

# Hindustan Media Ventures Limited

Corporate Office: 5th Floor, Lotus Tower, A- Block,  
Community Centre, New Friends Colony,  
New Delhi- 110025  
Tel.: 011-66561234  
E-mail : hmvlinvestor@livehindustan.com  
Website: www.hmvl.in  
CIN : L21090BR1918PLC000013

30<sup>th</sup> April, 2025

**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 Sir/Madam,

We enclose herewith a copy of the Postal Ballot Notice ('**Notice**') of Hindustan Media Limited ('**the Company**') dated 21<sup>st</sup> April, 2025 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 ('**SEBI LODR**') for seeking approval of the Members of the Company on the following Special businesses, forming part of the Notice:

<b>Sr. No.</b>	<b>Particular</b>	<b>Type of Resolution</b>
1.	Appointment of Shri Vikas Agnihotri (DIN: 08174465) as an Independent Director, not liable to retire by rotation	<b>Special Resolution</b>
2.	Appointment of Smt. Suchitra Rajendra (DIN: 07962214) as an Independent Director, not liable to retire by rotation	<b>Special Resolution</b>
3.	Appointment of Smt. Ruchira Kamboj (DIN: 11068450) as an Independent Director, not liable to retire by rotation	<b>Special Resolution</b>
4.	Appointment of Shri Manhar Kapoor (DIN: 06553730) as a Non-Executive Non-Independent Director on the Board of the Company	<b>Ordinary Resolution</b>

In compliance with the provisions of the Act read with various circulars issued by Ministry of Corporate Affairs, Government of India, the Notice is being sent only by email to the Members who have registered their email address with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited or depository participants and whose names are recorded in the Register of Members/ Beneficial

Registered Office :  
Budh Marg, Patna - 800001  
Tel: 0612-2223434, 2223413

हिन्दुस्तान

# Hindustan Media Ventures Limited

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owners of the Company as on Cut-off date i.e. **Friday, 25<sup>th</sup> April, 2025**. 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 National Securities Depository Limited ('NSDL') as the agency to provide the e-voting facility. The e-voting facility shall commence at **9:00 A.M. (IST) on Friday, 2<sup>nd</sup> May, 2025 till 5:00 P.M. (IST) on Monday, 2<sup>nd</sup> June, 2025**. Thereafter, the e-voting module shall be disabled by NSDL. 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.

The Notice is also available on the website of the Company viz. <https://www.hmvl.in/> and on NSDL website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.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*



**Hindustan Media Ventures Limited**

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

**Ph.:** 0612 222 3434;

**Corporate Office:** 5<sup>th</sup> Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi-110025

**Ph.:** 011 6656 1234; **E-mail:** [hmvlinvestor@livehindustan.com](mailto:hmvlinvestor@livehindustan.com); **Website:** [www.hmvl.in](http://www.hmvl.in)

**CIN:** L21090BR1918PLC000013

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**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]**

Dear Members,

**NOTICE** is hereby given pursuant to and in compliance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI LODR Regulations'**), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (**'MCA'**) (**collectively referred to as 'MCA Circulars'**), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**'Secretarial Standard-2'**), and other applicable laws, rules and regulations, as amended from time to time (including any statutory modification(s) or reenactment(s) thereof for the time being in force), to the members of Hindustan Media Ventures Limited (**'Company'**) through Postal Ballot, for voting via remote e-Voting process only (**'remote e-Voting'**), to seek their approval(s) for the following special businesses:

1. Appointment of Shri Vikas Agnihotri (DIN: 08174465) as an Independent Director, not liable to retire by rotation
2. Appointment of Smt. Suchitra Rajendra (DIN: 07962214) as an Independent Director, not liable to retire by rotation

3. Appointment of Smt. Ruchira Kamboj (DIN: 11068450) as an Independent Director, not liable to retire by rotation
4. Appointment of Shri Manhar Kapoor (DIN: 06553730) as a Non-Executive Non-Independent Director on the Board of the Company

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ('Notice') along with the Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the resolution mentioned in the Notice and instructions for remote e-Voting to all those members whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories') as on April 25, 2025 ('Cut-off date') and whose e-mail addresses are registered with the Company or the Depositories.

