

Hindustan Media Ventures Limited

Corporate Office :
18-20, Kasturba Gandhi Marg,
New Delhi - 110 001
Ph.: 23361234, 66561234
Fax : 66561270

Ref: HMVL/CS/23/2011

11-08-2011

The Listing Department
Bombay Stock Exchange Limited
P.J. Tower, Dalal Street
MUMBAI - 400 001

The National Stock Exchange of
India Limited
Exchange Plaza, 5th Floor
Plot No C/1, G Block
Bandra-Kurla Complex
Bandra (East)
MUMBAI - 400 051

Scrip Code: 533217
Company Code: HMVL

Dear Sirs,

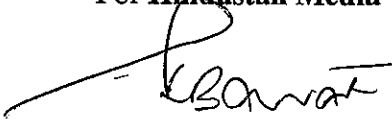
Sub: Proceedings of the Annual General Meeting

In compliance of the Listing Agreement, enclosed please find a copy of the proceedings at the Annual General Meeting of the Company, held on Friday, the 15th July, 2011 at 3.00 P.M at Hotel Maurya, South Gandhi Maidan, Patna.

The above is for your information and records please.

Thanking you,

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


(Tridib Barat)
Company Secretary

Encl: As above

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

नंदन

Hindustan Media Ventures Limited

Proceedings of the Annual General Meeting of the Members of Hindustan Media Ventures Limited held on Friday, the 15th July, 2011 at 3.00 P.M. at Hotel Maurya, South Gandhi Maidan, Budh Marg, Patna – 800 001

PRESENT

Shri Ashwani Windlass, *Director and Chairman - Audit Committee*
Shri Benoy Roychowdhury, *Whole-time Director*

IN ATTENDANCE

Shri Y.C. Agarwal, *Advisor - Hindi Business and Vice President - Bihar & Jharkhand*
Shri Amit Chopra, *Chief Executive Officer*
Shri Ajay Kumar Jain, *Chief Financial Officer*
Shri Tridib Kumar Barat, *Company Secretary*

and 12 Members / Authorized Representatives and 15 Proxy-holders, as per Attendance Register.

Since Smt. Shobhana Bhartia, the Chairperson could not attend the meeting; in terms of Article 12.6 of Articles of Association of the Company, Shri Benoy Roychowdhury was unanimously elected as the Chairman of the meeting.

Shri Benoy Roychowdhury took the Chair and welcomed the Members present to the first Annual General Meeting of the Company, after its IPO in July 2010. He introduced the members of the Company to the Directors and Officers present on the dais.

The requisite quorum being present, the meeting was called to order.

It was informed that the Company has received 15 valid proxies for 16,39,300 shares. The Members were informed that the Statutory Registers of the Company are available at the venue of the meeting for inspection.

With the consent of the Members present, the notice dated 6th June, 2011 convening the Annual General Meeting, already circulated to the Members, was taken as read.

The Chairman requested the members that if they have any questions, the same may be put up in the slips distributed in the hall for this purpose, as they will be answered after the agenda items are over.

Thereafter, the items of business contained in the notice convening the meeting were taken up for consideration.

ITEM NO. 1

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon



As required under Section 230 of the Companies Act, 1956, and on the request of the Chairman, the Company Secretary read out the Auditors' Report for the year ended on 31st March, 2011.

The Chairman, thereafter, proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2011, Profit & Loss Account for the year ended on that date, together with the reports of the Auditors and the Board of Directors thereon, be and are hereby received, considered and adopted.”

The above resolution was seconded by Shri Ajay Kumar Jain.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.

ITEM NO. 2

To declare dividend on Equity Shares for the year ended on 31st March, 2011

Shri B.P. Jhunjunwala proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, dividend on the Equity Share Capital @ **Re. 1/- per Equity Share** of Rs. 10/- each (i.e. @ 10%) for the Financial Year 2010-11, be and is hereby declared.”

The above resolution was seconded by Shri Amit Singh.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.

ITEM NO. 3

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

Shri B.P. Jhunjunwala proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT Smt. Shobhana Bhartia, Director who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation.”

The above resolution was seconded by Shri Tridib Kumar Barat.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.

ITEM NO. 4

To appoint a Director in place of Shri Rajiv Verma, who retires from office by rotation, and being eligible, offers himself for re-appointment



Shri K.K. Misra proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Rajiv Verma, Director who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation.”

The above resolution was seconded by Shri Rahul Gupta.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.

Since the next item of business of the meeting pertained to the appointment of Shri Benoy Roychowdhury, at the request of Shri Benoy Roychowdhury, Shri Ashwani Windlass took the Chair.

ITEM NO. 5

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

Shri Y.C. Agarwal proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Benoy Roychowdhury, Whole-time Director who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation.”

The above resolution was seconded by Shri Ajay Kumar Jain.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.

After this item of business, Shri Benoy Roychowdhury resumed the Chair.

ITEM NO. 6

To appoint Auditors and to fix their remuneration

Shri Rahul Gupta proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. S.R. Batliboi & Co., Chartered Accountants [Firm Registration No. 301003E], be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company.”

The above resolution was seconded by Shri B.P. Jhunjhunwala.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.



ITEM NO. 7

To re-appoint Shri Dipak C. Jain as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member, signifying intention to propose Shri Dipak C. Jain as a candidate for the office of Director

Shri Amit Singh proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Shri Dipak C. Jain be and is hereby appointed as Director of the Company, liable to retire by rotation.”

The above resolution was seconded by Shri K.K. Misra.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.

ITEM NO.8

To re-appoint Shri Priyavrat Bhartia as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member, signifying intention to propose Shri Priyavrat Bhartia as a candidate for the office of Director

Shri Tridib Kumar Barat proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Shri Priyavrat Bhartia be and is hereby appointed as Director of the Company, liable to retire by rotation.”

The above resolution was seconded by Shri Ajay Kumar Jain.

The Chairman then put the resolution to vote and the same was carried unanimously on show of hands.

Thereafter, the Chairman asked the Members to put forward their questions, if any, on the performance and future outlook of the Company. The CEO and the CFO suitably replied to such queries.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

