



Ann 8
TV TODAY NETWORK LTD.
India Today Group Mediaplex
FC 8, Sector 16 A, Film City, Noida – 201301
Tel: +91 120 4908600 Fax: +91 120 4325028
Website: www.aajtak.in
CIN No : L92200DL1999PLC103001



To,

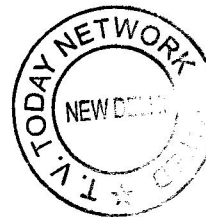
Listing Department,
BSE Limited,
PJ Towers, Dalal Street,
Mumbai 400 001,
Scrip Code: 532515

Dear Sirs,

Sub: Compliance report as per format specified in Securities and Exchange Board of India ("SEBI") circular dated March 10, 2017, bearing reference no CFD/DIL3/CIR/2017/21 read with circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("SEBI Circular").

It is hereby certified that the draft scheme of arrangement involving T.V. Today Network Limited ("Transferee Company"), Mail Today Newspapers Pvt. Ltd. ("Transferor Company 1") and India Today Online Pvt. Ltd. ("Transferor Company 2") 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 ("LODR Regulations") and the SEBI Circular, including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied





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(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	As the composite scheme of arrangement involves restructuring between the Transferee Company and its directly and indirectly held wholly owned subsidiaries without issuance of any shares as consideration and listing of any unlisted entities, these requirements are not applicable.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Not applicable
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, will be complied

For T.V. Today Network Limited

Ashish Sabharwal,
Company Secretary
Membership No.:F4991

Aroon Purie,
Chairman & Managing Director,
DIN: 00002794



Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Transferee Company, Transferor Company 1 and Transferor Company 2 are in compliance with all the Accounting Standards applicable to a listed entity.

Dinesh Bhatia,
Chief Financial Officer
PAN: AAJPD8788K

Aroon Purie,
Chairman & Managing Director,
DIN: 00002794

