

25 AUG 2017**Ref: HTML/CS/02/2017****The Listing Department
BSE Limited
P.J. Towers, 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: 532662
Trading Symbol: HTMEDIA**

Dear Sirs,

Sub: Outcome of Board Meeting held on August 25, 2017

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations"), read with SEBI's Circular bearing no. CIR/CFD/CMD/4/2015 dated September 9, 2015 ("SEBI Circular"), this is to inform you that the Board of Directors of the Company at its meeting held today, i.e. August 25, 2017 (which commenced at 12.00 Noon and concluded at 12.45 p.m.) has, *inter-alia*, transacted the following businesses:-

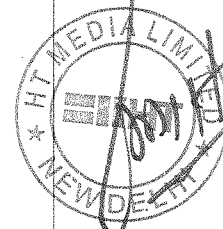
1. A wholly owned subsidiary of the Company namely, HT Digital Ventures Limited ('HTDVL') will acquire 42.83% equity stake in another subsidiary of our Company, namely HT Digital Streams Limited.

Enclosed as "Annexure - A" is the relevant information in relation to the above proposed transaction.

2. *Approval of a Scheme of Arrangement* - The Board of Directors of HT Media Limited (the "Company" or "HTML") in its meeting held today, considered and approved a Scheme of Arrangement under Sections 230 to 232 read with Sections 66 of the Companies Act, 2013 ("Scheme") between HT Media Limited and HT Digital Ventures Limited ("HTDVL"), a wholly-owned subsidiary of the Company, and their respective shareholders and creditors.

The Scheme provides for demerger of the Entertainment & Digital Innovation Business of HTML into HTDVL. The Appointed Date for the Scheme is, March 31, 2018 (closing business hours). The Scheme is subject to the approval of BSE Limited, National Stock Exchange of India Limited, SEBI, shareholders & creditors of the companies and such other statutory authorities as may be required, and sanction thereof by the Hon'ble National Company Law Tribunal, New Delhi Bench.

For your kind information, the proposed Scheme has also been reviewed and recommended for approval by the Audit Committee of the Board of Directors at its meeting held today i.e. August 25, 2017 (immediately prior to the Board Meeting).



Further, pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per the terms of the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" of the Company, the Trading window will remain closed for 48 (Forty Eight) hours after the conclusion of Board Meeting.


Enclosed as "Annexure - B" is the relevant information in relation to the above.


Please acknowledge receipt.

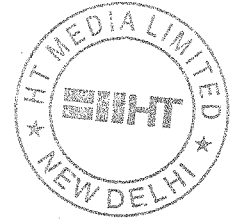
Thanking you,

Yours faithfully,

For **HT Media Limited**


(Dinesh Mittal)
Whole-time Director,
Group General Counsel & Company Secretary


(Piyush Gupta)
Group CFO

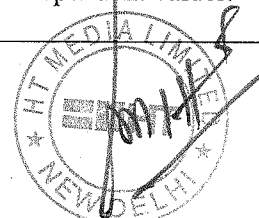


Encl.: As above

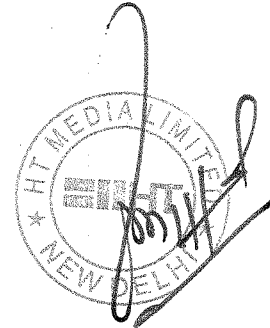
Annexure - A

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

I. No.	Details required	Information of such event
a)	<i>Name of the target entity, details in brief such as size, turnover etc.</i>	Name of the Target entity: HT Digital Streams Limited (HTDS) Paid-up Share Capital as on date: 2,00,50,000 Equity Shares of Rs. 10/- each aggregating to Rs. 20,05,00,000/- Turnover as on 31 st March, 2017: Rs. 230.78 crore PAT as on 31 st March, 2017: Loss of Rs. 9.34 crore
b)	<i>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"</i>	Yes, HTDVL's proposed acquisition of shareholding in HTDS is a related party transaction. The Seller entity i.e. Hindustan Media Ventures Limited, is a subsidiary of the Company. The proposed transaction is for an 'arm's length' consideration as determined by an independent valuer.
c)	<i>Industry to which the entity being acquired belongs</i>	Multimedia Content Management Business
d)	<i>Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</i>	Consolidation of group's Entertainment & Digital Innovation Business.
e)	<i>Brief details of any governmental or regulatory approvals required for the acquisition</i>	Not Applicable
f)	<i>Indicative time period for completion of the acquisition</i>	On or before 31 st December, 2017
g)	<i>Nature of consideration - whether cash consideration or share swap and details of the same</i>	Cash Consideration
h)	<i>Cost of acquisition or the price at which the shares are acquired</i>	Cost of acquisition of equity shares of HTDS: Rs. 89.37 per share aggregating to Rs. 76.75 crore (approx.) as per Valuation Report of an independent valuer.



