e-voting	Upto 5.00 p.m. (Server time) on June 19, 2019 (Wednesday)

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.

12. Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, relevant details of Ms. Kunadi are annexed herewith.

13. **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

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

- (A) In case a Member receives an email from Karvy [For members, whose email address is registered with the Company/Depository Participant(s)]:
- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - Enter the login credentials (i.e. User ID and password mentioned in the e-mail). 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.
 - After entering these details appropriately, click on **“LOGIN”**.
 - 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.**
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the **“EVEN”** i.e., **“Hindustan Media Ventures Limited”**.
 - 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 under **“FOR”** or partially **“AGAINST”** but the total number in **“FOR/AGAINST”** taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option **“ABSTAIN”** and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - 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”**.
 - You may then cast your vote by selecting an appropriate option and click on **“SUBMIT”**.
 - A confirmation box will be displayed. Click **“OK”** to confirm or/else **“CANCEL”** to modify. Once you have voted on the resolution, you will not be allowed to modify.
 - 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: sanketjaincs@gmail.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.”

- (B) In case of members receiving physical copy of Notice [For Members, whose email address is not registered with the Company/Depository Participant(s)]:
- EVEN**, User ID and Password are provided at the bottom of the postal ballot form annexed with this notice.
 - Please follow all steps from (i) to (xii) mentioned under S. No. 13(A) above to cast your vote by electronic means.
- (C) 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 is cast by a Member, it cannot be changed subsequently.
- (D) You can update your mobile number and e-mail address in the user profile details which may be used for sending future communication(s).
- (E) 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. May 10, 2019.
- (F) Any person who is a Member of the Company may obtain the User ID and Password in the manner as mentioned below:
- 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 +91-9212993399
Example for NSDL: MYEPWD <SPACE>IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - If e-mail address or mobile number of the member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a new password.
 - Member may call Karvy’s toll free number 1800-345-4001 Monday to Saturday (from 8.00 A.M. to 8.00 P.M).
 - Member may send an e-mail to evoting@karvy.com requesting User ID and Password.
14. In case of any query/grievance, in respect of 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 Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, 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 8.00 A.M. to 8.00 P.M.).

15. PROCEDURE FOR CASTING VOTE THROUGH BALLOT FORM

- Members desiring to exercise vote by Postal Ballot should complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Wednesday, June 19, 2019. Any Postal Ballot Form received after 5.00 p.m. on Wednesday, June 19, 2019 shall be treated as if the reply from the member has not been received. The Company shall not be responsible for any loss or delay attributable to the Postal Department/ Courier Agency or for reasons beyond the control of the Company and/or the Postal Department/ Courier Agency.

Members are requested to carefully read the instructions printed overleaf the Postal Ballot Form, before exercising their vote.

- Members who have received the Postal Ballot Notice via e-mail but wish to vote in physical form/ seeking a duplicate of Postal Ballot Form, may download the Ballot Form attached to the e-mail or from the web link: <https://evoting.karvy.com> or from the Company’s website viz. www.hmv1.in where the Postal Ballot Notice is

displayed, and send the duly completed and signed Ballot Form, so as to reach the Scrutinizer on or before 5.00 p.m. on Wednesday, June 19, 2019.

16. The Scrutinizer will submit his report to Chairperson or any other person authorized by Chairperson, after completion of scrutiny of the Postal Ballot forms and e-voting, who shall countersign the same.
17. The results of Postal Ballot will be declared by Chairperson or any other person authorized by Chairperson in writing on Friday, June 21, 2019 at the corporate office of the Company situated at Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001 and the same shall also be announced to BSE Limited & The National Stock Exchange of India Limited. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. www.hmvl.in and on Karvy's website viz. <https://evoting.karvy.com> and displayed on the Notice Boards of the Company at its Registered Office at Patna and its Corporate Office at New Delhi.
18. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed as on the last date for receipt of duly completed Postal Ballot forms / e-voting, i.e. Wednesday, June 19, 2019.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company at its meeting held on May 9, 2019 have, on recommendation of the Nomination & Remuneration Committee, approved the appointment of Ms. Savitri Kunadi as Independent Director of the Company w.e.f. May 9, 2019, for a term of 3 (three) consecutive years upto March 31, 2022, upon approval of Members of the Company.