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

#### **Appointment of Shri Vikas Agnihotri (DIN: 08174465) 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 Vikas Agnihotri (DIN: 08174465) who was appointed as an Additional Director (Independent) w.e.f. 15<sup>th</sup> March, 2025 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. 15<sup>th</sup> March, 2025 till 14<sup>th</sup> March, 2030.*

**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.”

## **ITEM NO. 2**

### **Appointment of Smt. Suchitra Rajendra (DIN: 07962214) 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, Ms. Suchitra Rajendra (DIN: 07962214) who was appointed as an Additional Director (Independent) w.e.f. 15<sup>th</sup> March, 2025 and who has submitted a declaration that she 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 her 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. 15<sup>th</sup> March, 2025 till 14<sup>th</sup> March, 2030.

**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.

### ITEM NO. 3

#### **Appointment of Smt. Ruchira Kamboj (DIN: 11068450) 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, Smt. Ruchira Kamboj (DIN: 11068450) who was appointed as an Additional Director (Independent) w.e.f. 21<sup>st</sup> April, 2025 and who has submitted a declaration that she 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 her 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. 21<sup>st</sup> April, 2025 till 20<sup>th</sup> April, 2030.*

***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.*

#### ITEM NO.4

#### **Appointment of Shri Manhar Kapoor (DIN: 06553730) as a Non-Executive Non-Independent Director on the Board of the Company**

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

*“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions 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), Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Manhar Kapoor (DIN: 06553730) in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-Executive Non Independent Director of the Company, liable to retire by rotation, with effect from 21<sup>st</sup> April, 2025;*

*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: 21<sup>st</sup> April, 2025**

**By Order of the Board**

**For Hindustan Media Ventures Limited**

**Sd/-**

**(Nikhil Sethi)**

**Company Secretary**

**Membership No. A18883**

## 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, in respect of Director seeking appointment is also annexed hereto and forms part of the Notice as **Annexures**.
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') (hereafter also referred to as depositories) and whose email id is registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ('KFin' or 'RTA') or depository participant(s), as on **25<sup>th</sup> day of April 2025** ('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 NSDL as the agency to provide the e-voting facility. The Notice is also available on the Company's website viz. [www.hmvl.in](http://www.hmvl.in) and on the website of e-voting agency viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.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 2<sup>nd</sup> May, 2025 (Friday)</b>
<b>End of e-voting</b>	<b>Upto 5:00 p.m. (IST) on 2<sup>nd</sup> June, 2025 (Monday)</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 NSDL 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. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary in Practice (C.P No. 12583) as a Scrutinizer to scrutinize the voting through e-voting process, in a fair and transparent manner, and he has given his consent to act as a Scrutinizer.
7. 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 [www.evoting@nsdl.com](mailto:www.evoting@nsdl.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\_EVENNO'.
8. The Scrutinizer will submit his report to the Chairperson or any other person authorized by her, after completion of the scrutiny of the e-voting process, who shall countersign the same.
9. The results of Postal Ballot will be declared on or before **Wednesday, 4<sup>th</sup> June, 2025**. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. [www.hmyl.in](http://www.hmyl.in) and on NSDL's website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The result will be simultaneously communicated to NSE & BSE.
10. The resolutions 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 resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting facility, i.e. **Monday, 2<sup>nd</sup> June, 2025**.

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 e-voting period of the postal ballot.
12. Manner of Registering/Updating email id:
- Members holding shares in dematerialized mode, are requested to register their email id and mobile number with their relevant depository through their depository participants.
  - Members holding shares in physical form and who have not registered/updated their KYC details including e-mail id with the Company or RTA, may register/update such details by downloading the relevant forms from the said link <https://ris.kfintech.com/clentservices/isc/isrforms.aspx> and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the forms either physically to KFin Technologies Limited, Unit: Hindustan Media Ventures Limited, Ramky Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 50032.
13. The General Instructions for Members voting electronically are as under:





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

**A) Login method for e-voting for Individual Members holding securities in demat mode**

In terms of the 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 email id in their demat accounts in order to access e-voting facility.

