

## POST OFFER REPORT

### Post Offer Report pursuant to and in accordance with Regulation 27(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

In respect of open offer ("Offer") for the acquisition of up to 1,73,92,157 equity shares of Next Mediaworks Limited ("Target Company") from the public shareholders of Target Company by HT Media Limited ("Acquirer").

Capitalized terms used herein but not specifically defined shall have the same meaning ascribed to such terms in the letter of offer dated March 5, 2019 in relation to the Offer.

### Report on status of release of Escrow Account

This is in continuation to the post offer report filed with SEBI vide letter dated April 23, 2019. This report provides details of release of escrow account which was created to secure performance obligations of the Acquirers.

#### A. Details of escrow arrangements

##### 1. Details of creation of Escrow account, as under

	Date(s) of creation	Amount (Rs. Lakhs)	Form of escrow account (Cash or Bank guarantee (BG) or Securities)
Escrow account	December 20, 2018	1,173.98*	Cash

\* Subsequently on March 5, 2019, the Acquirer deposited Rs. 3,525.00 lakhs in the Open Offer Escrow Account. With this, the total cash amount deposited in the Open Offer Escrow Account was Rs. 4,698.98 lakhs i.e. more than 100% of the Maximum Open Offer Consideration

##### 2. For such part of escrow account, which is in the form of cash, give following details:

- a. Name of the Scheduled Commercial Bank where cash is deposited – Kotak Mahindra Bank Limited
- b. Indicate when, how and for what purpose the amount deposited in escrow account was released, as under

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Release of escrow account		
Purpose	Date	Amount (Rs Lakhs)
Transfer to Special Escrow Account, if any	April 8, 2019	2,567.38
Amount released to Acquirer		
• Upon completion of payment of consideration	May 9, 2019	2,131.60
• Upon withdrawal of Offer	Not Applicable	Not Applicable
• Any other purpose (to be clearly specified)*	Not Applicable	Not Applicable
• Other entities on forfeiture	Not Applicable	Not Applicable

*\*Apart from closure*

**B. Other relevant information, if any**

None

For **Kotak Mahindra Capital Company Limited**



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**Date:** May 15, 2019

**Place:** Mumbai