

**POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY**

This has reference to the Public Announcement ("PA") dated May 15, 2013 and the subsequent Addendum Public Announcement dated May 29, 2013 ("Addendum Public Announcement") in connection with the buyback of equity shares of Rs. 2/- each ("Share(s)") of HT Media Limited ("Company") at a maximum price of Rs. 110/- per equity share for a maximum amount of Rs. 250,000,000/- and for equity shares not exceeding 2,272,727 equity shares via the open market through stock exchanges ("Buyback") in accordance with Section 77A, 77AA and 77B of the Companies Act 1956, the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended ("Regulations") and the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary. The capitalized terms and abbreviations used herein have the same meaning as ascribed to them in the PA unless otherwise specified.

The Company had announced the Buyback of its equity shares pursuant to the approval of the Board of Directors of the Company at their meeting held on May 14, 2013, which was followed by a Public Announcement dated May 15, 2013 and Addendum Public Announcement dated May 29, 2013. The Buyback commenced on June 3, 2013 and it was completed on February 20, 2014. A notice of closure of buyback was issued on February 20, 2014 to the Stock Exchanges.

The Company till February 20, 2014 bought back a total of 2,272,727 equity shares (subject to close outs and credit in Company's DP account), which represents 100% of the Maximum Offer Shares, utilizing a total of Rs. 188,084,338.24 (excluding brokerage costs, and/or other transaction costs, such as securities transaction taxes, service tax, and stamp duty) which represents 75.23% of the Maximum Buyback Size i.e. Rs. 25 Crores. The price at which the equity shares were bought back was dependent on the price quoted on the BSE and NSE. The equity shares were bought back at an average price of Rs. 82.76/- per equity share.

The payout formalities will be completed in the due course as per the settlement with the stock exchanges post which the Company will extinguish 137,049 equity shares bought on February 20, 2014. Equity shares bought back prior to February 20, 2014 have already been extinguished.

As the Buyback was done via the open market through stock exchanges and equity shares were bought in demat segment, the identity of shareholders from whom equity shares exceeding one percent of the total equity shares bought in the Buyback is not known.

The Pre-Buyback and Post-Buyback capital structure of the Company is as follows:

Share Capital	Pre Buyback (As mentioned in the PA)	Post Buyback (As on February 21, 2014)*
<b>Authorised Share Capital</b>	Rs. 725,000,000 comprising 362,500,000 equity shares of Rs. 2/- each	Rs. 725,000,000 comprising 362,500,000 equity shares of Rs. 2/- each
<b>Issued Share Capital</b>	Rs. 470,042,082 comprising 235,021,041 equity shares of Rs. 2/- each fully paid-up	Rs. 465,496,628 comprising 232,748,314 equity shares of Rs. 2/- each fully paid-up
<b>Subscribed and Paid-up Share Capital</b>	Rs. 470,042,070 comprising 235,021,035 equity shares of Rs. 2/- each fully paid-up	Rs. 465,496,616 comprising 232,748,308 equity shares of Rs. 2/- each fully paid-up

\* The Company is in process of extinguishing the balance 137,049 equity shares out of the total of 2,272,727 equity shares bought back till February 20, 2014. This post buyback share capital is provided assuming extinguishment of said balance 137,049 equity shares.

The Pre-Buyback and Post-Buyback shareholding pattern of the Company is as follows:

Particulars	No. of Equity Shares outstanding	% holding Existing Equity Capital	No. of Equity Shares outstanding		% holding post buy back completion Equity Capital	
			Pre Buyback (as disclosed in PA dated May 15, 2013)	Post Buyback**		
Promoters and/or persons who are in control*	16,17,77,090	68.84	16,17,77,090	69.51		
Public Shareholding	7,32,43,945	31.16	7,09,71,218	30.49		
Institutions	4,80,01,943	20.42				
Mutual Funds/ UTI	1,51,30,113	6.43				
Financial Institutions/ Banks	1,09,829	0.05				
Insurance Companies	-	-				
Foreign Institutional Investors	3,27,62,001	13.94				
Non-Institutions	2,52,42,002	10.74				
Bodies Corporate	2,00,16,684	8.52				
Non residents	2,65,843	0.11				
Trusts	80	0.00				
Individuals	49,35,758	2.10				
Foreign Nationals	-	-				
Directors of the Company	-	-				
Clearing Members	23,396	0.01				
Non-Promoter Directors of Promoter Companies	241	0.00				
<b>TOTAL</b>	<b>23,50,21,035</b>	<b>100.00</b>	<b>23,27,48,308</b>	<b>100.00</b>		

\* Excludes holding of the directors of the Promoter Companies, since their holding is not required to be considered as promoters' holding in the filing with the stock exchanges.

\*\* The Company is in process of extinguishing the balance 137,049 equity shares out of the total of 2,272,727 equity shares bought back till February 20, 2014. This post buyback equity share capital is provided assuming extinguishment of said balance 137,049 equity shares.

The Board of Directors of the Company accepts responsibility for all the information contained in this Post Buyback Public Announcement.

For and on behalf of the Board of Directors of HT Media Limited

Sd/- Shobhana Bhartia Chairperson & Editorial Director (Managing Director under the Companies Act, 1956)	Sd/- Rajiv Verma Whole-time Director (Designated as CEO)	Sd/- Dinesh Mittal Group General Counsel & Company Secretary
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Date: February 21, 2014  
 Place: New Delhi