



Hindustan Media Ventures Limited

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Corporate Office: Hindustan Times House (2nd Floor), 18-20, Kasturba Gandhi Marg, New Delhi – 110 001

Ph.: +91 11 6656 1234

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

CIN: L21090BR1918PLC000013

NOTICE OF ANNUAL GENERAL MEETING [11th post IPO]

NOTICE is hereby given that the Annual General Meeting (11th post IPO) of the Members of **Hindustan Media Ventures Limited** will be held on Friday, the September 24, 2021 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To consider and adopt:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor thereon; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditor thereon.

ITEM NO. 2

To appoint Shri Praveen Someshwar (DIN: 01802656) as Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

Re-appointment of Ms. Savitri Kunadi (DIN: 00958901) as Independent Director, not liable to retire by rotation

To consider and, if thought fit, to pass the following resolutions as **Special 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"), Regulation 17(1A) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon due recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Savitri Kunadi (DIN: 00958901), who qualifies for re-appointment as an Independent Director, and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director, not liable to retire by rotation, to hold office for the second term of 3 (three) consecutive years from April 1, 2022 till March 31, 2025.

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**

Place: New Delhi
Date: August 03, 2021

(Tridib Barat)
Company Secretary

NOTES:

1. In view of the continuing effect of COVID-19 pandemic and pursuant to circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and circulars dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the AGM of the Company [11th Post IPO] shall be conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. In view of the same, the Registered Office of the Company shall be the deemed venue of this AGM.
2. Since the AGM will be held through VC/OAVM, Route Map to the venue is not required and hence, not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Since the AGM will be held through VC/OAVM which does not require physical attendance of Members, the facility to appoint proxy by Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their vote through remote e-voting/ e-voting at the AGM. In this regard, body corporates are required to send certified copy of the latest board resolution/ authorization letter/ power of attorney authorizing their representative(s) to attend the AGM and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate from the registered e-mail ID to the Scrutinizer at sanketjaincs@gmail.com and a copy thereof marked to evoting@kfintech.com.
6. In compliance with abovementioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-21 is being sent through electronic mode only, to those Members whose e-mail address are registered with the Depository Participants or the Company's RTA. Members may kindly note that the Notice of AGM and Annual Report for FY-21 will also be available on the Company's website viz. www.hmvl.in and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).
7. To participate in the Company's green initiative in Corporate Governance, Members are encouraged to register/update their email address, in respect of shares held in electronic form with their Depository Participant(s), and in respect of shares held in physical form by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at *KFin Technologies Private Limited, Unit: Hindustan Media Ventures Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032* or by sending email to einward.ris@kfintech.com.
8. Shri Praveen Someshwar and Ms. Savitri Kunadi may be deemed to be interested in item nos. 2 and 3 respectively of the Notice. Further, their relatives may also be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the business set out under Item Nos. 1 to 3 of the Notice.
9. Shri Praveen Someshwar was appointed as Managing Director (MD) of the Company, liable to retire by rotation, w.e.f. August 1, 2018 for a period of 5 (five) years and therefore, entitled to hold office as such till July 31, 2023. Upon re-appointment as Director, as proposed under item no. 2 above, his tenure as MD will continue without any break.
10. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking re-appointment at this AGM, are annexed herewith.
11. Relevant documents referred to in this Notice are available for inspection electronically without any fee by Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts & Arrangements in which Directors are interested maintained under Section 189 of the Act and the certificate of Statutory Auditor in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 regarding implementation of 'HT Group Companies - Employee Stock Option Rules for Listed Companies', will be available for inspection electronically by members during the AGM. Members desirous to inspect these documents may send request from their registered email id to the Company at hmvlinvestor@livehindustan.com.

12. Pursuant to the provisions of Section 125 of the Act read with the relevant rules made thereunder, during the financial year ended on March 31, 2021, the Company has transferred unpaid/unclaimed dividend amounting Rs. 88,404/- for the Financial Year 2012-13 to Investor Education and Protection Fund (IEPF), and also transferred 38 nos. equity shares of the Company to the demat account of IEPF Authority in respect of which dividend was unpaid/unclaimed for last seven years. Members are requested to claim their unpaid dividend for FY 2013-14 on or before October 12, 2021 failing which the same shall be transferred to IEPF Authority. Members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact KFin to lodge claim for refund of shares and/or dividend from the IEPF Authority.
13. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in prescribed Form No. SH-13 to KFin. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
14. In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose PAN and bank details are not updated in the records of KFin, are requested to submit their PAN and bank account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member to the Company/KFin.
15. Members may please note that SEBI has mandated PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction.
16. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialised form (except transmission of securities or transposition of name(s) in the holding). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. Members are therefore advised, in their own interest, to dematerialize the shares held by them in physical form.
17. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates in original and KYC proof(s) viz. PAN, AADHAR etc. for consolidating their holding in one folio. The share certificates will be returned to the member after making requisite changes thereon.
18. All investor related communication may be addressed to KFin at the following address:

