

Date: 18<sup>th</sup> July, 2018

To,

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

The Listing Department  
**BSE Limited**  
25<sup>th</sup> Floor, P J Towers, Dalal Street  
Mumbai - 400001  
**Security Code: 532416**

Dear Sir(s)/Madam,

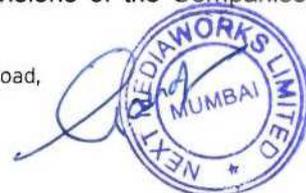
**Subject: Disclosure under Regulation 30 of SEBI (Listing Disclosure and Obligation Requirement) Regulations 2015**

We wish to inform you that the Board of Directors of Next Mediaworks Limited ("**the Company**") in its meeting held on 18<sup>th</sup> July, 2018 have considered and accorded 'in principle' approval to consolidate the radio businesses of Next Radio Limited ("**NRL**") (except for the radio station located at Ahmedabad), a subsidiary of the Company, HT Media Limited ("**HTML**") (except for radio stations at Hyderabad and Uttar Pradesh) and HT Music & Entertainment Company Limited, a wholly-owned subsidiary of HTML ("**HTMEL**") in the Company 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 shall, inter alia, involve the following:

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

Pursuant to the implementation of the Proposed Transaction, HTML and its promoters shall acquire control of the Company. In respect of the Proposed Transaction, the Company and its promoters have executed a binding term sheet with HTML, HTMEL, 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,

"Unit I-17, 18 and 19, 10<sup>th</sup> Floor,  
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Tardeo, Mumbai- 400 034"  
+91 22 67527016  
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CIN : L22100MH1981PLC024052



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 I**” hereto.

Thanking you,

Your faithfully,

For **Next Mediaworks Limited**



**Gaurav Sharma**  
**Company Secretary & Compliance Officer**



"Annexure I"

Particulars	Details
<p>1. Name of the target entity / entity (ies) forming part of the scheme, details in brief such as business, size, turnover etc.</p>	<p><b>1. HTML</b>  <b>Business:</b> HTML is a diversified conglomerate, inter alia, engaged in the FM radio business (under the Brand 'Fever 104' and 'Radio Nasha'), print media and digital media businesses.  <b>Total assets:</b> Rs 3,64,768 lakhs  <b>Net worth:</b> Rs 1,89,939 lakhs  <b>Turnover:</b> Rs 1,38,865 lakhs as on 31 March 2018  As per Audited Financial Statements for the financial year 2017-18</p> <p><b>2. HTML(wholly-owned subsidiary of HTML)</b>  <b>Business:</b> HTML is in the business of operating FM Radio channel in Chennai.  <b>Total assets:</b> Rs 1979 lakhs  <b>Net worth:</b> Rs 1644 lakhs  <b>Turnover:</b> Rs 504 lakhs as on 31 March 2018  As per Audited Financial Statements for the financial year 2017-18</p> <p><b>3. NMW (The Company)</b>  <b>Business:</b> NMW is engaged in FM radio broadcasting business through its subsidiary viz. NRL which operates as FM radio broadcaster under the brand "Radio One".</p>



Particulars	Details
2	<p>Details of HTML Demerger</p> <p><b>Total assets:</b> Rs. 4481.40 lakhs  <b>Net worth:</b> Rs. 2932.16 Lakhs  <b>Turnover:</b> Rs. 188.32 Lakhs (including other income) as on 31 March 2018  As per Audited Financial Statements for the financial year 2017-18</p> <p><b>4. <u>NRL</u></b></p> <p><b>Business:</b> 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><b>Total assets:</b> Rs. 18414.29 Lakhs  <b>Net worth:</b> Rs. 6654.29 Lakhs  <b>Turnover:</b> Rs. 7961.85 Lakhs (including other Income) as on 31 March 2018  As per Audited Financial Statements for the financial year 2017-18</p> <p><b><u>Brief details of undertaking to be demerged pursuant to HTML Demerger:</u></b>  FM radio business of HTML, except the radio stations operated by HTML in Hyderabad and the state of Uttar Pradesh is proposed to be demerged pursuant to the Scheme.</p> <p><b><u>Turnover of the demerged division</u></b>  Rs. 15767 Lakhs</p>



