

Brief particulars of the transferee/ resulting and transferor/demerged Companies

| Particulars | Transferee/ Resulting Company | Transferor Company 1 | Transferor Company 2 |
|---|--|--|---|
| Name of the company | T.V. Today Network Limited | Mail Today Newspapers Pvt Ltd. | India Today Online Pvt. Ltd. |
| Date of Incorporation & details of name changes, if any | The Transferee Company was incorporated as T.V. Today Network Limited under the Indian Companies Act, 1956 as a public limited company by shares, pursuant to certificate of incorporation dated December 12, 1999. | The Transferor Company 1 was incorporated as Mail Today Newspapers Private Limited under the Indian Companies Act, 1956 as a private limited company by shares, pursuant to certificate of incorporation dated May 09, 2007. | The Transferor Company 2 was incorporated as India Today Online Private Limited under the Indian Companies Act, 1956 as a private limited company by shares, pursuant to certificate of incorporation dated September 14, 2000. However, the Transferor Company 2 has been a deemed Public Company u/s 43A of the Companies Act, 1956 w.e.f October 10, 2000 and the word Private was deleted. Further, the word "Private" has been added before the word Limited u/s 43A(2A) of the Companies (Amendment) Act, 2000 w.e.f June 14, 2004. |
| Registered Office | F-26, First Floor, Connaught Circus, Delhi-110 001 | F-26, Connaught Place, New Delhi-110001 | F-26, First Floor, Connaught Place, New Delhi-110001 |
| Brief particulars of the scheme | <p>The scheme seeks to restructure, amalgamate and consolidate the business of publishing of daily English newspaper "Mail Today", conducted through Transferor Company 1, Transferor Company 2 and the Transferee Company.</p> <p>Pursuant to the scheme, the Transferor Company 2 will merge into the Transferee Company and the entire capital the the Transferor Company 2 held by the Transferee Company will be cancelled upon the merger. Further, the scheme entails the demerger of the MTM Undertaking (as defined in the scheme) from Transferor Company 1 to the Transferee Company.</p> <p>For further details, please see the Composite Scheme of Arrangement and Amalgamation annexed as "Annexure 2"</p> | | |
| Rationale for the | The proposed restructuring would be in the best interest of the Transferor Company 1, Transferor Company 2 and the Transferee Company | | |



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| scheme | and their respective shareholders and creditors as the proposed restructuring will yield advantages of generating editorial and business synergies which will result in operational efficiencies due to optimal utilisation of content of the newspaper business by the TV channels and other advantages as set out below: 1. consolidation of business and entities; 2. ease of management; 3. pooling of resources, creating better synergies across the group, optimal utilisation of resources and greater economies of scale; and 4. faster and effective decision making, better administration and cost reduction (including reduction in administrative and other common costs). | | |
| Date of resolution passed by the Board of Director of the company approving the scheme | December 15, 2017 | December 15, 2017 | December 15, 2017 |
| Date of meeting of the Audit Committee in which the draft scheme has been approved | December 15, 2017 | December 15, 2017 | Not applicable ("N.A.") |
| Appointed Date | January 1, 2017 | January 1, 2017 | January 1, 2017 |
| Name of Exchanges where securities of the company are listed | National Stock Exchange of India Limited and BSE Limited | N.A. | N.A. |
| Nature of Business | Television programming and Broadcasting Activities | Publishing of Newspapers | It is formed with the object of providing web and internet based service, publishing, distributing, marketing newspaper etc |
| Capital before the scheme (No. of equity shares as well as capital in rupees) | Rs. 298,268,075 divided into 59,653,615 equity shares having face value of Rs. 5/- each | Rs. 1,7716,040,180 divided into 171,604,018 equity shares having face value of Rs. 10/- each | Rs. 948,073,890 divided into 94,807,389 equity shares having face value of Rs. 10/- each |
| No. of shares to be issued | N.A. | N.A. | N.A. |



