

27<sup>th</sup> November, 2023

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai - 400 001**

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
**Mumbai - 400 051**

**Scrip Code: 533217**

**Trading Symbol: HMVL**

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

Dear Sirs,

We enclose herewith a copy of the Postal Ballot Notice of Hindustan Media Ventures Limited (the 'Company') dated 2<sup>nd</sup> November, 2023 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice') for seeking approval of the Members of the Company on the following Special business forming part of the Notice:

<b>Sr. No.</b>	<b>Special Business</b>
1.	Appointment of Shri Sharad Bhansali (DIN: 08964527) as an Independent Director, not liable to retire by rotation.

In compliance with the provisions of the Act read with Circulars issued by Ministry of Corporate Affairs, Government of India viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, the Notice is being sent only by email to the members who have registered their email addresses with the Company or depository(ies)/ depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Cut-off date i.e. **Friday, November 24, 2023**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of KFin Technologies Limited ('RTA' or 'KFin') as the agency to provide the e-voting facility. The e-voting facility shall commence at **9:00 A.M. (IST) on Tuesday, November 28, 2023** till **5:00 P.M. (IST) on Wednesday, December 27, 2023**. Thereafter, the e-voting module shall be disabled by KFin. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The communication of the assent or dissent of the Members would only take place through the e-voting system.

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

# Hindustan Media Ventures Limited

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

The Notice is also available on the website of the Company at [www.hmvl.in](http://www.hmvl.in) and on KFin's website viz. <https://evoting.kfintech.com>.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For **Hindustan Media Ventures Limited**

(Nikhil Sethi)  
Company Secretary

**Encl:** As above

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



## Hindustan Media Ventures Limited

**Registered Office:** Budh Marg, Patna – 800001

**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 1234; **E-mail:** hmvlinvestor@livehindustan.com; **Website:** www.hmvl.in

**CIN:** L21090BR1918PLC000013

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### **POSTAL BALLOT NOTICE**

Dear Members,

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, from time to time and Circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA') viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), to seek your approval in respect of the following Special Business through postal ballot by way of remote e-voting process only ('e-voting').

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

### **SPECIAL BUSINESS**

#### **ITEM NO. 1**

#### **Appointment of Shri Sharad Bhansali (DIN: 08964527) as an Independent Director, not liable to retire by rotation**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

***“RESOLVED THAT*** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, Regulations 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of

*the Company, Shri Sharad Bhansali (DIN: 08964527) who was appointed as an Additional Director (Independent) w.e.f. November 02, 2023 and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. November 02, 2023 till November 02, 2028.*

**RESOLVED FURTHER THAT** *for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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."*

**Place:** New Delhi

**Date:** November 02, 2023

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

(**Praveen Someshwar**)  
Managing Director

**NOTES:**

1. The Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts concerning to resolution are annexed hereto. Further, the relevant details, pursuant to Regulation 36 of the SEBI LODR and SS-2 respectively, in respect of Director seeking appointment is also annexed hereto and forms part of the Notice as **Annexure A**.
2. The Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose email address is registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ('KFin' or 'RTA') or depository participant(s), as on **Friday, November 24, 2023** ('Cut-off Date'). In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The Company has engaged the services of KFin as the agency to provide the e-voting facility. The Notice is available on the Company's website viz. [www.hmvl.in](http://www.hmvl.in) and on the website of e-voting agency viz. <https://evoting.kfintech.com>.
4. The e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	<b>From 9:00 a.m. (IST) on November 28, 2023 (Tuesday)</b>
<b>End of e-voting</b>	<b>Upto 5:00 p.m. (IST) on December 27, 2023 (Wednesday)</b>

