

25 FEB 2021

**BSE Limited**  
P.J. Towers  
Dalal Street  
**MUMBAI – 400 001**

**The National Stock Exchange of India Limited**  
Exchange Plaza, C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
**Mumbai – 400 051**

**Scrip Code: 532416**

**Trading Symbol: NEXTMEDIA**

Dear Sir(s),

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation between HT Media Limited (“Transferee Company”) and Digicontent Limited (Transferor Company 1”) and Next Mediaworks Limited (“Transferor Company 2” or the “Company”) and HT Mobile Solutions Limited (“Transferor Company 3”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”)**

It is hereby certified that the draft scheme of amalgamation involving HT Media Limited (“Transferee Company”) and Digicontent Limited (Transferor Company 1”) and Next Mediaworks Limited (“Transferor Company 2” or the “Company”) and HT Mobile Solutions Limited (“Transferor Company 3”) 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 (“SEBI LODR”) and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on schemes of arrangement involving listed companies (“SEBI Circular”), including the following:

Sr. No.	Reference	Particulars	Status of compliance
<b>Requirement of SEBI LODR</b>			
1	Regulations 17 to 27 of SEBI LODR	Corporate governance requirements	Complied (as applicable)
2	Regulation 11 of SEBI LODR	Compliance with the provisions of securities laws	Complied - <i>The draft Scheme 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 being made under Regulation 37 of SEBI LODR.</i>
<b>Requirements of SEBI Circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied - <i>The relevant documents are enclosed with the application being made under Regulation 37 of SEBI LODR</i>

Unit 701 A, 7th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg,  
Elphinstone Road, Mumbai – 400 013, Ph.:+91 22 44104104

Website: [www.nextmediaworks.com](http://www.nextmediaworks.com), CIN: L22100MH1981PLC024052

E-mail: [info@nextmediaworks.com](mailto:info@nextmediaworks.com), [investor.communication@radioone.in](mailto:investor.communication@radioone.in)

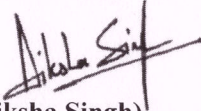


(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the applicable conditions specified in Para(I)(A)(3) in relation to the Scheme involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied – <i>The joint Share Exchange Ratio Report from SSPA &amp; Co., Chartered Accountants and Finovex Analytics, is enclosed with the application being made under Regulation 37 of SEBI LODR</i>
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied - <i>Certificate from B S R and Associates, Chartered Accountants, Statutory Auditor of the Company, confirming the accounting treatment mentioned in the Scheme is in compliance with the applicable accounting standards is enclosed with the application being made under Regulation 37 of SEBI LODR</i>
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	We undertake to comply with the applicable conditions specified in Para(I)(A)(9) in relation to the Scheme

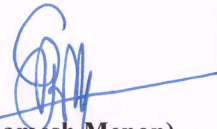
Thanking you,

Yours faithfully,

For Next Mediaworks Limited

  
(Diksha Singh)  
Company Secretary



  
(Ramesh Menon)  
Chief Executive Officer

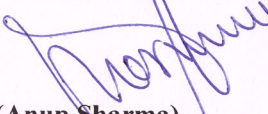
Certified that the transactions / accounting treatment provided in the draft Scheme involving HT Media Limited ("Transferee Company) and Digicontent Limited (Transferor Company 1") and Next Mediaworks Limited ("Transferor Company 2") and HT Mobile Solutions Limited ("Transferor Company 3") are in compliance with all the Accounting Standards applicable to a listed entity.

Since the Company does not have Managing Director, this Compliance Report has been signed by the Chief Executive officer.

Thanking you,

Yours faithfully,

For Next Mediaworks Limited

  
(Anup Sharma)  
Chief Financial Officer



  
(Ramesh Menon)  
Chief Executive Officer