

Ref: HTML/CS/02/2018

18 July 2018

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

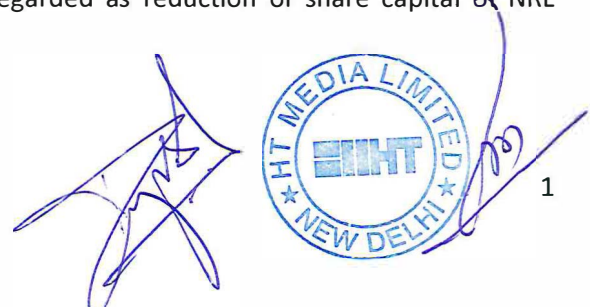
Trading Symbol: HTMEDIA

Dear Sir/Madam,

Subject: Intimation of the outcome of the meeting of the board of directors of HT Media Limited held on 18 July 2018.

In continuation to our letter of even reference and date, we wish to inform you that the Board of Directors of the Company in its meeting held on 18th July, 2018 have considered and accorded 'in principle', approval to a proposal to consolidate the radio businesses (except the radio stations in Hyderabad and Uttar Pradesh) of HT Media Limited ("**Company**"), and HT Music & Entertainment Company Limited, a wholly-owned subsidiary of the Company ("**HTM**"), in Next Mediaworks Limited ("**NMW**"), a company listed on BSE Limited and The National Stock Exchange of India Limited along with the radio businesses of Next Radio Limited ("**NRL**") to be implemented by way of a composite scheme of arrangement and amalgamation pursuant to Sections 230-232 and other applicable provisions of the Companies Act 2013 ("**Proposed Transaction**"), which will , *inter alia*, involve the following:

- (i) Demerger of the FM radio business of the Company, except the FM radio business operated by the Company in Hyderabad and Uttar Pradesh, on a going concern basis and subsequent transfer and vesting of the same to NMW ("**HTML Demerger**");
- (ii) Amalgamation of HTM with NMW and consequent dissolution of HTM without winding up ("**HTM Amalgamation**");
- (iii) Demerger of the FM radio broadcasting business of NRL) on a going concern basis and subsequent transfer and vesting of the same to NMW ("**NRL Demerger**"); and
- (iv) Reduction of paid up share capital of NRL by cancellation and extinguishment of the entire shares held by NMW in NRL, which shall be regarded as reduction of share capital of NRL ("**NRL Capital Reduction**"); and



Upon full implementation of the Proposed Transaction, the Company and its promoters shall acquire control of NMW.

In order to effectuate the Proposed Transaction, the Company and its promoters have executed a binding term sheet with NMW, NRL and their respective promoters. The Proposed Transaction is subject to execution of definitive documents between the parties, finalisation and approval of the draft of the scheme of arrangement and amalgamation by the board of directors of the respective companies in a subsequent board meeting, in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Disclosure and Obligation Requirement) Regulations 2015 ("**LODR Regulations**"), and subject to necessary regulatory approvals and other compliances as per applicable laws.


In terms of the Regulation 30 of LODR Regulations read with Para A.1 of SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015, the details of the Proposed Transaction are outlined in the annexure hereto.

This is for your information, please.