**Login method for Individual Members holding securities in demat mode is given below:**

Type of Members	Login Method
<p>Individual Members holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li data-bbox="584 239 1513 722">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="584 789 1513 1327">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on '<b>Access to e-voting</b>' under e-voting services and you will be able to see e-voting page. Click on Company Name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li data-bbox="584 1394 1513 1579">3. If you are not registered for <b>IDeAS e-Services</b>, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select '<b>Register Online for IDeAS Portal</b>' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="584 1696 1513 1881">4. Alternatively, the user can visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched,</li> </ol>

	<p>click on the icon 'Login' which is available under 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company Name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>5. Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Members holding securities in demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for <b>CDSL Easi / Easiest facility</b>, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login <b>Easi / Easiest</b> are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>2. After successful login the <b>Easi / Easiest</b> user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by companies. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> </ol>

	<p>3. If the user is not registered for <b>Easi/Easiest</b>, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participants registered with NSDL/CDSL for e-voting facility. On logging in, you will be able to see e-voting option. click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

**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**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at <b>022 - 4886 7000</b> .
Individual Members holding securities in demat mode with CDSL	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 toll free no. <b>1800 21 09911</b>

**B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- i) If your email id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email id is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- a) Click on '**Forgot User Details/Password?**'(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

## **Step 2: Cast your vote electronically on NSDL e-voting system**

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select 'EVEN' of Company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for Members**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders

and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.

**Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [hmvlinvestor@livehindustan.com](mailto:hmvlinvestor@livehindustan.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([hmvlinvestor@livehindustan.com](mailto:hmvlinvestor@livehindustan.com)). If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual Members holding securities in demat mode.**
3. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTIONS 102(1) AND 110 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, recommended the appointment of Shri Vikas Agnihotri (DIN: 08174465) as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. 15<sup>th</sup> March, 2025 till 14<sup>th</sup> March, 2030, to the Members for their approval.

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. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of special resolution.

Accordingly, the item for appointment of Shri Vikas Agnihotri as an Independent Director is being proposed for approval of the Members by way of passing special resolution through postal ballot.

**Brief profile of Shri Vikas Agnihotri is as under:**

Shri Vikas Agnihotri is a proven business leader. He has extensive experience across Banking and Financial services as also at Google and SoftBank. He has led large and diverse teams, managed complex businesses and startups. In his career he has transitioned seamlessly from traditional to tech companies to venture capital delivering high quality results.

Shri Agnihotri was an Operating Partner with SoftBank Vision Fund. Working with the portfolio companies and partnering them in building great businesses of the future. He represented SoftBank on the board of Lenskart, FirstCry (BrainBees Solutions), InMobi, GlobalBees and PayTM (One 97 Communications Ltd).

Prior to this, he was Country Head and Managing Director for Google India, leading high-performing teams in consultative sales skills and partnering with clients in understanding their needs and deliver measurable solutions. He has played a key role in the growth of the internet ecosystem in the region. He has held several leadership positions at Standard Chartered Bank, Deutsche Bank, Religare

Macquarie and ANZ Grindlays. He started his career with Ogilvy.

He was actively involved in industry forums. He was the Co-Chair of the VC Committee IAMAI and has been a Director on the Board of Mobile Marketing Association, ASCI (Advertising Standards and Council of India) and on the Governing Council of AIMA (Internet & Mobile Association of India).

Shri Agnihotri holds a Post Graduate degree in management studies from Sydenham Institute of Management Studies, Mumbai University.

In terms of the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI LODR, the Company has received from Shri Vikas Agnihotri (i) consent to act as Director u/s 152 of the Act (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 including confirmation pursuant to Regulation 25(8) of the SEBI LODR that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and (v) 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 Vikas Agnihotri 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 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, are provided in **Annexure A** to this Notice.

Also, electronic copy of the draft letter for appointment of Shri Vikas Agnihotri 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 Agnihotri, 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 Vikas Agnihotri is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Shri Vikas Agnihotri is 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.

## **Item No.2**

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company, approved the appointment of Smt. Suchitra Rajendra (DIN: 07962214) as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. 15<sup>th</sup> March, 2025 till 14<sup>th</sup> March, 2030, to the Members for their approval.