Particulars	Details
	<p><b>Percentage to the total turnover of HTML based on audited financials of FY 2017-18</b> 11.35%</p>
3	<p><b>Details of NRL Demerger</b></p> <p><b><u>Brief details of undertaking to be demerged pursuant to NRL Demerger:</u></b></p> <p>FM radio business of NRL, except the radio station operated by NRL in Ahmedabad, is proposed to be demerged pursuant to the Scheme.</p> <p><b><u>Turnover of the demerged division</u></b> Rs. 7325.48 Lakhs</p> <p><b><u>Percentage to the total turnover of NRL based on audited financials of FY 2017-18</u></b> 92.01%</p>
4	<p><b>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".</b></p> <p>HTML and HTML are currently not a related party of the Company or NRL. However, HTML and HTML (being a wholly owned subsidiary of HTML) are related parties to each other. Pursuant to the transactions contemplated, promoters of HTML and promoters of HTML shall also become promoters of the Company and thereafter, will be considered as related parties of the Company.</p> <p>NRL and the Company are currently not a related party of HTML or HTML. However, the Company and NRL (being a subsidiary of the Company) are related parties to each other. Pursuant to the transactions contemplated, and upon full implementation of the scheme, promoters of HTML and promoters of HTML shall also become promoters of the Company and thereafter, will be considered as related parties of the Company.</p> <p>The shares to be issued to the shareholders of HTML, HTML and NRL pursuant to the proposed scheme is on an arm's length basis, as per the share entitlement ratio based on independent valuation reports issued by SSPA &amp; Co, Chartered Accountants and the fairness opinion thereon by Fortress Capital Management Services Pvt Ltd, a SEBI category I merchant banker.</p>



Particulars	Details
5 Area of business of the entity (ies).	As detailed in item 1 above, all the entities involved in the Proposed Transaction are engaged in undertaking FM Radio business.  Further, HTML, 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.
6 Rationale for the proposed scheme, objects and effects thereof.	<ol style="list-style-type: none"> <li>1. HTML has various businesses that are complementary in nature. However, they are distinct in terms of their nature, regulatory &amp; 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, HTML, HTML 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 HTML, HTML and NRL to be pursued and carried on more conveniently and advantageously by a single listed entity, i.e. the Company. 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 HTML, HTML and NRL in a single listed entity i.e. the Company.</li> <li>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.</li> <li>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.</li> </ol>



Particulars	Details
7	<p>Brief details of any governmental or regulatory approvals required for the Proposed Transaction.</p> <p>The Proposed Transaction is to be implemented through a composite scheme of arrangement and amalgamation and accordingly shall be subject to the approval of 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 Ministry of Information and Broadcasting).</p>
8	<p>Indicative time period for completion of the proposed transaction.</p> <p>The Proposed Transaction will be implemented upon receipt of approval from the jurisdictional National Company Law Tribunals and other necessary regulatory approvals being obtained.</p>
9	<p>Consideration / share exchange ratio</p> <p>Upon the proposed scheme becoming effective, the Company shall issue and allot its shares to each shareholder of the HTML, NRL and HTMEL, 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 Company</i>) in the following manner:</p> <ol style="list-style-type: none"> <li>1. <b>HTML Demerger:</b> In consideration of HTML Demerger, the Company shall issue and allot to each shareholder of HTML, 794 (Seven Hundred and Eighty Four) fully paid up equity shares of INR 10 each of the Company, for every 1000 (One Thousand) fully paid up equity shares of INR 2 each held by such shareholder in HTML.</li> <li>2. <b>HTMEL Amalgamation:</b> In consideration of HTMEL Amalgamation, the Company shall issue and allot to each shareholder of HTMEL, 125 (One Hundred and Twenty Five) fully paid up equity shares of INR 10 each of the Company, for every 2,228 (Two Thousand Two Hundred and Twenty Eight) fully paid up equity shares of INR 1 each held by such shareholder in HTMEL.</li> <li>3. <b>NRL Demerger:</b> In consideration of NRL Demerger, the Company shall issue and allot to each shareholder of NRL, 1,713 (One Thousand Seven Hundred and Thirteen) fully paid</li> </ol>



