

**HT MEDIA LIMITED**

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New Delhi - 110001
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CIN : L22121DL2002PLC117874

Ref: HTML/CS/02/2019

17 APR 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 (2) of the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”)

This is to inform you that, on April 15, 2019, HT Media Limited (“HTML”) acquired 2,46,28,563 equity shares of Next Mediaworks Limited (“NMW”) of Rs. 10/- each, at a price of Rs. 27 per share representing 36.82% of the fully diluted voting equity share capital of NMW, pursuant a share purchase agreement dated December 20, 2018, executed by and between HTML and the promoters and members of the promoter group of the NMW.

In view of the above, the requisite disclosure in terms of Regulation 29(2) 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

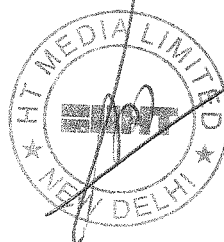
Copy to:

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.

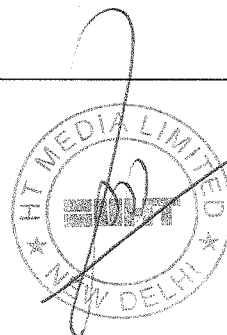
**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF
SHARES AND TAKEOVERS) REGULATIONS, 2011**

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	Yes (***)		
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 / disposal as follows	Number of shares	% 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	94,86,823	14.18	14.18
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	94,86,823	14.18	14.18
Details of acquisition:			
a) Shares carrying voting rights acquired	2,46,28,563	36.82	36.82

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b) VRs acquired otherwise than by shares	Nil	Nil	Nil
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	Nil	Nil	Nil
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	2,46,28,563	36.82	36.82
After the acquisition holding of acquirer along with PACs of:			
a) Shares carrying voting rights	3,41,15,386	51.00	51.00
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
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) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	3,41,15,386	51.00	51.00
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition pursuant to 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.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 15, 2019		
Equity share capital / total voting capital of the TC before the said acquisition / sale	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 / sale	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
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Signature of the acquirer / Authorised Signatory

For HT Media Limited



(Dinesh Mittal)

Group General Counsel & Company Secretary

Place: New Delhi

Date: 17 APR 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 has completed the acquisition of 2,46,28,563 equity shares aggregating to 36.82% of the fully diluted voting equity share capital of the Target Company. Pursuant to this acquisition, the Acquirer: (a) holds 3,41,15,386 equity shares constituting 51.00% of the fully diluted voting equity share capital of the Target Company; (b) is the majority shareholder in and exercises control over the Target Company; and (c) has been classified as a promoter of the Target Company.