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. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of special resolution.

Accordingly, the item for appointment of Smt. Suchitra Rajendra as an Independent Director is being proposed for approval of the Members by way of passing special resolution through postal ballot.

### **Brief profile of Smt. Suchitra Rajendra is as under:**

Smt. Suchitra Rajendra has over 25 years of rich experience in HR domain in India, Asia Pac and Australia in a variety of sectors ranging from not for profit to consulting to FMCG. She has both line HR consulting and strategic HR experience. Currently, she is the Country Head India and VP Global HR COO for Colt Technologies Services. She is responsible for overall country management, defining the country agenda and enabling all functions to deliver the India organization strategy. She is also

responsible for developing the talent strategy and enabling the right culture to ensure Colt operations delivers on its vision, purpose and strategy. Prior to this, she was Vice President and CHRO for PepsiCo India Region, responsible for talent strategy, organization design and building the right culture to drive sustainable business growth.

Smt. Suchitra Rajendra is recipient of multiple awards and recognized across the industry. She has a Post Graduate degree in HR from XLRI Jamshedpur. She is a speaker at various national and international forums.

In terms of the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI LODR, the Company has received from Smt. Suchitra Rajendra (i) consent to act as Director u/s 152 of the Act (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 she is not disqualified to become a director including declaration that she 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 including confirmation pursuant to Regulation 25(8) of the SEBI LODR that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence; and (v) all other necessary information/declarations.

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

The NRC and the Board is of the opinion that Smt. Suchitra Rajendra 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 she is independent of the management and her association as an Independent Director will immensely benefit the Company.

The details 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, are provided in **Annexure B** to this Notice.

Also, electronic copy of the draft letter for appointment of Smt. Suchitra Rajendra 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 Smt. Suchitra Rajendra, 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. 2 of the accompanying Notice.

Smt. Suchitra Rajendra is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Ms. Suchitra Rajendra is 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. 2 of the Notice for approval of the Members by way of Special Resolution.

### **Item No.3**

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company, approved the appointment of Smt. Ruchira Kamboj (DIN: 11068450) as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. 21<sup>st</sup> April, 2025 till 20<sup>th</sup> April, 2030, to the Members for their approval.

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. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of special resolution.

Accordingly, the item for appointment of Smt. Ruchira Kamboj as an Independent Director is being proposed for approval of the Members by way of passing special resolution through postal ballot.

### **Brief profile of Smt. Ruchira Kamboj is as under:**

Smt. Ruchira Kamboj, a distinguished officer of the 1987 batch of the Indian Foreign Service and the all-India women's topper of that year's Civil Services exam, has built a ground breaking diplomatic career defined by several firsts. She served as India's first female Permanent Representative to the

United Nations in New York until May 2024, where she led key initiatives and made history in December 2022 by becoming the first Indian woman to preside over the UN Security Council. Her trailblazing path includes being India's first female Ambassador to Bhutan, High Commissioner to South Africa, and Permanent Representative to UNESCO in Paris—each role marked by significant contributions to India's strategic and cultural diplomacy. From 2011 to 2014, she served as India's first woman Chief of Protocol, overseeing high-level diplomatic engagements that enhanced India's global profile. Earlier in her career, she held key postings in Paris, Mauritius, New York, and Cape Town, and from 2009 to 2011, she was seconded to the Commonwealth Secretariat in London as a staff officer to the Secretary-General. Ambassador Kamboj's career reflects a consistent record of leadership, excellence, and pioneering service in Indian diplomacy.

Smt. Ruchira Kamboj holds a Post Graduate degree in Political Science and International Relations from Delhi University.

In terms of the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI LODR, the Company has received from Smt. Ruchira Kamboj (i) consent to act as Director u/s 152 of the Act (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 she is not disqualified to become a director including declaration that she 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 including confirmation pursuant to Regulation 25(8) of the SEBI LODR that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence; and (v) all other necessary information/declarations.

The Company has also received notice from a member in writing under Section 160 of the Act proposing her candidature as an Independent Director of the Company.