| Cancellation of shares on account of cross holding, if any | N.A. | N.A. | 94,807,389 equity shares will be cancelled | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|---|--|---|---------------|--------------|---------------|--------------|---------------|--------------|---------------|--------------|-----|--|------|--|---------------|--------------|---------------|--------------|---------------|--------------|---------------|--------------|---------------|--------------|---------------|--------------|----------|----------|-------|----------|-------|-----------|-----|-----------|-----|----------|-----|--|--------|----------|-------|----------|-------|-----|-----|-----|-----|-----|-----|--|-----------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|--|
| Capital after the scheme (No. of equity shares as well as capital in rupees) | Rs. 298,268,075 divided into 59,653,615 equity shares having face value of Rs. 5/- each | Rs. 1,231,582,860 divided into 123,158,2860 equity shares having face value of Rs. 10/- each | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Net Worth | (Rs. In crores) Pre 577.97 Post 577.97 | (Rs. In crores) 82.64 82.64 | (Rs. In crores) Pre: Rs. 5.73 Post : Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Valuation independent Chartered Accountant | N.A. | N.A. | N.A. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of the valuer/valuer firm and Regn no. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. | N.A. | N.A. | N.A. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Fair value per shares | N.A. | N.A. | N.A. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Exchange ratio | N.A. | N.A. | N.A. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of Merchant Banker giving fairness opinion | Corporate Professionals Capital Private Limited | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shareholding pattern | <table><thead><tr><th colspan="2">Pre</th><th colspan="2">Post</th><th colspan="2">Pre</th><th colspan="2">Post</th><th colspan="2">Pre</th><th colspan="2">Post</th></tr><tr><th>No. of shares</th><th>% of holding</th><th>No. of shares</th><th>% of holding</th><th>No. of shares</th><th>% of holding</th><th>No. of shares</th><th>% of holding</th><th>No. of shares</th><th>% of holding</th><th>No. of shares</th><th>% of holding</th></tr></thead><tbody><tr><td>Promoter</td><td>34251486</td><td>57.42</td><td>34251486</td><td>57.42</td><td>171604018</td><td>100</td><td>123158286</td><td>100</td><td>94807389</td><td>100</td><td></td></tr><tr><td>Public</td><td>25402129</td><td>42.58</td><td>25402129</td><td>42.58</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td></td></tr><tr><td>Custodian</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td></td></tr></tbody></table> | | | Pre | | Post | | Pre | | Post | | Pre | | Post | | No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | Promoter | 34251486 | 57.42 | 34251486 | 57.42 | 171604018 | 100 | 123158286 | 100 | 94807389 | 100 | | Public | 25402129 | 42.58 | 25402129 | 42.58 | Nil | Nil | Nil | Nil | Nil | Nil | | Custodian | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | |
| Pre | | Post | | Pre | | Post | | Pre | | Post | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | No. of shares | % of holding | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Promoter | 34251486 | 57.42 | 34251486 | 57.42 | 171604018 | 100 | 123158286 | 100 | 94807389 | 100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Public | 25402129 | 42.58 | 25402129 | 42.58 | Nil | Nil | Nil | Nil | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Custodian | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |



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|--|--|---------------------|------------------|--|---|------------|------------------------------------|------------|--|------------|--|
| TOTAL | 59653615 | 100 | 59653615* | 100 | 171604018 | 100 | 123158286 | 100 | Nil | Nil | |
| No of shareholders | 22,698 (As on 15.12.2017) | Please refer note 1 | | | 7 (including nominee Shareholders) | 5 | 7 (including nominee Shareholders) | 6 | 7 (including 6 nominee Shareholders) | | |
| Names of the Promoters (with PAN nos.) | Mr. Aroon Purie (PAN: AMPP8169P) Ms. Koel Purie Rinchet (PAN: AHLPP6533H) Living Media India Limited (PAN: AAACL0087H) World Media Private Limited (PAN: AACW0922G) | | | | T.V. Today Network Limited (PAN: AABCT0424B) India Today Online Pvt. Ltd (PAN: AAACI8107M) | | | | T.V. Today Network Limited (PAN: AABCT0424B) | | |
| Names of the Board of Directors (with DIN and PAN nos.) | Name | DIN | PAN | Name | DIN | PAN | Name | DIN | PAN | | |
| | Mr. Aroon Purie | 00002794 | AMPP8169P | Mr. Aroon Purie | 00002794 | AMPP8169P | Mr. Vinay Kumar Singh | 02578531 | ABEPS1008H | | |
| | Ms. Kalli Purie Bhandal | 00105318 | AADPP8192R | Ms. Kalli Purie Bhandal | 00105318 | AADPP8192R | Mr. Rajender Kumar Mangla | 06699673 | AHMPM9516A | | |
| | Mr. Devajyoti Nirmalkumar Bhattacharya | 00868751 | AADPB0965A | Mr. Devajyoti Nirmalkumar Bhattacharya | 00868751 | AADPB0965A | Mr. Dinesh Kumar Sehgal | 07331298 | AGJPS1238H | | |
| | Mr. Ashok Kapur | 00003577 | AAJPK0341H | Mr. Vinay Kumar Singh | 02578531 | ABEPS1008H | | | | | |
| | Mr. Rajeev Gupta | 00241501 | AAAPG1185E | Mr. Rajender Kumar Mangla | 06699673 | AHMPM9516A | | | | | |
| | Mr. Anil Vig | 00022816 | AAAPV2836K | | | | | | | | |
| Please specify relation | Transferor Company 1 and Transferor Company 2 are indirectly and directly held wholly owned subsidiaries of the Transferee Company. | | | | | | | | | | |



| among the companies involved in the scheme, if any | | |
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| Details regarding change in management control in listed or resulting company seeking listing if any | N.A. | N.A. |

**There will be no change in the shareholding pattern on the Effective Date as no shares are being issued by the Company. This shareholding pattern set out above is subject to any change in the share capital of the Company pursuant to any allotment of shares in the interim or to the extent of exercise of ESOP options by the employees of the Company, pursuant to the existing ESOP Scheme of the Company.*

Note 1: The Transferee Company is a listed entity whose shares are publicly traded on Stock Exchanges on regular basis. Hence, the number of shareholders may undergo a change.

