

April 12, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Re: Post Offer Public Announcement (“Post Offer Public Announcement”) to the public shareholders of Next Mediaworks Limited (“Target Company”) with respect to the open offer (“Offer” / “Open Offer”) for acquisition of up to 1,73,92,157 fully paid-up equity shares of face value of INR 10 (Indian Rupees ten only) each representing 26% of the Voting Equity Share capital from the Public Shareholders of the Target Company

Dear Sirs,

Please find enclosed the Post Open Offer advertisement (“**Post Offer Advertisement**”) for the captioned Open Offer, which has been released to appear in the following newspapers on April 12, 2019, under regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended:

- Mint (English) (all editions)
- Hindustan Times (English) (all editions)
- Hindustan (Hindi) (all editions)
- Navshakti (Marathi) (Mumbai edition)

Kindly take the above information on your records, and confirm receipt of the same.

Yours Sincerely,

For **Kotak Mahindra Capital Company Limited**



Name: Amit Joshi

Encl.: As stated above

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, “G” Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

www.investmentbank.kotak.com

POST OFFER ADVERTISEMENT UNDER REGULATION 18(12) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

NEXT MEDIAWORKS LIMITED

CIN: L22100MH1981PLC024052

Registered Office: I-17, I-18 & I-19, 10th Floor, Tardeo Everest Co-operative Society Limited, 156, D J Dadajee Road, Tardeo, Mumbai - 400034; Website: www.nextmediaworks.com

Open Offer for acquisition of up to 1,73,92,157 (One Crore Seventy Three Lakh Ninety Two Thousand One Hundred and Fifty Seven only) fully paid-up equity shares of face value of INR 10 (Indian Rupees ten only) each ("Shares") representing 26.00% (twenty six percent) of the Voting Share Capital of Next Mediaworks Limited ("NMW" or "Target Company") from the Public Shareholders of the Target Company by HT Media Limited ("Acquirer") ("Offer" / "Open Offer").

This post offer advertisement ("Advertisement") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), on behalf of the Acquirer pursuant to and in accordance with regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") in respect of the open offer to acquire up to 1,73,92,157 fully paid up equity shares of INR 10 each of NMW.

This Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated December 20, 2018 ("PA"), the detailed public statement that was published on December 28, 2018 ("DPS"), the draft letter of offer dated January 4, 2019 ("DLof"), the letter of offer dated March 5, 2019 ("LoF"), and the offer opening public announcement and corrigendum published on March 14, 2019 ("Offer Opening Public Announcement and Corrigendum"). The DPS and Offer Opening Public Announcement and Corrigendum were published in Mint (English) (all editions), Hindustan Times (English) (all editions), Hindustan (Hindi) (all editions), Navshakti (Marathi) (Mumbai edition).

1	Name of the Target Company	:	Next Mediaworks Limited
2	Name of the Acquirer	:	HT Media Limited
3	Name of the Manager to the Offer	:	Kotak Mahindra Capital Company Limited
4	Name of the Registrar to the Offer	:	Link Intime Private Limited
5	Offer Details:		
a	Date of Opening of the Offer	:	March 15, 2019
b	Date of Closure of the Offer	:	March 29, 2019
6	Date of Payment of Consideration	:	April 9, 2019
7	Details of Acquisition	:	

Sl.No.	Particulars	Proposed in offer document		Actuals	
7.1	Offer Price (per Share)	INR 27.00		INR 27.00	
7.2	Aggregate number of shares tendered	1,73,92,157		94,86,823	
7.3	Aggregate number of shares accepted	1,73,92,157		94,86,823	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 46,95,88,239		INR 25,61,44,221	
7.5	Shareholding of the Acquirer before agreements/public announcement • Number • % of Voting Share Capital	Nil		Nil	
7.6	Shares Acquired by way of agreements • Number • % of Voting Share Capital	(i) 1,67,23,229 Equity Shares aggregating to 25% of the Voting Share Capital ("Sale Shares"); and (ii) Such number of Equity Shares which, taken together with the Sale Shares and Equity Shares validly tendered and accepted in the Open Offer, would result in the Acquirer holding 51% of the Voting Share Capital ("Additional Shares").		Acquisition of 2,46,28,563 Equity Shares (i.e. 1,67,23,229 Sale Shares and 79,05,334 Additional Shares) aggregating to 36.82% of Voting Share Capital will be completed within the period as prescribed in terms of Regulation 22(3) of the SEBI (SAST) Regulations.	
7.7	Shares Acquired by way of Open Offer • Number • % of Voting Share Capital	1,73,92,157 (26.00%)		94,86,823 (14.18%)	
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	Nil		Nil	
7.9	Post offer shareholding of Acquirer • Number • % of Voting Share Capital	3,41,15,386 (51.00%)		94,86,823* (14.18%)*	
7.10	Pre & Post offer shareholding of the Public** • Number • % of Voting Share Capital	Pre-Offer 2,54,96,424 (38.12%)	Post-Offer 81,04,267 (12.12%)	Pre-Offer 2,54,96,424 (38.12%)	Post-Offer 1,60,09,601 (23.93%)

*Pursuant to the acquisition of Equity Shares in terms of the SPA, which will be completed within the period as prescribed in terms of Regulation 22(3) of the SEBI (SAST) Regulations, the Acquirer shall hold 3,41,15,386 Equity Shares aggregating to 51.00% of the Voting Share Capital.

** Includes shares held by the ESOP trust.

The Acquirer and its directors, severally and jointly accept full responsibility for the information contained in this Advertisement and also accept responsibility for their obligations laid down under the SEBI (SAST) Regulations.

A copy of this Advertisement will be available on the websites of SEBI (<http://www.sebi.gov.in>), the BSE Limited (www.bseindia.com), the National Stock Exchange of India Limited (www.nseindia.com) and at the registered office of the Target Company.

Capitalized terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the PA and/or the DPS and/or LoF.

Issued by the Manager to the Offer



Kotak Mahindra Capital Company Limited
27BKC, 1st Floor, Plot no. C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Tel: +91 22 4336 0128, Fax: +91 22 6713 2447 Email: project.nmwopenoffer@kotak.com
Contact Person: Ganesh Rane; SEBI Registration Number: INM000008704
CIN: U67120MH1995PLC134050

Registrar to the Offer



Link Intime Private Limited
C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai - 400 083,
Tel : + 91 22 49186200; Fax : + 91 22 49186195
Email: nextmedia.offer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368

For and on behalf of the Acquirer

Sd/-

Authorized Signatory

HT Media Limited

Place: New Delhi

Date: April 11, 2019