The e-voting facility will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

5. Any person whose name appears in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date shall be entitled to vote through e-voting on the resolution set forth in the Notice. The voting right 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 of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are Members of the Company as on Cut-off date (including those Members who may not have received this Notice due to non-registration of their email id with the RTA or the depository participant(s)) shall be entitled to vote in relation to the resolution specified in this Notice.
6. 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 id: [sanketjaincs@gmail.com](mailto:sanketjaincs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.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\_EVENTNO".
7. The Board of Directors has appointed Shri Sanket Jain, Company Secretary-in-Practice (CP No. 12583) as Scrutinizer to scrutinize the voting through e-voting process, in a fair and transparent manner, and he has given his consent to act as Scrutinizer.
8. The Scrutinizer will submit his report to Chairperson or any other person authorized by her on or before **Friday, December 29, 2023**, after completion of the scrutiny of the e-voting process, who shall countersign the same.
9. The result of Postal Ballot will be declared on or before **Friday, December 29, 2023 by 05:00 P.M. (IST)**. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. [www.hmvl.in](http://www.hmvl.in) and on KFin's website viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to NSE & BSE.

10. The resolution, if passed, shall be deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of end of e-voting facility, i.e. **Wednesday, December 27, 2023**.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [hmvlinvestor@livehindustan.com](mailto:hmvlinvestor@livehindustan.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
12. Manner of Registering/Updating email address:
- Members holding shares in dematerialized mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants.
  - Members holding shares in physical form and who have not registered/updated their KYC details including e-mail address with the Company or RTA, may register/update such details by downloading the relevant forms from the said link [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) and send them along with details like name, folio number, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN and Aadhar Card, **either** in writing to KFin Technologies Limited, Unit: Hindustan Media Ventures Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 or by sending e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
13. The General Instructions for Members voting electronically are as under:

**Step 1: Access to Depositories e-voting system**

**Login Method for Individual Members holding Shares of the Company in Demat mode through National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'):**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and 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.

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”.</li> <li>IV. Click on company name of the e-voting service provider (ESP) and you will be re-directed to e-voting service provider website, select the Company name <b>Hindustan Media Ventures Limited</b> from the Drop down button for casting the vote during the e-voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>I. To register click on link :<a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>II. Select “Register Online for IDeAS”.</li> <li>III. Proceed with completing the required fields.</li> </ol> <p style="text-align: center;"><b>OR</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp</a>.</li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>3. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the ESP name, i.e.KFin.</li> <li>V. On successful selection, you will be redirected to KFin e-voting page for casting your vote during the e-voting period.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>II. Click on New System Myeasi.</li> <li>III. Login with user id and password.</li> <li>IV. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin e-voting portal.</li> <li>V. Click on e-voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>3. By visiting the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>II. Provide demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered mobile &amp; email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP i.e. KFin where the e- voting is in progress.</li> </ol>

Individual Member login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against company name or ESP – KFin and you will be redirected to e-voting website of KFin for casting your vote during the e-voting period without any further authentication.</li> </ul>
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**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL**

<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue - CDSL</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800-1020-990</b> and <b>1800-2244-30</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>22-23058542-43</b> .

**Step 2: Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode**

In case a Member receives an email from KFin (for Members whose email ids are registered with the RTA/Depository Participant(s):

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on Shareholders icon in the homepage.
- ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#s.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 password and that you take utmost care to keep your password confidential.



- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the e-voting Event Number for **Hindustan Media Ventures Limited**.
- vii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under heading of the resolution and cast your vote by choosing the “FOR/ AGAINST” option 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 mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- x) 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.
- xi) 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> or contact Shri Rajkumar Kale, Assistant Vice President, KFin Technologies Limited, Unit: Hindustan Media Ventures Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500032, Toll Free No.: **1800-309-4001**, E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

**STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 1**

Based on the recommendation of Nomination and Remuneration Committee (‘NRC’), the Board of Directors of the Company at its meeting held on November 02, 2023, approved appointment of Shri Sharad Bhansali (DIN: 08964527) as an Additional Director (Independent) of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. November 02, 2023 till November 02, 2028, subject to approval of the Members.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI LODR’), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the item for appointment of Shri Sharad Bhansali as an Independent Director is being proposed for approval of the Members through postal ballot.