Particulars	Details																																	
	<p>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 the Company in respect of the shares held by the Company in NRL.</p> <p>4. <b>NRL Capital Reduction:</b> In consideration of NRL Capital Reduction, NRL shall pay INR 0.32 for per equity share held by the Company in NRL.</p> <p>Other than cash consideration being paid for the NRL Capital Reduction, the proposed scheme does not involve payment of any cash consideration.</p>																																	
<p>10 Percentage of shareholding / control acquired and / or number of shares acquired / Change in shareholding pattern of all entities involved in the proposed scheme:</p>	<p><b>HTML</b> Pre and post shareholding pattern of the Company (upon scheme becoming effective) will be as follows:</p> <table border="1" data-bbox="422 806 790 1848"> <thead> <tr> <th>Particulars</th> <th>Pre-Scheme (as on 30 June 2018)</th> <th>Post-Scheme</th> <th colspan="2"></th> </tr> <tr> <td></td> <td>No of shares</td> <td>No of shares</td> <td>%</td> <td>%</td> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>16,17,77,093</td> <td>16,17,77,093</td> <td>69.51%</td> <td>69.51%</td> </tr> <tr> <td>Public</td> <td>6,87,92,931</td> <td>6,87,92,931</td> <td>29.55%</td> <td>29.56%</td> </tr> <tr> <td>Others</td> <td>21,78,290</td> <td>21,78,290</td> <td>0.94%</td> <td>0.93%</td> </tr> <tr> <td><b>Total</b></td> <td><b>23,27,48,314</b></td> <td><b>23,27,48,314</b></td> <td><b>100%</b></td> <td><b>100%</b></td> </tr> </tbody> </table> <p><b>NMW (THE COMPANY)</b> Pre and post shareholding pattern of NMW (the Company) (upon scheme becoming effective) will be as follows:</p>				Particulars	Pre-Scheme (as on 30 June 2018)	Post-Scheme				No of shares	No of shares	%	%	Promoters	16,17,77,093	16,17,77,093	69.51%	69.51%	Public	6,87,92,931	6,87,92,931	29.55%	29.56%	Others	21,78,290	21,78,290	0.94%	0.93%	<b>Total</b>	<b>23,27,48,314</b>	<b>23,27,48,314</b>	<b>100%</b>	<b>100%</b>
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Particulars		Details			
Particulars	Pre-Scheme (as on 30 June 2018)	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%	
<b>Total</b>	<b>6,68,92,908</b>	<b>100.00%</b>	<b>49,98,07,484</b>	<b>100.00%</b>	

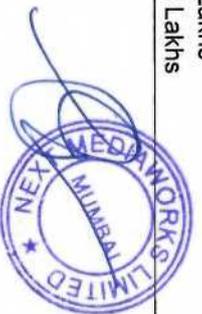
**NRL**

Pre and post shareholding pattern of NRL (upon scheme becoming effective) will be as follows:

Shareholder	Pre-Scheme (as on 30 June 2018)		Post demerger	
	Shares held	Shareholding %	Shares held	Shareholding %
Promoters-Next Mediaworks Limited	3,89,32,286	51.40%	-	-
Others	3,68,08,001	48.6%	3,68,08,001	100%
<b>Total</b>	<b>7,57,40,287</b>	<b>100%</b>	<b>3,68,08,001</b>	<b>100%</b>



Particulars		Details														
		<p><b>HTMEL</b> Pre and post shareholding pattern of HTMEL (upon scheme becoming effective) will be as follows:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Pre-Scheme (as on 30 June 2018)</th> <th>No of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Company</td> <td></td> <td>3,34,00,00,000</td> <td>100%</td> </tr> <tr> <td><b>Total</b></td> <td></td> <td>3,34,00,00,000</td> <td>100%</td> </tr> </tbody> </table>			Particulars	Pre-Scheme (as on 30 June 2018)	No of shares	%	Company		3,34,00,00,000	100%	<b>Total</b>		3,34,00,00,000	100%
Particulars	Pre-Scheme (as on 30 June 2018)	No of shares	%													
Company		3,34,00,00,000	100%													
<b>Total</b>		3,34,00,00,000	100%													
		<p>Post the proposed scheme becoming effective, HTMEL shall stand dissolved without winding up.</p> <p><u>Note: The post-Scheme shareholding pattern have been outlined basis the shareholding pattern of the respective companies as on 30 June 2018.</u></p>														
11	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):	<p>Pursuant to the implementation of the Proposed Transaction, HTML and its promoters shall acquire control of the Company.</p> <p>The Company is a public listed 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 &amp; 1-19, 10<sup>th</sup> Floor, Tardeo Everest Premises Co-operative Society Limited, 156, D J Dadajee Road, Tardeo, Mumbai 400034 and having Corporate Identification Number L22100MH1981PLC024052. The Company is engaged in FM radio broadcasting business through its subsidiary viz. NRL which operates as FM radio broadcaster under the brand "Radio One". The turnover of the Company for the last 3 (three) financial years is as follows: Financial year 2015-16- Rs. 64.79 Lakhs Financial year 2016-17- Rs. 213.05 Lakhs</p>														



Particulars		Details
		Financial year 2017-18- Rs. 188.32 Lakhs
12	Whether listing would be sought for the resulting entity	The equity shares of the Company are listed and traded on the BSE Limited and the National Stock Exchange of India Limited. The equity shares issued by the Company upon effectiveness of the proposed scheme of arrangement and amalgamation will be listed on the BSE Limited and National Stock Exchange of India Limited.
13	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 HTML, HTMEL and NRL to be pursued and carried on more conveniently and advantageously by a single listed entity, i.e. the Company.  Thereafter, NRL will cease to undertake the FM radio business and accordingly, the present shareholding of the Company in NRL is proposed to be cancelled by NRL. As a result of this, NRL will cease to be a subsidiary of the Company.
14	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 the Company 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.