The NRC and the Board is of the opinion that Smt. Ruchira Kamboj 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 she is independent of the management and her association as an Independent Director will immensely benefit the Company.

The details 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, are provided in **Annexure C** to this Notice.

Also, electronic copy of the draft letter for appointment of Smt. Ruchira Kamboj 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 Smt. Ruchira Kamboj, 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. 3 of the accompanying Notice.

Smt. Ruchira Kamboj is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Smt. Ruchira Kamboj is 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. 3 of the Notice for approval of the Members by way of Special Resolution.

#### **Item No.4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company considered and recommended to the members the appointment of Mr. Manhar Kapoor (Din: 06553730) as a Non-Executive Non -Independent Director of the Company, liable to retire by rotation, with effect from 21<sup>st</sup> April, 2025.

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 Manhar Kapoor as a Non-Executive Non -Independent Director is being proposed for approval of the Members by way of passing Ordinary resolution through postal ballot.

**Brief profile of Shri Manhar Kapoor is as under:**

Shri Manhar Kapoor has been associated with the HT Group as Group General Counsel and Company Secretary of the holding Company i.e. HT Media Limited since 1st June, 2022. In this position, he is responsible for the legal, secretarial and compliance functions for the group. Prior to joining HT Media Group, he was the General Counsel and Company Secretary at Royal Enfield/ Eicher Motors. He was responsible for corporate governance, contract management, dispute management, IPR, compliance and company secretarial matters for the group spanning multiple entities in various countries. He has over 20 years of, diverse and extensive experience of having worked at corporate-strategic legal and secretarial roles with companies from across various industries and has anchored several domestic and overseas debt and equity transactions, M&As and new business set up.

Mr. Kapoor also holds degree in law and has done MBA in Finance & Strategy.

In terms of the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI LODR, the Company has received from Shri Manhar Kapoor (i) consent to act as Director u/s 152 of the Act (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; and (iv) all other necessary information/declarations.

The Company has also received notice under Section 160 of the Companies Act from a member proposing the candidature of Manhar Kapoor as a Non-Executive Non -Independent Director of the Company.

The details 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, are provided in **Annexure D** to this Notice.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the Company by way of an Ordinary Resolution.

Accordingly, the approval of Members is sought for appointment of Shri Manhar Kapoor as Non-Executive Non-Independent Director of the Company.

Except Shri Manhar Kapoor, being the appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution.

The NRC and the Board commends the Ordinary Resolution set out at Item Nos. 4 of the Postal Ballot Notice for approval by the Members.

**Place:** New Delhi

**Date:** 21<sup>st</sup> April, 2025

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

Sd/-  
**(Nikhil Sethi)**  
**Company Secretary**  
**Membership No. A18883**

**Details of the Directors seeking appointment 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**

**Annexure A**

<b>S.no</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the Director	Shri Vikas Agnihotri
2	DIN	08174465
3	Age	59 years
4	Brief Resume	Refer explanatory statement above to item no. 1
5	Relationship with other Directors inter-se and Key Managerial Personnel	Refer explanatory statement above to item no. 1
6	Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer explanatory statement above to item no. 1
7	Date of Appointment	15 <sup>th</sup> March, 2025
8	Nature of expertise in specific functional areas	Banking and Financial, more particularly defined in explanatory statement to item no. 1
9	Qualifications	Post Graduate degree in management studies from Sydenham Institute of Management Studies, Mumbai University
10	Terms and Conditions of Appointment/ re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. 15 <sup>th</sup> March, 2025 till 14 <sup>th</sup> March, 2030. He 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

11	No. of Equity Shares of Rs.10/each held in the Company or on behalf of any other person on beneficial basis	None
12	Remuneration last drawn (including sitting fee during FY-26) (Rs. in lacs)	Not Applicable
13	Directorship held in other companies (along with listed entities from which the person has resigned in the past three years)	Nil  Details of the Company wherein, director has resigned in the past three years: Brainbees Solutions Limited and ONE 97 Communications Limited
14	List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held	Nil
15	Number of meetings of the Board attended during the FY 26	Not Applicable

