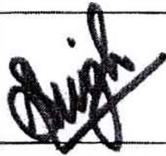


Compliance Report to be submitted along with the draft scheme

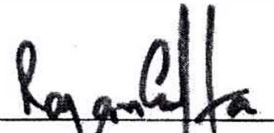
It is hereby certified that the draft composite scheme of Amalgamation and Arrangement involving DEN Networks Limited, Hathway Cable and Datacom Limited, TV18 Broadcast Limited, Media18 Distribution Services Limited, Web18 Digital Services Limited, Digital18 Media Limited and Network18 Media & Investments Limited 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 and this circular, including the following:

Sr. No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards - NOT APPLICABLE
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting



(Ajay Singh)

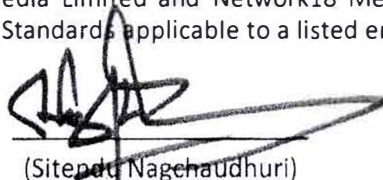
Head Legal, Company Secretary & Chief Compliance officer



(Rajan Gupta)

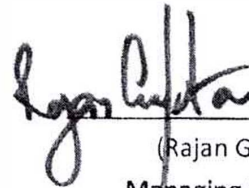
Managing Director

Certified that the transactions/ accounting treatment provided in draft composite scheme of Amalgamation and Arrangement involving DEN Networks Limited, Hathway Cable and Datacom Limited, TV18 Broadcast Limited, Media18 Distribution Services Limited, Web18 Digital Services Limited, Digital18 Media Limited and Network18 Media & Investments Limited are in compliance with all the Accounting Standards applicable to a listed entity.



(Sitendu Nagchaudhuri)

Chief Financial Officer



(Rajan Gupta)

Managing Director



Date: 17th February 2020

Hathway Cable and Datacom Limited

805/806, "Windsor", Off C.S.T. Road, Kalina, Santacruz (E), Mumbai - 400 098. Tel :+ 91 022 40542500 Fax : + 91 022 40542700

Regd. Off.: "Rahejas", 4th Floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054.

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CIN No. L64204MH1959PLC011421