


### Compliance Report

It is hereby certified that the Draft Scheme of Amalgamation between ADI BPO Services Limited (Post Demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) and the Company, 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 the 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 the SEBI circular</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

  
Sunit Malhotra  
CFO & Company Secretary

  
Rahul Arora  
CEO & Whole Time Director

Certified that the accounting treatment provided in the Draft Scheme of Amalgamation involving ADI BPO Services Limited (Post Demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) and the Company are in compliance with all the Accounting Standards applicable to a listed entity.

  
Sunit Malhotra  
CFO & Company Secretary

  
Rahul Arora  
CEO & Whole Time Director

Date: January 22, 2018  
Place: Gurgaon