**Annexure B**

<b>S.no</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the Director	Smt. Suchitra Rajendra
2	DIN	07962214
3	Age	56 years
4	Brief Resume	Refer explanatory statement above to item no. 2
5	Relationship with other Directors inter-se and Key Managerial Personnel	Refer explanatory statement above to item no. 2
6	Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer explanatory statement above to item no. 2
7	Date of Appointment	15 <sup>th</sup> March, 2025
8	Nature of expertise in specific functional areas	Human Resource, more particularly defined in explanatory statement to item no. 2
9	Qualifications	Post Graduate degree in HR from XLRI Jamshedpur
10	Terms and Conditions of Appointment/ re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. 15 <sup>th</sup> March, 2025 till 14 <sup>th</sup> March, 2030. She 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
11	No. of Equity Shares of Rs.10/each held in the Company or on behalf of any other person on beneficial basis	None
12	Remuneration last drawn (including sitting fee during FY-26) (Rs. in lacs)	Not Applicable
13	Directorship held in other companies (along with listed entities from which the person has resigned)	a) Digicontent Limited b) The HI-Tech Gears Limited c) Next Radio Limited

	in the past three years)	d) HT Digital Streams Limited  Details of the Company wherein, director has resigned in the past three years : Next Mediaworks Limited
14	List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held	<p><b>Digicontent Limited</b>  Audit Committee – Member  Nomination and Remuneration Committee – Chairperson  Stakeholders’ Relationship Committee – Chairperson  Banking and Finance Committee – Member</p> <p><b>The HI-Tech Gears Limited</b>  Nomination and Remuneration Committee - Member</p> <p><b>Next Radio Limited</b>  Audit Committee – Chairperson  Nomination and Remuneration Committee – Chairperson</p> <p><b>HT Digital Streams Limited</b>  Corporate Social Responsibility Committee – Member</p>
15	Number of meetings of the Board attended during the FY 26	Not Applicable

**Annexure C**

<b>S.no</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the Director	Smt. Ruchira Kamboj
2	DIN	11068450
3	Age	60 years
4	Brief Resume	Refer explanatory statement above to item no. 3
5	Relationship with other Directors inter-se and Key Managerial Personnel	Refer explanatory statement above to item no. 3
6	Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer explanatory statement above to item no. 3
7	Date of Appointment	21 <sup>st</sup> April, 2025
8	Nature of expertise in specific functional areas	International Relations, more particularly defined in explanatory statement to item no. 3
9	Qualifications	Post Graduate degree in Political Science and International Relations from Delhi University.
10	Terms and Conditions of Appointment/ re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. 21 <sup>st</sup> April, 2025 till 20 <sup>th</sup> April, 2030. She 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
11	No. of Equity Shares of Rs.10/each held in the Company or on behalf of any other person on beneficial basis	None
12	Remuneration last drawn (including sitting fee during FY-26) (Rs. in lacs)	Not Applicable
13	Directorship held in other companies (along with listed entities)	Nil

	from which the person has resigned in the past three years)	
14	List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held	Nil
15	Number of meetings of the Board attended during the FY 26	Not Applicable

**Annexure D**

<b>S.no</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the Director	Shri Manhar Kapoor
2	DIN	06553730
3	Age	46 years
4	Brief Resume	Refer explanatory statement above to item no. 4
5	Relationship with other Directors inter-se and Key Managerial Personnel	Refer explanatory statement above to item no. 4
6	Date of Appointment	21 <sup>st</sup> April, 2025
7	Nature of expertise in specific functional areas	Corporate Governance, more particularly defined in explanatory statement to item no. 4
8	Qualifications	Degree in Law, MBA in Finance & Strategy and Company Secretary
9	Terms and Conditions of Appointment/ re-appointment along with details of remuneration sought to be paid	As per the resolution set out at Item No. 4 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.  Remuneration sought to be paid - Nil
10	No. of Equity Shares of Rs.10/each held in the Company or on behalf of any other person on beneficial basis	None
11	Remuneration last drawn (including sitting fee during FY-26) (Rs. in lacs)	Not Applicable
12	Directorship held in other companies (along with listed entities from which the person has resigned in the past three years)	Nil
13	List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held	Nil
14	Number of meetings of the Board attended during the FY 26	Not Applicable