KFin Technologies Private Limited
Unit: Hindustan Media Ventures Limited
 Selenium Tower B
 Plot Nos. 31 & 32, Gachibowli
 Financial District, Nanakramguda
 Serilingampally Mandal
 Hyderabad – 500 032, Telangana
Toll free number: 1800-309-4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

E-VOTING AND PARTICIPATION IN AGM

19. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR, the Company is providing the facility to its members to exercise their right to vote on the resolutions set out in notice of AGM by electronic means ("e-voting"). The Company has engaged the services of KFin as the agency to provide e-voting facility.
20. Members may cast their votes remotely, using electronic voting system ("remote e-voting") during the remote e-voting period. The facility of e-voting will also be available at the AGM ("InstaPoll"), and Members who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll.
21. 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 20, 2021 (Monday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 23, 2021 (Thursday)

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

22. Persons whose name appears in the Register of Members/List of Beneficial Owners as on September 17, 2021 (**"Cut-off Date"**) shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off Date, should treat this Notice for information purpose only.
23. Once the vote on a resolution has been cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
24. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583) as Scrutinizer to scrutinize the remote e-voting process and InstaPoll in a fair and transparent manner.
25. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and submit his consolidated Scrutinizer's Report to the Chairperson/Director.
26. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.hmvl.in and on the website of KFin viz. <https://evoting.kfintech.com>. The result of e-voting will be simultaneously communicated to the stock exchanges viz. NSE and BSE.
27. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favor of the resolution(s).
28. Members are requested to carefully read the **"PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING"** and **"PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM"** given below.
29. Any Member who is desirous to express his/her views or raise questions during the AGM, may register on <https://emeetings.kfintech.com> and click on the 'Speaker Registration'. Speaker Registration will be open from September 19, 2021 (9:00 a.m. IST) till September 21, 2021 (5:00 p.m. IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
30. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via email to the Company Secretary at hmvlinvestor@livehindustan.com, at least 7 days before the AGM, so that the information can be compiled in advance.
31. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on "e-Voting Facility provided by Listed Entities", individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants.

Members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

The process and manner of remote e-voting, attending AGM through VC/OAVM and e-voting at AGM is as under:

(I.) PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING

1. **Individual members holding shares of the Company in demat mode** *(by accessing e-Voting system of Depositories)*

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> (i) Visit URL: https://eservices.nsdl.com (ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section. (iii) Enter User ID and Password. Post successful authentication, click on “Access to e-Voting” (iv) Click on Company name: “Hindustan Media Ventures Limited” or e-Voting service provider “K-Fintech”. You will be re-directed to K-Fin’s e-Voting page to cast vote during the remote e-Voting period. <p>2. User not registered for IDeAS facility:</p> <ul style="list-style-type: none"> (i) Click on link: https://eservices.nsdl.com and select “Register Online for IDeAS” OR https://eservices.nsdl.com/SecureWeb/IdeaDirectReg.jsp (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> (i) Visit URL: https://www.evoting.nsdl.com (ii) Click on the icon “Login” available under ‘Shareholder/Member’ section. (iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. (iv) Post successful authentication, click on Company name: “Hindustan Media Ventures Limited” or e-Voting service provider “K-Fin”. You will be re-directed to K-Fin’s e-Voting portal to cast vote during the remote e-Voting period. 	<p>1. User already registered for Easi/ Easiest:</p> <ul style="list-style-type: none"> (i) Visit URL: https://web.cdslindia.com/myeasi/home/login OR www.cdslindia.com and click on “Login” and select “New System Myeasi” (ii) Enter your User ID and Password. (iii) Post successful authentication, please click on ‘E-voting’ (iv) You will be requested to select the name of the Company: “Hindustan Media Ventures Limited” or KFin. You will be re-directed to KFin’s e-Voting portal to cast the vote during the remote e-Voting period. <p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> (i) Click on the link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> (i) Visit URL: www.cdslindia.com and select “E Voting” (ii) Provide your BO ID/ demat account number and PAN (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. (iv) You will be requested to select the name of the Company: “Hindustan Media Ventures Limited” or KFin. You will be re-directed to KFin’s e-Voting portal to cast the vote during the remote e-Voting period.
<p>Procedure to login through demat account/website of Depository Participant (DP)</p>	<ul style="list-style-type: none"> (i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting. (ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL. (iii) Click on options available against Company name: “Hindustan Media Ventures Limited” or KFin and you will be re-directed to e-Voting portal of KFin to cast your vote during the remote e-Voting period.

