

**HT MEDIA LIMITED**

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Ref: HTML/CS/02/2019

Date: April 11, 2019

BSE Limited
PhirozeJeejeebhoy Tower,
Dalal Street,
MUMBAI – 400 001

**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: Disclosure pursuant to Regulation 29 (1) of the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”)

This is to inform you that, on April 9, 2019, HT Media Limited acquired 94,86,823 equity shares of Next Mediaworks Limited (“NMW”) of Rs. 10/- each, at a price of Rs. 27 per share representing 14.18% of the fully diluted voting equity share capital of NMW pursuant to an open offer under the SEBI (SAST) Regulations.

In view of the above, the requisite disclosure in terms of Regulation 29(1) of SEBI (SAST) Regulations is attached herewith.

The above is for your information.

Thanking You,
Yours faithfully,
For **HT Media Limited**


(Dinesh Mittal)
Group General Counsel & Company Secretary



Encl: As above

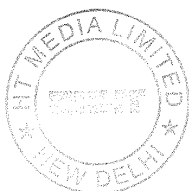
Copy to:
Company Secretary
Next Mediaworks Limited
Registered Office: I-17, I-18 & I-19, 10th Floor, Tardeo Everest Co-operative Society Limited,
156, D J Dadajee Road, Tardeo, Mumbai – 400034.

DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Next Mediaworks Limited ("Target Company")		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HT Media Limited ("Acquirer")		
3. Whether the acquirer belongs to Promoter/Promoter group	No (***)		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited 2. BSE Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition:			
a) Shares carrying voting rights acquired	94,86,823	14.18%	14.18%
b) VRs acquired otherwise than by equity	--	--	--



shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	--	--	--
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
e) Total (a+b+c+/-d)	94,86,823	14.18%	14.18%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	94,86,823	14.18%	14.18%
b) VRs otherwise than by equity shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
e) Total (a+b+c+d)	94,86,823	14.18%	14.18%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pursuant to an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Fully paid up Equity Shares having face value of Rs. 10/- each		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive	April 9, 2019		



shares in the TC.	
Equity share capital / total voting capital of the TC before the said acquisition	6,68,92,908 fully paid-up Equity Shares having face value of Rs. 10/- each
Equity share capital/ total voting capital of the TC after the said acquisition	6,68,92,908 fully paid-up Equity Shares having face value of Rs. 10/- each
Total diluted share/voting capital of the TC after the said acquisition	6,68,92,908 fully paid-up Equity Shares having face value of Rs. 10/- each

Signature of the acquirer / Authorised Signatory

For **HT Media Limited**


(Dinesh Mittal)



Group General Counsel & Company Secretary

Place: New Delhi

Date: April 11, 2019

Notes:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) In terms of the share purchase agreement dated December 20, 2018, executed by and between the Acquirer and the promoters and members of the promoter group of the Target Company, the Acquirer will acquire 2,46,28,563 equity shares aggregating to 36.82% of the fully diluted voting equity share capital of the Target Company within the period as prescribed in Regulation 22(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Thereafter, the Acquirer shall: (a) hold 3,41,15,386 equity shares aggregating to 51.00% of the fully diluted voting equity share capital of the Target Company; (b) be the majority shareholder in and exercise control over the Target Company; and (c) be classified as a promoter of the Target Company.