

# Hindustan Media Ventures Limited

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CIN : L21090BR1918PLC000013

**Ref:** HMVL/CS/08/2015

19.11.2015

The Listing Department  
**Bombay Stock Exchange Limited**  
P.J. Tower, Dalal Street  
**MUMBAI – 400 001**

**The National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
**MUMBAI – 400 051**

**Scrip Code: 533217**  
**Company Code: HMVL**

Dear Sirs,

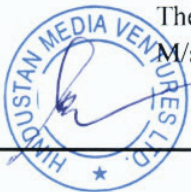
**Sub: Reg. approval of the revised scheme of arrangement at the meeting of the Board of Directors of the Company held on November 19, 2015.**

This is in continuation of our letter of even reference dated October 26, 2015, wherein it was informed that, the Board of Directors of the Company at its meeting held on October 26, 2015, have accepted the recommendations of the Audit Committee for transfer and vesting of Multi-media Content Management Undertaking of the Company ("**MMC Undertaking**") to and in HT Digital Information Private Limited, a wholly-owned subsidiary of HT Media Limited (holding company), as a 'going concern' on a slump exchange basis with issue of equity shares of the HT Digital Information Private Limited to the Company, by way of and in accordance with a scheme of arrangement as per the provisions of Sections 391 to 394 of the Companies Act, 1956, as amended or re-substituted or re-enacted from time to time.

The Board of Directors of the Company have been advised by the Audit Committee that the MMC Undertaking of the Company be now transferred and vested to and in HT Digital Streams Limited, a newly incorporated public unlisted company which is also a wholly-owned subsidiary of HT Media Limited, the holding company.

The Board of Directors of the Company at their meeting held today i.e. on November 19, 2015, have accepted the recommendations of its Audit Committee for transfer and vesting the MMC Undertaking of the Company to and in HT Digital Streams Limited ("**Transferee Company**"), a wholly owned subsidiary of HT Media Limited, the holding company, as a 'going concern' on a slump exchange basis with issue of fully paid up equity shares of the Transferee Company to the Company, by way of and in accordance with a scheme of arrangement as per the provisions of Sections 391 to 394 of the Companies Act, 1956, as amended re-substituted or re-enacted from time to time (hereinafter referred to as the "**Scheme**").

The slump exchange has been arrived at based upon the valuation report obtained from M/s. S.R. Dinodia & Co. LLP, Chartered Accountants and as duly approved by the



Registered Office :

Budh Marg, Patna - 800001

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हिन्दुस्तान

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Audit Committee. A fairness opinion on the Scheme has been obtained from D&A Financial Services (P) Limited, SEBI registered Merchant Banker.

The aforesaid Scheme is subject to various regulatory and other approvals and sanction by the High Court of Judicature at Patna.

Please acknowledge receipt.

Thanking you,

Yours faithfully,

For **Hindustan Media Ventures Limited**

A handwritten signature in blue ink, appearing to read 'Tridib Barat', with a horizontal line underneath it.

(Tridib Barat)  
Company Secretary