

The Listing Department
 BSE Limited
 P.J. Towers, Dalal Street
MUMBAI - 400 001

ANNEXURE - I

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between HT Media Limited ("Demerged Company") and HT Digital Ventures Limited ("Resulting Company") and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013

Dear Sir,

It is hereby certified that the draft Scheme of Arrangement involving HT Media Limited ("Demerged Company") and HT Digital Ventures Limited ("Resulting Company") and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Scheme"), 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 (the "SEBI LODR Regulations") and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:


Sr. No.	Reference	Particulars
1	Compliance with Regulations 17 to 27 of SEBI LODR Regulations	Complied
2	Compliance with Regulation 11 of the SEBI LODR Regulations	Complied - The draft Scheme of Arrangement 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 under Regulation 37 of SEBI LODR Regulations
Requirements of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on schemes of arrangement involving listed companies		
(a)	Para (I)(A)(2)	Complied - The following documents are enclosed with the application under Regulation 37 of SEBI LODR Regulations: <ol style="list-style-type: none"> 1. Draft Scheme of Arrangement 2. Share Entitlement Ratio Report 3. Report from the Audit Committee recommending the Draft Scheme of Arrangement



		<p>4. Fairness Opinion by SEBI registered Merchant Banker</p> <p>5. Pre and Post Scheme shareholding pattern of the Demerged Company and Resulting Company</p> <p>6. The Resulting Company is newly incorporated and hence, no financial results are available</p> <p>7. Auditors Certificate confirming the accounting treatment mentioned in the Scheme of Arrangement is in compliance with the applicable accounting standards</p> <p>8. This compliance report certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for Scheme of Arrangement and all accounting standards</p>
(b)	Para (I)(A)(3)	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)	Complied - Share Entitlement Ratio Report from Jain Jindal & Co., Chartered Accountant, is enclosed with the application under Regulation 37 of SEBI LODR Regulations
(d)	Para (I)(A)(5)	Complied – Certificate from S.R. Batliboi & Co. LLP, Auditors of the Company confirming the accounting treatment mentioned in the Scheme of Arrangement is in compliance with the applicable accounting standards is enclosed with the application under Regulation 37 of SEBI LODR Regulations
(e)	Para (I)(A)(9)	The requirements stated in Para(I)(A)(9)(b) are not applicable and the undertaking, alongwith certificate of the Auditors, as approved by the Board of Directors of Demerged Company, stating the reasons for non-applicability of the said Para are enclosed with the application under Regulation 37 of SEBI LODR Regulations


For HT Media Limited


(Dinesh Mittal)
 Whole-time Director
 Group General Counsel & Company Secretary


(Shobhana Bhartia)
 Chairperson & Editorial Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement involving HT Media Limited and HT Digital Ventures Limited, are in compliance with all the Accounting Standards applicable to a listed entity.

For HT Media Limited



(Piyush Gupta)
Group Chief Financial Officer



12 SEP 2017



(Shobhana Bhartia)
Chairperson & Editorial Director