

ANNEXURE II

August 27, 2019

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: HINDUJAVEN

Re: Compliance Report

It is hereby certified that the Scheme of Arrangement between IndusInd Media and Communications Limited and Hinduja Ventures 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 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
Requirements of SEBI Circular No. CFD/DIL3/CIR/2017/21		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for scheme of arrangement involving unlisted entity
(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



Hasmukh Shah
Company Secretary



Ashok Mansukhani
Managing Director

Certified that the transactions/ accounting treatment provided in the scheme of arrangement involving Hinduja Ventures Limited is in compliance with all the Accounting Standards applicable to a listed entity.



Amar Chintopanth
Chief Financial Officer



Ashok Mansukhani
Managing Director

CIN. No.: L51900MH1985PLC036896

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HINDUJA GROUP