

STRICTLY PRIVATE AND CONFIDENTIAL

February 10, 2021

To,
The Board of Directors,
HT Media Limited,
18-20 Kasturba Gandhi Marg,
New Delhi - 110001

To,
The Board of Directors,
Digicontent Limited,
18-20 Kasturba Gandhi Marg,
New Delhi – 110001

To,
The Board of Directors,
Next Mediaworks Limited,
701 A, Tower 2, Indiabulls Finance Centre,
Senapati Bapat Marg, Mumbai - 400013

Dear Sirs,

Sub: Fairness Opinion on Share Exchange Ratio recommended by the Valuers pursuant to the Proposed Scheme of Amalgamation

We refer to the engagement letter dated February 1, 2021 ("Engagement Letter") whereby HT Media Limited ("**Transferee Company**" or "**HTML**"), Digicontent Limited ("**Transferor Company 1**" or "**DCL**"), Next Mediaworks Limited ("**Transferor Company 2**" or "**NMW**") have engaged Inga Ventures Private Limited ("Inga"), to provide a fairness opinion to them on the Share Exchange Ratio recommended by the two valuers, viz. SSPA & Co, Chartered Accountants ("SSPA" or "Valuer 1") and Finvox Analytics ("Finvox" or "Valuer 2") under their report jointly issued dated February 10, 2021 ("Share Exchange Ratio Report / Valuation Report") for the proposed amalgamation of DCL, NMW & HT Mobile Solutions Limited ("**Transferor Company 3**" or "**HTMS**") with HTML as a going concern with effect from April 1, 2020 ('**Appointed Date**') ("**Proposed Amalgamation**") vide a scheme of Amalgamation under the provisions of Sections 230 to Section 232 of the Companies Act, 2013 read with other applicable provisions and rules thereunder ("**Proposed Scheme**").

HTML, DCL, NMW & HTMS are hereinafter collectively referred to as the "**Companies**".

Company Background and Purpose

HT Media Limited is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company publishes 'Hindustan Times', an English daily, and 'Mint', a Business paper and undertakes commercial printing jobs. The company is also engaged through its subsidiaries, into the business of providing entertainment, radio broadcast and all other related activities through its Radio Stations operating under brand name 'Fever 104', 'Fever' and 'Radio Nasha'. The digital business of the company comprises of various online platforms such as 'shine.com', etc. The company derives revenue primarily from the sale of the above-mentioned publications, advertisements published therein, by undertaking printing jobs and airtime advertisements aired at the aforesaid radio stations. Equity shares of HTML are listed on Bombay Stock Exchange limited and the National Stock Exchange Limited ("**Stock Exchanges**"). HTML also





holds 74.40% equity stake in Hindustan Media Ventures Limited (“**HMVL**”) and ~51% equity stake in NMW.

HMVL is engaged in the printing and publication of newspapers and periodicals in India. HMVL’s product line includes Hindustan, a Hindi daily newspaper that provides news relating to politics, business, entertainment, sports, and other general interests. Equity shares of HMVL are listed on the Stock Exchanges.

Digicontent Group consists of DCL and its wholly owned subsidiary HT Digital Streams Limited (“**HTDSL**”). DCL and HTDSL collectively are engaged in Entertainment & Digital Innovation Business. The equity shares of DCL are listed on the stock exchanges.

Next Mediaworks Group consists of NMW and its subsidiary Next Radio Limited (“**NRL**”) and its step-down subsidiary Syngience Broadcast Ahmedabad Limited (“**SBAL**”). NRL is engaged in the business of FM broadcasting and presently has the "Radio One" FM brand in 7 cities of the country being Delhi, Mumbai, Chennai, Kolkata, Bangalore, Pune, and Ahmedabad. The company operates under frequency 94.3MHz in all its cities except for the city of Ahmedabad where it operates under the frequency 95 MHz. The equity shares of NMW are listed on the stock exchanges. HTML owns ~51% equity stake in NMW.

HTMS is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India having investment through HT Digital Media Holdings Limited to carry out mobile marketing, social media marketing, advertising, mobile CRM and loyalty campaigns, mobile music content, ring tones and integrates with other media campaigns and strategies. HTMS has filed a scheme of amalgamation with the National Company Law Tribunal for merger of Firefly e-Ventures Limited (“**FVL**”), HT Digital Media Holdings Limited (“**HTDML**”), HT Education Limited (“**HTEL**”), HT Learning Centers Limited (“**HTLCL**”), India Education Services Private Limited (“**IESPL**”), Topmovies Entertainment Limited (“**TEL**”) with itself, which is pending for final approval. As informed by the management of the Companies (“**Management**”), the implementation of the above-mentioned scheme of amalgamation will be a pre-condition for the proposed amalgamation of HTMS with HTML. Post implementation of the HTMS Scheme, HTML will hold ~99.41% equity interest in HTMS.

The proposal envisages, inter alia, the Amalgamation of DCL, NMW and HTMS with HTML, whereby equity shares of HTML will be issued to the shareholders of DCL, NMW and HTMS. Both the Valuers have arrived at a swap ratio ("Share Exchange Ratio") of 4 (Four) equity shares of HTML having a face value of INR 2/- each fully paid up for every 13 (Thirteen) equity shares of DCL having a face value of INR 2/- each fully paid up, 1 (One) equity share of HTML having a face value of INR 2/- each fully paid up for every 14 (Fourteen) equity shares of NMW having a face value of INR 10/- each fully paid up and 1 (One) equity share of HTML having a face value of INR 2/- each fully paid up for every 12 (Twelve) equity shares of HTMS having a face value of INR 10/- each fully paid up.