NOTE: After successful login, Individual members holding shares of the Company in demat mode, are requested to follow steps (f) to (l) mentioned under point no. 2(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID”/“Forget Password” option available on the websites of Depositories/DP.

Members facing any technical issue on NSDL website	Members facing any technical issue on CDSL website
Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990/ 1800-224-430	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43

2. All Members other than 'Individuals holding shares of the Company in demat mode' (by accessing to e-Voting system of KFin at <https://evoting.kfintech.com>)

(A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from Company/ KFin with login details, please follow the below process:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com> (Preferred browser is Google Chrome)
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password to log-in.
- (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 upon logging in for the first time. The new password shall comprise of 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 update your contact details like mobile number, e-mail address, 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 E-Voting Event Number (EVEN) for Hindustan Media Ventures Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR"/"AGAINST", but the total number under "FOR"/"AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose to "ABSTAIN" and vote 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 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 "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.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the latest Board Resolution/Power of Attorney/Authority Letter, etc., to the Scrutinizer at sanketjaincs@gmail.com with a copy marked to evoting@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) Member whose e-mail address is not registered/updated with the Company/ KFin/ Depository Participant, please follow the below process to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, are requested to register/ update the same on the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at hmvlinvestor@livehindustan.com or to KFin at einward.ris@Kfintech.com.
- (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat account(s).

- (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
 - (d) Follow the instructions mentioned under point 2(A) above, to cast your vote.
 - (e) You can also update your mobile number and e-mail id in the “user profile details” in your e-voting login on <https://e-voting.kfintech.com> which may be used for sending further communication.
- (C) Any person who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on the Cut-off Date may obtain the User ID and password from KFin in the following manner:**
- (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 +91-9212993399
 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.kfintech.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 send an e-mail request to evoting@kfintech.com requesting User ID and Password. After due verification of the request, User ID and Password will be sent to the Member.
- (D) In case of any query/grievance in respect of e-voting** - Members may refer to the Help & FAQs section/E-voting user manual available at the “Downloads” section at <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. D. Suresh Babu, Manager, KFin Technologies Private Limited, Unit: Hindustan Media Ventures Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 | Toll-free No.: 1800-309-4001 | E-mail: evoting@kfintech.com.

(II.) PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM:

- a) **Joining the AGM through VC/OAVM:** Members can attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their e-voting login details provided in the email received from the Company/KFin.

Members are requested to follow the procedure given below:

- (i) Launch internet browser (chrome/ firefox/ safari) by visiting the URL: <https://emeetings.kfintech.com>
 - (ii) Enter the login credentials
 - (iii) After logging in, click on “Video Conference” option
 - (iv) Then click on camera icon appearing against AGM event of Hindustan Media Ventures Limited, to attend the AGM.
- b) Members will be allowed to attend the AGM through VC/OAVM on first-come-first-serve basis.
 - c) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - d) **Voting at AGM (“InstaPoll”):**
 - (i) Facility to cast vote through InstaPoll will be made available on the meeting page, and will be activated once the InstaPoll is announced at the AGM.
 - (ii) Once the voting at the AGM is announced, Members who have not cast their vote through remote e-voting can cast their vote by clicking on the link “Vote”.

(iii) If a member casts vote(s) by both modes, then voting done through remote e-voting facility shall prevail and vote(s) cast through InstaPoll shall be treated as "INVALID".

- e) Members who need assistance before or during the AGM can contact KFin at evoting@KFinTech.com or call at 1800-309-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.

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

Item no. 3

The Board of Directors, upon recommendation of Nomination & Remuneration Committee, at its meeting held on May 9, 2019 had appointed Ms. Savitri Kunadi as Non-executive Independent Director, not liable to retire by rotation, for a period of 3 consecutive years up to March 31, 2022, subject to approval of the Members by passing special resolution. The said appointment of Ms. Kunadi as Independent Director was approved by the Members of the Company by passing special resolution through Postal Ballot process on June 19, 2019.

In terms of the provisions of Section 149 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Kunadi is eligible for re-appointment as an Independent Director, upon approval of Members by passing special resolution.