Thanking you,

Yours faithfully,

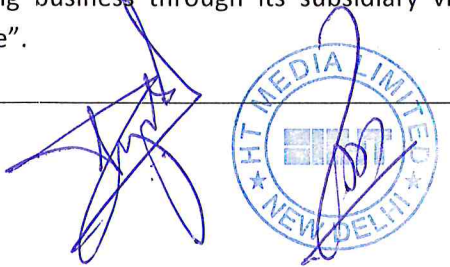
For HT Media Limited




Authorised Signatories



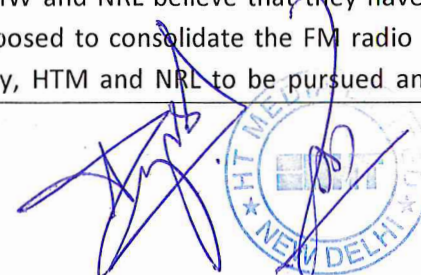
S.No	Particulars	Details
1.	Name of the target entity / entity(ies) forming part of the scheme, details in brief such as business, size, turnover etc.	<p>1. <u>Company</u></p> <p>Business: The Company is a diversified conglomerate, inter alia, engaged in the FM radio business (under the brand "Fever 104" & "Radio Nasha"), print media and digital media businesses.</p> <p>Total assets: Rs 3,64,768 lakhs (on standalone basis)</p> <p>Net worth: Rs 1,89,939 lakhs (on standalone basis)</p> <p>Turnover (as per the audited financial statements for the financial year 2017-18): Rs 1,38,865 lakhs (on standalone basis)</p> <p>2. <u>HTM (wholly-owned subsidiary of the Company)</u></p> <p>Business: HTM is in the business of operating a FM Radio station in Chennai.</p> <p>Total assets: Rs 1,979 lakhs</p> <p>Net worth: Rs 1,644 lakhs</p> <p>Turnover (as per the audited financial statements for the financial year 2017-18): Rs 504 lakhs</p> <p>3. <u>NMW</u></p> <p>Business: NMW is engaged in FM radio broadcasting business through its subsidiary viz. NRL which operates FM radio stations under the brand "Radio One".</p>



S.No	Particulars	Details
		<p>Total assets: Rs. 4,481.40 lakhs</p> <p>Net worth: Rs. 2,932.16 Lakhs</p> <p>Turnover (as per the audited financial statements for the financial year 2017-18): Rs. 188.32 Lakhs (including other income)</p> <p>4. <u>NRL</u> Business: NRL operates as FM radio broadcaster under the brand "Radio One". FM radio broadcasting business of NRL, is proposed to be demerged pursuant to the Scheme.</p> <p>Total assets: Rs. 18,414.29 Lakhs</p> <p>Net worth: Rs. 6,654.29 Lakhs</p> <p>Turnover (as per the audited financial statements for the financial year 2017-18): Rs. 7,961.85 Lakhs (including other Income)</p>
2.	Details of HTML Demerger	<p><u>Brief details of undertaking to be demerged pursuant to HTML Demerger:</u></p> <p>The FM radio business of the Company, except the radio stations operated by the Company in Hyderabad and Uttar Pradesh, is proposed to be demerged pursuant to the proposed scheme.</p> <p><u>Turnover of the demerged division</u> Rs 15,767 Lakhs</p> <p><u>Percentage to the total turnover of the Company based on audited financials of FY 2017-18</u> 11.35%</p>



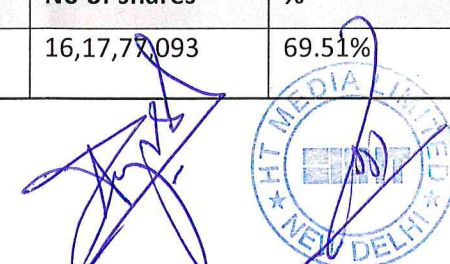
S.No	Particulars	Details
3.	Whether the transaction would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	<p>At present, HTM and the Company are not related party(ies) of NMW and/or NRL. However, HTM being a wholly owned subsidiary of the Company are related parties of each other.</p> <p>Upon full implementation of the proposed scheme, promoters of HTM and promoters of the Company shall become promoters of NMW and therefore, will be related parties of NMW.</p> <p>At present, NRL and NMW are not related party(ies) of the Company and/or HTM. However, NRL being a subsidiary of NMW, are related parties of each other.</p> <p>Pursuant to the transactions contemplated, and upon full implementation of the Scheme, promoters of HTM and promoters of the Company shall become promoters of NMW and therefore will be related parties of NMW.</p> <p>The shares to be issued to the shareholders of the Company, HTM and NRL in terms of the proposed scheme, is on arm's length terms, as per the share entitlement ratio based on the independent valuation reports issued by SSPA & Co, Chartered Accountant and fairness opinion thereon by Fortress Capital Management Services Pvt Ltd, a SEBI category I merchant banker.</p>
4.	Area of business of the entity(ies).	<p>As detailed in item 1 above, all the entities involved in the Proposed Transaction are engaged in undertaking FM Radio business.</p> <p>Further, the Company, in addition to operating the FM radio business is also <i>inter alia</i> engaged in the business of print media, job portal and digital media businesses.</p>
5.	Rationale for the proposed scheme, objects and effects thereof.	<p>1. The Company 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. The FM radio broadcasting business has good growth potential. Accordingly, the management of the Company, HTM, NMW and NRL believe that they have synergies in their FM radio broadcasting business. It is therefore proposed to consolidate the FM radio broadcasting business presently carried on separately by the Company, HTM and NRL to be pursued and carried on</p>