The addressee Companies in terms of the Engagement Letter have requested us to issue our independent opinion as to the fairness of the Share Exchange Ratio recommended by the valuers (“Fairness Opinion”).

Source of Information

For arriving at the opinion set forth below, we have received from the Management and any information available in the public domain:

1. Share Exchange Ratio Report issued by the Valuers;





2. Annual Reports / standalone audited financial statements of the Companies and its Subsidiaries, Joint Ventures and Associates for the financial year ('FY') ended March 31, 2020.
3. Limited review standalone financial statements of the Companies and subsidiaries & associates of the Companies for 6 months period ended September 30, 2020.
4. Standalone financial projections of HTML, HMLV, HTDSL, NRL and HTMS, as provided by the Management
5. Scheme of amalgamation in relation to HTMS, Firefly e-Ventures Limited, HT Digital Media Holdings Limited, HT Education Limited, HT Learning Centers Limited, India Education Services Private Limited and Topmovies Entertainment Limited with an appointed date of April 1, 2020
6. Draft Composite Scheme of Amalgamation
7. Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern, ESOP, income- tax position and other relevant information and data, including information in the public domain
8. Such other information and explanations as required and which have been provided by the Management including Management Representation.
9. Such other Information received during discussion with Valuers.

Scope Limitations

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the Companies for the purposes of this Fairness Opinion. We express no opinion, and accordingly, accept no responsibility with respect to or for such information, or the assumptions on which it is based, and, we have simply accepted this information on an "as is" basis, and, have not verified the accuracy and/or the completeness of the same from our end.

We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of the Companies and its related parties (holding company / subsidiary /associates /joint ventures etc.) and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of the Companies and its related parties.

We have not reviewed any internal management information statements or any non-public reports, and instead, with your consent, have relied upon information that was publicly available or provided or otherwise made available to us by Companies on an "as is" basis for the purposes of this Fairness Opinion. We are not experts in the evaluation of litigation or other actual or threatened claims, and accordingly, we have not evaluated any litigation or other actual or threatened claims.

We have assumed that there are no circumstances that could materially affect the business or financial prospects of Companies and its related parties.

We understand that the management of Companies, during our discussion with them, would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining necessary regulatory or other consents, no restrictions will be imposed or there will be no delays that will have a material adverse effect on the Proposed Scheme. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have an obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we were not authorized to solicit, and did not solicit, interest from any party with respect to the acquisition, business combination or other extraordinary transaction involving Companies, its related parties or any of its assets, nor did we negotiate with any other party in this regard.





We express no opinion whatsoever and make no recommendation at all as to the Companies underlying decision to effect the Proposed Amalgamation. We also do not provide any recommendation to the holders of equity shares or secured or unsecured creditors of the Companies with respect to the Proposed Amalgamation. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of HTML, DCL and NMW will trade following the announcement of the Proposed Amalgamation or as to the financial performance of HTML following the consummation of the Proposed Amalgamation. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders / investors should buy, sell or hold any stake in HTML, DCL, NMW or HTMS or any of its related parties.

Our report is not, nor should it be construed as opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, competition, taxation (including transfer pricing) and capital market related laws or as regards any legal implications or issues arising in India or abroad from such Proposed Amalgamation.

Conclusion

Based on our examination of the Share Exchange Ratio/Valuation Report, such other information / undertakings / representations provided to us by the management of the Companies and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned hereinabove and to the best of our knowledge and belief, we are of the opinion that the recommendation made by the Valuers of the Share Exchange Ratio is fair and reasonable for the shareholders of HTML and DCL, NMW, HTMS which is as under:.

The fair equity share exchange ratio for the proposed amalgamation of DCL with HTML is as under:
4 (Four) equity shares of HTML of INR 2 each fully paid up for every 13 (Thirteen) equity shares of DCL of INR 2 each fully paid up

The fair equity share exchange ratio for the proposed amalgamation of NMW with HTML is as under:
1 (One) equity share of HTML of INR 2 each fully paid up for every 14 (Fourteen) equity shares of NMW of INR 10 each fully paid up

The fair equity share exchange ratio for the proposed amalgamation of HTMS with HTML is as under:
1 (One) equity share of HTML of INR 2 each fully paid up for every 12 (Twelve) equity shares of HTMS of INR 10 each fully paid up

Distribution of the Fairness Opinion

The Fairness Opinion is addressed only to the Board of Directors of Companies and is for the purpose of submission to the Stock Exchanges under the SEBI Circular. Further, the Fairness Opinion may be disclosed on the website of the Companies and the Stock Exchanges and also be made part of the explanatory statement to be circulated to the shareholders and/or creditors of the Companies. The Fairness Opinion shall not otherwise be disclosed or referred to publicly or to any other third party without Inga's prior written consent.

However, the Companies may provide a copy of the Fairness Opinion if requested / called upon by any regulatory authorities of India subject to the Companies promptly intimating Inga in writing about receipt of such request from the regulatory authority. The Fairness Opinion should be read in totality and not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose other than the purpose mentioned hereinabove. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then,





we will not be liable for any consequences thereof and shall not take any responsibility for the same. Neither this Fairness Opinion nor its contents may be referred to or quoted to / by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

In no circumstances however, will Inga or its management, directors, officers, employees, agents, advisors, representatives and controlling persons of Inga accept any responsibility or liability including any pecuniary or financial liability to any third party.

Yours truly,

For **Inga Ventures Private Limited**

R. R. Shah



Kavita Shah

Partner