



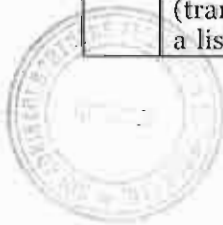
ANNEXURE IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Composite Scheme of Amalgamation and Arrangement between Maiboli Broadcasting Private Limited ('MBPL') and Sri Adhikari Brothers Assets Holding Private Limited ('SAB Assets') and Sri Adhikari Brothers Television Network Limited ('SABTNL') and UBJ Broadcasting Private Limited ('UBJ') and HHP Broadcasting Services Private Limited ('HHP') and MPCR Broadcasting Service Private Limited ('MPCR') and TV Vision Limited ('TVL') and Marvick Entertainment Private Limited ('MEPL') and their Respective Shareholders ('the Scheme')

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied BSE Limited is the Designated Stock Exchange
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Composite Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied Please refer page No. 25 - 99
2.b	Valuation Report from Independent Chartered Accountant	Complied Please refer page No. 100 - 110
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied Please refer page No. 117 - 122
2.d	Fairness opinion by merchant banker	Complied Please refer page No. 123 - 128
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied Please refer page No. 129 - 148
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied Please refer Annexure I (Page No. 149 - 156)
2.g	Compliance with Clause 49 of Listing Agreement	Complied Please refer page No. 157 - 158
2.h	Complaints Report	Will be sent to you as per your requirement
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a	Yes



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	Composite Scheme of Amalgamation and Arrangement (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Complied
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	The unlisted transferee entities will not issue/ reissue any shares, not covered under the Draft Scheme
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	As on date of application there are no outstanding warrants/ instruments/ agreements (the shareholders have approved the Employee Stock Option Scheme) which give right to any person to take the equity shares in the transferee entities at any future date as per the Composite Scheme of Amalgamation and Arrangement
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

Place: Mumbai
Date: 5th September, 2014


Managing Director
Markand Adhikari