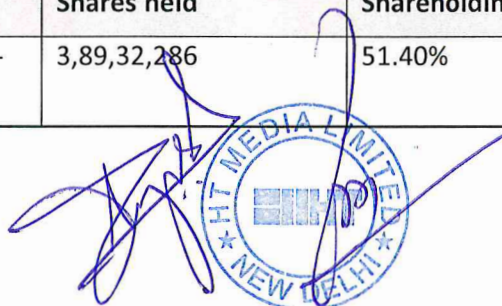
S.No	Particulars	Details
		<p>more conveniently and advantageously by a single listed entity, i.e. NMW. Thus, the Proposed Transaction enables this business to innovate, scale up and run independently to pursue growth opportunities in a more focused manner. Accordingly, with a view to support the FM radio broadcasting business and to capitalize on its growth opportunities, led by a dedicated management team, it is proposed to consolidate FM radio broadcasting business of the Company, HTM and NRL in a single listed entity i.e. NMW.</p> <p>2. There would be enhanced focus on the operations of the FM radio broadcasting business team resulting into operational synergies, synchronised planning, better coordination, standardisation of business process under a dedicated management, who can chart out and pursue an independent strategy to unlock value for all stakeholders.</p> <p>3. As part of the single listed entity, the FM radio broadcasting business shall be in a position to attract the right set of investors, strategic partners, employees and other relevant stakeholders.</p> <p>4. The proposed scheme will unlock the value of the FM radio business for the Company and other entities involved in the proposed scheme and their respective shareholders.</p>
6.	Brief details of any governmental or regulatory approvals required for the acquisition.	The Proposed Transaction is proposed to be implemented through a composite scheme of arrangement and amalgamation and accordingly, shall be subject to the approval by the jurisdictional National Company Law Tribunal benches at Mumbai and Delhi, and such other regulatory approvals from other regulatory authorities in India, as may be required (including approval from the Ministry of Information & Broadcasting).
7.	Indicative time period for completion of the acquisition.	The Proposed Transaction will be implemented upon receipt of approval from the jurisdictional National Company Law Tribunals and other necessary regulatory approvals to be obtained.
8.	Consideration / share exchange ratio	Upon the proposed scheme becoming effective, NMW shall issue and allot its shares to each shareholder of the Company, NRL and HTM, whose name is recorded in the register of members as a shareholder as on the record date <i>(being any date which may be fixed by the board of directors of the NMW)</i> in the following manner:



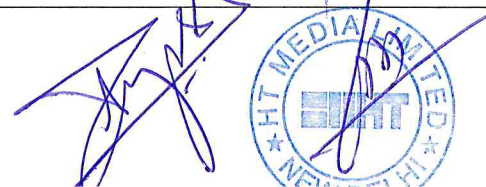
S.No	Particulars	Details															
		<div>1. <u>HTML Demerger:</u> In consideration of HTML Demerger, NMW shall issue and allot to each shareholder of the Company, 784 (Seven Hundred and Eighty Four) fully paid up equity shares of INR 10 each of NMW, for every 1,000(One Thousand) fully paid up equity shares of INR 2 each held by such shareholder in the Company.</div> <div>2. <u>HTM Amalgamation:</u> In consideration of HTM Amalgamation, NMW shall issue and allot to each shareholder of HTM, 125 (One Hundred and Twenty Five) fully paid up equity shares of INR 10 each of NMW, for every 2,228 (Two Thousand Two Hundred and Twenty Eight) fully paid up equity shares of INR 1 each held such shareholder in HTM.</div> <div>3. <u>NRL Demerger:</u> In consideration of NRL Demerger, NMW shall issue and allot to each shareholder of NRL, 1,713 (One Thousand Seven Hundred and Thirteen) fully paid up equity shares of INR 10 each of NRL, for every 1,000 (One Thousand) fully paid up equity shares of INR 10 each held by such shareholder in NRL. No shares shall be issued by NMW in respect of the shares held by NMW in NRL.</div> <div>4. <u>NRL Capital Reduction:</u> In consideration of NRL Capital Reduction, NRL shall pay INR 0.32 per equity share held by NMW in NRL.</div> <div>Other than cash consideration proposed to be paid by NRL for the NRL Capital Reduction, the proposed scheme does not envisage any payment of cash consideration.</div>															
9.	Percentage of shareholding / control acquired and / or number of shares acquired / Change in shareholding pattern of all entities involved in the proposed scheme;	<div><u>Company</u></div> <div>Pre and post shareholding pattern of the Company (upon scheme becoming effective) will be as follows:</div> <table><tr><th>Particulars</th><th colspan="2">Pre-Scheme (as on 30 June 2018)</th><th colspan="2">Post-Scheme</th></tr><tr><td></td><th>No of shares</th><th>%</th><th>No of shares</th><th>%</th></tr><tr><td>Promoters</td><td>16,17,77,093</td><td>69.51%</td><td>16,17,77,093</td><td>69.51%</td></tr></table>	Particulars	Pre-Scheme (as on 30 June 2018)		Post-Scheme			No of shares	%	No of shares	%	Promoters	16,17,77,093	69.51%	16,17,77,093	69.51%
Particulars	Pre-Scheme (as on 30 June 2018)		Post-Scheme														
	No of shares	%	No of shares	%													
Promoters	16,17,77,093	69.51%	16,17,77,093	69.51%													



S.No	Particulars	Details																																		
		Public	6,87,92,931	29.55%	6,87,92,931	29.56%																														
		Others	21,78,290	0.94%	21,78,290	0.93%																														
		Total	23,27,48,314	100%	23,27,48,314	100%																														
		<u>NMW</u>																																		
		Pre and post shareholding pattern of NMW (upon scheme becoming effective) will be as follows:																																		
		<table><tr><th>Particulars</th><th colspan="2">Pre-Scheme (as on 30 June 2018)</th><th colspan="2">Post-scheme</th></tr><tr><td></td><th>No of shares</th><th>%</th><th>No of shares</th><th>%</th></tr><tr><td>Promoters</td><td>4,13,96,484</td><td>61.88%</td><td>36,74,46,438</td><td>73.52%</td></tr><tr><td>Public</td><td>2,54,19,008</td><td>38.00%</td><td>13,05,75,851</td><td>26.12%</td></tr><tr><td>Others</td><td>77,416</td><td>0.12%</td><td>17,85,195</td><td>0.36%</td></tr><tr><td>Total</td><td>6,68,92,908</td><td>100.00%</td><td>49,98,07,484</td><td>100.00%</td></tr></table>					Particulars	Pre-Scheme (as on 30 June 2018)		Post-scheme			No of shares	%	No of shares	%	Promoters	4,13,96,484	61.88%	36,74,46,438	73.52%	Public	2,54,19,008	38.00%	13,05,75,851	26.12%	Others	77,416	0.12%	17,85,195	0.36%	Total	6,68,92,908	100.00%	49,98,07,484	100.00%
Particulars	Pre-Scheme (as on 30 June 2018)		Post-scheme																																	
	No of shares	%	No of shares	%																																
Promoters	4,13,96,484	61.88%	36,74,46,438	73.52%																																
Public	2,54,19,008	38.00%	13,05,75,851	26.12%																																
Others	77,416	0.12%	17,85,195	0.36%																																
Total	6,68,92,908	100.00%	49,98,07,484	100.00%																																
		<u>NRL</u>																																		
		Pre and post shareholding pattern of NRL (upon scheme becoming effective) will be as follows:																																		
		<table><tr><td></td><td colspan="2">Pre-Scheme (as on 30 June 2018)</td><td colspan="2">Post demerger</td></tr><tr><th>Shareholder</th><th>Shares held</th><th>Shareholding %</th><th>Shares held</th><th>Shareholding %</th></tr><tr><td>Promoters of NRL-NMW</td><td>3,89,32,286</td><td>51.40%</td><td>-</td><td>-</td></tr></table>						Pre-Scheme (as on 30 June 2018)		Post demerger		Shareholder	Shares held	Shareholding %	Shares held	Shareholding %	Promoters of NRL-NMW	3,89,32,286	51.40%	-	-															
	Pre-Scheme (as on 30 June 2018)		Post demerger																																	
Shareholder	Shares held	Shareholding %	Shares held	Shareholding %																																
Promoters of NRL-NMW	3,89,32,286	51.40%	-	-																																