i)	<i>Percentage of shareholding / control acquired and / or number of shares acquired</i>	Under the proposed transaction, HTDVL (wholly owned subsidiary company) proposes to acquire 42.83% equity stake in HTDS. The balance 57.17% equity stake in HTDS is held by the Company.
j)	<i>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)</i>	<p>HTDS was incorporated on November 2, 2015.</p> <p>During FY-17, HTDS had a turnover of Rs. 230.78 crore (Previous year - Nil)</p> <p>HTDS has presence in India, and is the multimedia content creation and content management subsidiary of the Company.</p> <p>HTDS is engaged in the business of dissemination of news, knowledge, information, entertainment and content of general interest in English, Hindi or any other language globally through various digital and electronic media; and management of advertising space on its news websites namely HindustanTimes.com, Livemint.com and livehindustan.com</p>



Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

1. Brief details of the division(s) to be demerged:

The proposed Scheme of Arrangement ("**Scheme**") involves HT Media Limited ("**Company**") and HT Digital Ventures Limited ("**Resulting Company**" or "**HTDVL**"), a wholly owned subsidiary of the Company.

HTML is primarily engaged in the following key businesses -

- a) Printing and publication of newspapers and periodicals
- b) FM Radio Broadcasting
- c) Entertainment & Digital Innovation Business
- d) Online job portal "shine.com"

The Company's equity shares are listed on BSE Limited and the National Stock Exchange of India Limited.

The Scheme provides for demerger of HTML's Entertainment & Digital Innovation Business ("Undertaking") comprising of employees, assets, properties and liabilities related to Fever Audio Tools, in-store music and advertisements, movie entertainment and reviews website Desimartini, digital repository of copyrighted images, brand promotion activities and the related strategic investments in multimedia content business in HT Digital Streams Limited (HTDS) and transfer and vesting thereof to the Resulting Company on a 'going concern' basis, on and with effect from the Appointed Date i.e. March 31, 2018 (closing business hours).

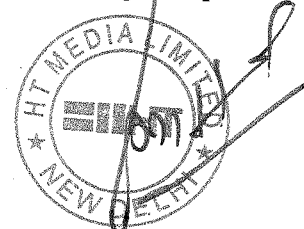
2. Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year:

<i>Turnover of Entertainment & Digital Innovation Business of the Company in FY 2016-17</i>	<i>% to the total turnover of the Company (Standalone) in FY-17</i>
Rs. 36.54 crore	2.55%

3. Rationale for demerger:

HTML has various businesses that are complementary in nature. However, they are distinct in terms of their nature, regulatory & competitive environment, risk profile, workforce capability, capital requirement and growth trajectory.

With a view to support the Entertainment & Digital Innovation Business to capitalize on growth opportunities, led by a dedicated management team, it is proposed to assign a separate identity to this business by way of its demerger into HTDVL.

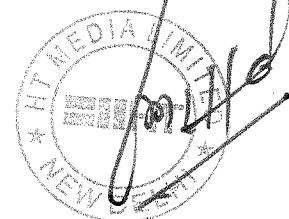


The proposed demerger is likely to offer benefits to HTML and HTDVL, as outlined hereunder.