**Brief profile of Shri Sharad Bhansali is as under:**

*Shri Bhansali is a law graduate from Delhi University and M.A. (Economics) from Boston University, USA, besides MBA in Finance & Marketing from Delhi University.*

*He is presently, Managing Partner of ASL-Legal (ASL), a leading full service international corporate and commercial law firm with its head office in Delhi and specializes in the fields of WTO and trade law, antidumping and anti-subsidy investigations, infrastructure, real estate, banking, finance and foreign direct investment practice matters. He has represented the Government of India before the WTO Dispute Settlement Body as well as the USITC and the European Commission in various trade disputes. He has also represented several exporters before various international authorities and commissions in EU, Turkey, USA, Mexico, Brazil, Argentina, China, Indonesia, Malaysia, Australia, etc. He has also advised some foreign governments as a UN expert on trade remedies and international trade.*

*Prior to joining the legal practice, he was member of the Indian Revenue Service (Customs & Central Excise) - 1980 Batch where he worked as Director in Anti-dumping and Trade Policy Divisions of the Ministry of Commerce from 1995 to 2000. During his tenure with Government of India, he had also held other senior positions in various ministries. He is currently also holding the position of Independent Director in Indus Towers Limited.*

*Shri Bhansali won several awards/commendation certificates from the Government of India for meritorious service. As a legal practitioner, he has consistently won accolades as a leading international trade law expert from various international agencies. Shri Bhansali is based out of New Delhi, India.*

In terms of the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI LODR, the Company has received from Shri Bhansali (i) consent to act as Director u/s 152 of the Act in prescribed format (Form DIR-2); (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become a director including declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence u/s 149(6) of the Act and Regulation 16 of the SEBI LODR; and all other necessary information/declarations.

The Company has also received notice from a Member in writing under Section 160 of the Act proposing his candidature as an Independent Director of the Company;

The NRC and the Board is of the opinion that Shri Sharad Bhansali possess appropriate skills, acumen, integrity, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the SEBI LODR and that he is independent of the management and his association as an Independent Director will immensely benefit the Company.

The details in pursuant to Regulation 36 of the SEBI LODR and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are provided in **Annexure A** to this Notice.

Also, electronic copy of the draft letter for appointment of Shri Bhansali as an Independent Director setting out the terms and conditions will be available on the website of the Company at [www.hmvl.in](http://www.hmvl.in)

Except Shri Bhansali, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice. Shri Bhansali is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Shri Bhansali will be entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder.

The NRC and the Board of Directors commend the resolution set out under Item no. 1 of the Notice for approval of the Members by way of Special Resolution.

**Place:** New Delhi

**Date:** November 02, 2023

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

**(Praveen Someshwar)  
Managing Director**

**Details of the Director pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable**

<b>Name of Director</b>	Shri Sharad Bhansali <b>(Independent Director)</b>
<b>Age</b>	67 years
<b>Brief resume</b>	Refer Website of the Company viz. <a href="http://www.hmvl.in">www.hmvl.in</a>
<b>Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel</b>	None
<b>Date of Appointment</b>	November 02, 2023
<b>Expertise in specific functional areas</b>	International corporate and commercial legal Practitioner
<b>Qualification</b>	Law graduate from Delhi University and M.A. (Economics) from Boston University, USA, besides MBA in Finance & Marketing from Delhi University
<b>Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid</b>	Independent Director, not liable to retire by rotation
<b>No. of Equity Shares of Rs.10/- each held in the Company or on behalf of any other person on beneficial basis</b>	None
<b>Remuneration last drawn (including sitting fee during FY-24) (Rs. in lacs)</b>	Nil
<b>Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) (excluding foreign companies)#</b>	Indus Towers Limited  Details of the Company wherein, director has resigned in the past three years: Nil
<b>List of the Committees of Board of Directors (across all companies) in which Chairmanship/Membership is held*#</b>	<b><u>Indus Towers Limited</u></b> i) Audit & Risk Management Committee – Member ii) Stakeholders’ Relationship Committee- Member
<b>No. of Board Meetings attended during FY- 24 (till date)</b>	Not Applicable

# As per latest disclosure received from the Director.

\*In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders’ Relationship Committee have been considered.