Ms. Savitri Kunadi holds B.A (Hons.) degree from Bombay University in History & Political Science and Master's Degree from University of Rajasthan. Ms. Kunadi joined the Indian Foreign Service in 1967. During her career spanning 37 years in the foreign service, she held several important positions in Indian missions abroad and in the Ministry of External Affairs, New Delhi, such as First Secretary (Commercial) in the Indian embassy at Warsaw, Minister Counsellor in Permanent Mission of India, New York, Ambassador of India to Peru, Bolivia and France, Permanent Representative of India to UNESCO in Paris, Ambassador/PR of India to the UN and Conference on Disarmament in Geneva, among others. As Ambassador of India to France she promoted India's role as an important emerging economic and political power on the global scene. For her contribution to Indo- French relations, she was conferred the prestigious Award Commandeur de L'Ordre Nationale du Merite (ONM) by the French Government. Ms. Kunadi has specialized in multi-lateral diplomacy and handled several important UN and non-aligned conferences. She was leader of Indian delegations to several sessions of Commission on Human Rights in Geneva and conference of UNESCO, ILO, WHO, WIPO, UNCTAD, UNHCR etc.

The Company has received notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Ms. Savitri Kunadi for the office of Director of the Company. The Company has also received - (a) declaration of independence from Ms. Kunadi; (b) her consent to act as Director; and (c) declaration that she is not disqualified from being appointed as Director in terms of Section 164 (2) of the Companies Act, 2013.

Ms. Kunadi is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As Non-executive Director, Ms. Kunadi will be entitled to 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.

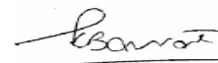
Draft Letter of Appointment of Ms. Kunadi, setting out terms & conditions of her appointment is available for inspection by Members without any fee, at the Registered Office and Corporate Office of the Company, on all business days (except Saturday, Sunday and Public Holidays) during 10.00 a.m. to 4.00 p.m. upto June 19, 2019. The same is also available on the Company's website viz. www.hmvl.in.

In terms of the provisions of Section 150(2) of the Companies Act, 2013, the appointment of Independent Director shall be approved by the Company in general meeting. Further, in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Ms. Kunadi as a Non-executive director (Independent) shall be subject to approval of shareholders by way of passing a special resolution, since she has attained the age of seventy five years. In the opinion of the Board, her rich and varied experience in the Government, shall be beneficial for strengthening the regulatory and compliance process/ framework in the Company. She fulfill the conditions outlined in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as an Independent Director.

Ms. Kunadi and her relative(s) are interested in the resolution(s) set out at Item no. 1 with regard to her appointment as a Non-Executive Independent Director (to the extent of their shareholding interest, if any, in the Company). Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution(s).

The Board of Directors commend the Special Resolution(s) set out at Item no.1 of the Notice, for approval of the Members.

By Order of the Board
For Hindustan Media Ventures Limited



(Tridib Barat)
Company Secretary

Place: New Delhi

Date: May 14, 2019

Details of Director 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, as applicable

Name of the Director	Ms. Savitri Kunadi
Age (years)	75
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None
Date of Appointment	If approved by the shareholders, Ms. Savitri Kunadi will be appointed as Non-executive Independent Director w.e.f. May 9, 2019
Expertise in specific functional areas	Strategic Planning and General Management
Qualification	B.A (Hons.) degree from Bombay University in History & Political Science, Master's Degree from University of Rajasthan. Indian Foreign Service (Retd.)
Terms and conditions of appointment/re-appointment	Non-executive Independent Director, not liable to retire by rotation
No. of Equity Shares of Rs.10/- each held in the Company	Nil
Remuneration last drawn (during FY 19)	Not Applicable
Directorship held in other companies (excluding foreign companies) [#]	Nil
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held [#]	Nil
No. of Board Meetings attended during FY-19	Not Applicable

[#]As per latest disclosure received from the Director

INSTRUCTIONS

1. A Member desiring to exercise vote by physical Postal Ballot, may complete this Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by Hindustan Media Ventures Limited (the "Company"). However, envelope(s) containing Postal Ballot Form, if sent by courier or registered post at the expense of the Member will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/RTA or Depository Participants for shares held in physical and dematerialized form, respectively). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds; and
 - g. if the form other than the one issued by the company is used.
4. The Postal Ballot Form shall not be exercised by a Proxy.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on June 19, 2019. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Member has not been received.
6. A Member may request for a duplicate Postal Ballot Form by writing to evoting@karvy.com. However, the duly completed Form should reach the Scrutinizer not later than the date specified under instruction No. 5 above.
7. There will be only one Postal Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint Shareholder(s). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / list of beneficial owners as on the Cut-off date i.e. May 10, 2019.
8. Physical Postal Ballot Form signed in a representative capacity must be accompanied by the requisite certified copy of Board Resolution / Power of Attorney/ Authority Letter etc. together with duly attested specimen signature(s) of the authorized signatory(ies). If the same is /are already registered with the Company, please quote the registration number.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
10. Members have option to vote either through e-voting as per "Procedure and instruction for e-voting" provided in the Notice sent herewith or through Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by Postal Ballot Form also and vice-versa. However, in case a Member cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
11. Scrutinizer's decision on the validity of the Postal Ballot Form and any other related matter shall be final and binding.
12. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark in the appropriate box.