- a) The Entertainment & Digital Innovation Business of HTML has significant potential for growth. The nature of risk, competition, challenges, opportunities and business operations for the Entertainment & Digital Innovation Business is separate and distinct from the other businesses of HTML. Thus, the Scheme, which envisages demerger of Entertainment & Digital Innovation Business into a separate company, would enable this business to innovate, scale up and run independently to pursue growth opportunities in a more focused manner.
- b) As part of HTDVL, the Entertainment & Digital Innovation Business shall be amenable to benchmarking, and be in a position to attract the right set of investors, strategic partners, employees and other relevant stakeholders.
- c) There would be enhanced focus on the operations of the Entertainment & Digital Innovation Business under a dedicated management team of HTDVL, who can chart out and pursue an independent strategy to maximize value creation for stakeholders. Likewise, there would be greater management focus on the remaining businesses of HTML.
- d) The listing of shares of HTDVL on stock exchanges, would enable independent benchmarking of Entertainment & Digital Innovation Business, and give a distinct identity to the Entertainment & Digital Innovation Business which is independent, and accountable to the interest of all stakeholders and thus, would provide enhanced liquidity to the investors of HTML.

4. Brief details of change in shareholding pattern (if any) of all entities:

- 4.1 There will be no change in the shareholding pattern of the Company pursuant to the proposed Scheme, as no shares are proposed to be issued by HTML in terms of the proposed Scheme.
- 4.2 As a result of the proposed Scheme, the Resulting Company will issue and allot equity shares to each member of HTML, whose name is recorded in the register of members on the record date, as per the share entitlement ratio enshrined in the Scheme.
- 4.3 As on date, the entire paid up equity share capital of the Resulting Company is held by HTML and thus, the Resulting Company is a wholly owned subsidiary of HTML.
- 4.4 Upon effectiveness of the Scheme, the existing paid up equity share capital of the Resulting Company held by HTML, shall stand cancelled.
- 4.5 In terms of the Scheme, consequent upon demerger of the "Entertainment & Digital Innovation Business" into HTDVL, on the Record Date, the set of shareholders and their holding proportion being proposed in the Resulting Company, is identical to that of HTML, and thus, the overall economic interest of equity shareholders of HTML shall remain the same.



5. In case of cash consideration - amount or otherwise share exchange ratio:

The Scheme does not involve payment of any cash consideration. In terms of the share exchange ratio enshrined in the Scheme, in consideration for the demerger/transfer of the Entertainment & Digital Innovation Business to the Resulting Company, the Resulting Company shall issue and allot to each equity shareholder of HTML, whose name is recorded in the register of members on the record date *“for every 4 (four) equity shares of face value of Rs.2/- (Rupees Two) each held in HTML as on the record date, the equity shareholders of HTML shall be issued 1 (one) equity share of face value Rs. 2/- (Rupees Two) each credited as fully paid-up in HTDVL.”*

In issue and allotment of such shares as aforesaid, fractional entitlement of shares of HTDVL, if any of shareholders of HTML, shall not be taken into account. However, such shares representing fractional entitlements, shall be consolidated and thereupon, HTDVL will issue and allot the same upon trust, to a Director or Company Secretary or Key Managerial Personnel of HTDVL or such other person as the Board of Directors of HTDVL shall appoint in the said behalf, who will sell them on the date of listing of HTDVL's shares or within such period of time after listing of HTDVL's shares as may be decided by the Board of Directors of HTDVL, and distribute the sale proceeds thereof (less expenses, if any) to the shareholders of HTML, who are entitled to such fractional shares.

M/s Jain Jindal & Co. Chartered Accountants have issued the report on the share entitlement ratio enshrined in the Scheme. M/s. Finshore Management Services Limited, a Category-I Merchant Banker, has provided the fairness opinion on the said share entitlement ratio. The aforesaid reports on the share entitlement ratio and fairness opinion, have been duly considered by the Boards of Directors of the Company.

6. Whether listing would be sought for the Resulting Entity:

As proposed in the Scheme, the Resulting Company will apply for listing of its equity shares on the BSE and NSE, post sanction of the Scheme by Hon'ble National Company Law Tribunal, New Delhi Bench, and in compliance of the SEBI Circular no. CFD/DIL3/CIR/CMD/2017/21 dated March 10, 2017 and relevant regulations in the said behalf.

