



HT MEDIA LIMITED
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E-mail : corporatedept@hindustantimes.com
CIN : L22121DL2002PLC117874

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

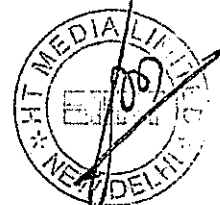
14 AUG 2018

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed composite Scheme of Arrangement and Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Dear Sir,

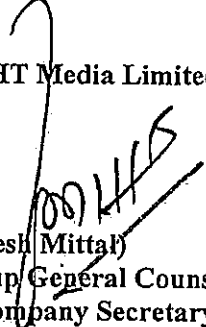
It is hereby certified that the draft composite Scheme of Arrangement involving HT Media Limited ("HTML"), HT Music and Entertainment Company Limited ("HTME"), Next Mediaworks Limited ("NMW") and Next Radio Limited ("NRL") and their respective shareholders and creditors under Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013 ("Scheme"), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

Sr. No.	Reference	Particulars
1	Compliance with Regulations 17 to 27 of SEBI LODR Regulations	Complied
2	Compliance with Regulation 11 of the SEBI LODR Regulations	Complied - The draft Scheme of Arrangement does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchanges. Confirmation from the Company Secretary in relation to the same is enclosed with the application under Regulation 37 of SEBI LODR Regulations
Requirements of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on schemes of arrangement involving listed companies		
(a)	Para (I)(A)(2)	Complied - The following documents are enclosed with the application under Regulation 37 of SEBI LODR Regulations: 1. Draft Scheme of Arrangement and Amalgamation 2. Share Entitlement Ratio Report

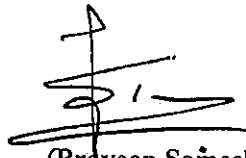


		<ol style="list-style-type: none"> 3. Report from the Audit Committee recommending the Draft Scheme of Arrangement 4. Fairness Opinion by SEBI registered Merchant Banker 5. Pre and Post Scheme shareholding pattern of HTML, HTME, NMW and NRL 6. Audited financial statements of HTML, HTME, NMW and NRL for the last three financial years i.e., 2017-18, 2016-17 and 2015-16 7. Auditors Certificate confirming the accounting treatment mentioned in the Scheme of Arrangement is in compliance with the applicable accounting standards 8. This compliance report certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for Scheme of Arrangement and all accounting standards
(b)	Para (I)(A)(3)	We undertake to comply with the applicable conditions specified in Para(I)(A)(3) in relation to the Scheme involving unlisted entities
(c)	Para (I)(A)(4)(a)	Complied - Share Entitlement Ratio Report from SSPA & Co, Chartered Accountants, is enclosed with the application under Regulation 37 of SEBI LODR Regulations
(d)	Para (I)(A)(5)	Complied - Certificate from Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditors of the Company confirming the accounting treatment mentioned in the Scheme of Arrangement is in compliance with the applicable accounting standards is enclosed with the application under Regulation 37 of SEBI LODR Regulations
(e)	Para (I)(A)(9)	The requirements stated in Para(I)(A)(9) are applicable

For HT Media Limited


(Dinesh Mittal)
Group General Counsel
& Company Secretary



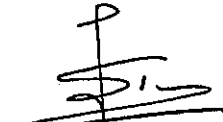

(Praveen Soimeshwar)
Managing Director & CEO

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement involving HT Media Limited ("HTML"), HT Music and Entertainment Company Limited ("HTME"), Next Mediaworks Limited ("NMW") and Next Radio Limited ("NRL"), are in compliance with all the Accounting Standards applicable to a listed entity.

For HT Media Limited



(Piyush Gupta)
Group Chief Financial Officer



(Praveen Someshwar)
Managing Director & CEO

Date: 20th August, 2018

To,
The Manager
Department of corporate Services
BSE Limited
25th Floor, P J Towers, Dalal Street Mumbai - 400001
Security Code: 532416

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G. Bandra Kurla Complex
Bandra, East,
Mumbai- 400051
Symbol: NEXTMEDIA

Dear Sir/Madam,

Ref.: Compliance Report

It is hereby certified that the draft scheme of arrangement and amalgamation involving HT Media Limited , Next Radio Limited, HT Music and Entertainment Company Limited and Next Mediaworks Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting



Company Secretary






Managing Director




"Unit 1-17, 18 and 19, 10th Floor,
The Everest Building, 156, D J Dadajee Road,
Tardeo, Mumbai- 400 034"
+91 22 67527016
www.nextmediaworks.com
CIN : L22100MH1981PLC024052

Certified that transactions / accounting treatment provided in the draft scheme of arrangement and amalgamation involving HT Media Limited, Next Radio Limited, HT Music and Entertainment Company Limited and Next Mediaworks Limited are in compliance with all the Accounting Standards applicable to a listed entity.


Chief Financial Officer




Managing Director