S.No	Particulars	Details				
		Promoters of NMW	6,905,383	9.12%	6,905,383	18.76%
		Others	29,902,618	39.48%	29,902,618	81.24%
		Total	7,57,40,287	100%	3,68,08,001	100%
		HTM				
		Pre and post shareholding pattern of HTM (upon scheme becoming effective) will be as follows:				
		Particulars	Pre-Scheme (as on 30 June 2018)			
			No of shares	%		
		Company	3,34,00,00,000	100%		
		Total	3,34,00,00,000	100%		
		Post the proposed scheme becoming effective, HTM shall stand dissolved without winding up.				
		<u>Note: The post-Scheme shareholding pattern have been outlined basis the shareholding pattern of the respective companies as on 30 June 2018.</u>				
10.	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);	Pursuant to the implementation of the Proposed Transaction, the Company and its promoters shall acquire control of NMW. NMW is a public company incorporated on 12 March 1981, under the provisions of the Companies Act, 1956 and having its registered office at Offices No. 1-17, 1-18 & 1-19, 10 th Floor, Tardeo Everest Premises Co-operative Society Limited, 156, D J Dadajee Road, Tardeo, Mumbai 400034 and having Corporate Identification Number L22100MH1981PLC024052. The shares of NMW are listed on BSE Limited and The National Stock Exchange of India Limited. NMW is engaged in FM radio broadcasting business through its subsidiary viz. NRL which operates FM radio stations under the brand "Radio One". The turnover of NMW for the last 3 (three)				



S.No	Particulars	Details
		financial years is as follows: Financial year 2015-16- Rs. 64.79 Lakhs Financial year 2016-17- Rs. 213.05 Lakhs Financial year 2017-18- Rs. 188.32 Lakhs
11.	Whether listing would be sought for the resulting entity	The equity shares of NMW are listed and traded on the BSE Limited and the National Stock Exchange of India Limited. The equity shares to be issued by NMW upon effectiveness of the proposed scheme of arrangement and amalgamation, will be listed on the BSE Limited and National Stock Exchange of India Limited.
12.	Details, reasons and effects of capital reduction.	One of the objectives of the proposed scheme is to consolidate the FM radio broadcasting business presently carried on separately by the Company, HTM and NRL, and pursue the same more conveniently and advantageously under one listed entity, i.e. NMW. Thereafter, NRL will cease to undertake the FM radio business and accordingly, the present shareholding of NMW in NRL is proposed to be cancelled by NRL. As a result of this, NRL will cease to be a subsidiary of NMW.
13.	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed capital reduction;	Apart from the consideration payable by NRL to NMW in lieu of cancellation of its shareholding in NRL pursuant to the capital reduction, no additional benefit shall accrue to the promoter / promoter group of the entities involved in the Proposed Transaction, from such capital reduction.

