

Date: 20<sup>th</sup> August, 2018

To,  
The Manager  
Department of corporate Services  
**BSE Limited**  
25<sup>th</sup> Floor, P J Towers, Dalal Street Mumbai - 400001  
Security Code: 532416

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G. Bandra Kuria Complex  
Bandra, East,  
Mumbai- 400051  
Symbol: NEXTMEDIA

Dear Sir/Madam,

**Ref.: Compliance Report**

It is hereby certified that the draft scheme of arrangement and amalgamation involving HT Media Limited , Next Radio Limited, HT Music and Entertainment Company Limited and Next Mediaworks 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 ("LODR Regulations") and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
<b>Requirements of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017</b>		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	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
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting




Company Secretary






Managing Director



Certified that transactions / accounting treatment provided in the draft scheme of arrangement and amalgamation involving HT Media Limited, Next Radio Limited, HT Music and Entertainment Company Limited and Next Mediaworks Limited are in compliance with all the Accounting Standards applicable to a listed entity.

  
Chief Financial Officer



  
Managing Director