The Board of Directors at its meeting held on August 3, 2021 have, upon recommendation of the Nomination & Remuneration Committee and after due consideration of the report(s) of her performance evaluation and other criteria, approved the re-appointment of Ms. Kunadi as Independent Director of the Company for second term of 3 (three) years w.e.f. from April 1, 2022 till March 31, 2025, subject to approval of Members of the Company by way of passing special resolution. The Board of Directors is of the opinion that her continued association will immensely benefit the Company.

Ms. 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 (IFS) 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.

In terms of the provisions of Section 150(2) of the Act, appointment of an Independent Director shall be approved by the Company in general meeting. Further, in terms of Regulation 17(1A) of Listing Regulations, re-appointment of Ms. Kunadi as Non-executive director (Independent) shall be subject to approval of shareholders by way of passing special resolution, since she has attained the age of seventy five years.

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. Kunadi for the office of Director of the Company. The Company has also received the following information/declarations from Ms. Kunadi - (a) declaration of independence including declaration u/r 6(2) of Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion of her name in the databank of independent directors; (b) consent to act as Director; and (c) declaration in terms of Section 164 (2) of the Act.

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 possess appropriate skills, experience & knowledge, and fulfills the conditions specified in the Act and Listing Regulations, for re-appointment as Independent Director of the Company. Further, Ms. Kunadi is independent of the Company's management and is not related to any Director(s) or Key Managerial Personnel(s) of the Company. As an Independent Director, Ms. Kunadi will be entitled to sitting fee for attending Board/ Committee meeting(s), as approved by the Board of Directors from time to time.

Draft Letter of Appointment of Ms. Kunadi as an Independent Director setting out the 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 the conclusion of AGM. The same is also available on the Company's website viz. www.hmvl.in.

Ms. Kunadi is interested in the resolution set out at Item no. 3 of the Notice. Her relatives may also be deemed to be interested in the resolutions to the extent of their shareholding interest, if any in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Directors commend the resolution set out under Item no. 3 of the Notice for approval of the Members by way of Special Resolution.

Details of the Directors pursuant to the provisions of Regulation 36 of 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 Director	Shri Praveen Someshwar	Ms. Savitri Kunadi
Age (years)	54	77
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None	None
Date of Appointment	August 01, 2018	May 09, 2019
Expertise in specific functional areas and brief resume	Strategic Leadership, Business & Finance <i>Please refer Company's website www.hmvl.in for detailed profile.</i>	Strategic Planning and General Management <i>Please refer Company's website www.hmvl.in for detailed profile.</i>
Qualification	Chartered Accountant and Cost Accountant	B.A (Hons.) degree from Bombay University in History & Political Science and Master's Degree from University of Rajasthan.
Terms and condition of appointment/ re-appointment	Managing Director appointed for 5 years w.e.f. August 1, 2018, liable to retire by rotation	Independent Director, not liable to retire by rotation
No. of Equity Shares of Rs. 10/- each held in the Company (including shareholding as a beneficial owner)	NIL	NIL
Remuneration last drawn (including sitting fee , if any, during FY-21)	Rs. 513.58 Lac	Rs.7 Lac (Sitting fee)
Directorship held in other companies (excluding foreign companies)	1. Digicontent Limited (<i>Listed</i>) 2. HT Media Limited (<i>Listed</i>) 3. Next Mediaworks Limited (<i>Listed</i>) 4. Audit Bureau of Circulation 5. Media Research Users Council India 6. Next Radio Limited 7. Shine HR Tech Limited ^{&} 8. The Indian Newspaper Society 9. The Press Trust of India Limited	NIL
List of the committees of Board of Directors (across all companies) in which	<u>Digicontent Limited:</u> (i) Audit Committee- Member (ii) Stakeholders' Relationship Committee- Member	<u>Hindustan Media Ventures Limited:</u> Audit Committee - Member

Chairmanship/Membership is held)#	<u>Hindustan Media Ventures Limited:</u> Stakeholders' Relationship Committee- Member <u>HT Media Limited:</u> (i) Audit Committee- Member (ii) Stakeholders' Relationship Committee- Member <u>Next Mediaworks Limited:</u> (i) Audit Committee- Member (ii) Stakeholders' Relationship Committee- Chairman <u>Next Radio Limited:</u> Audit Committee-Member	
No. of Board Meetings attended during FY-21	5	5

**As per latest disclosure received from the Director*

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship/Shareholders'/Investors' Grievance Committee have been considered

& Under process of strike-off