

February 17, 2020

To,

**The Board of Directors,
Hathway Cable and Datacom Limited**
Rahejas, 4th Floor,
Corner of Main Avenue & V. P. Road,
Santacruz (W),
Mumbai - 400 054

Sub: Fairness opinion on the Share Swap Ratio in relation to the Composite Scheme of Amalgamation and Arrangement involving the merger of Hathway Cable and Datacom Limited into Network18 Media & Investments Limited

In terms of our engagement letter dated February 03, 2020 with Hathway Cable and Datacom Limited ("HCDL" / "Company"), HCDL has requested ICICI Securities ("I-Sec") to provide a fairness opinion on the 'Share Swap Ratio' in relation to proposed amalgamation of HCDL into Network18 Media & Investments ("Network18") under the composite scheme of Amalgamation and Arrangement involving Network18, TV18 Broadcast Limited ("TV18"), Den Networks Limited ("DEN"), HCDL, Digital18 Media Limited, Media18 Distribution Services Limited, Web18 Digital Services Limited and their respective shareholders and creditors ("Scheme").

BACKGROUND, PURPOSE AND USE OF THIS FAIRNESS OPINION

We understand that the management of HCDL is considering the Scheme in terms of which HCDL would be amalgamated into Network18. The appointed date ("Appointed Date") for the Scheme has been determined as February 1, 2020. As a consideration for the amalgamation, all shareholders of HCDL, as of a record date to be determined by the Board of HCDL and / or Network18 ("Record Date"), shall receive new equity shares of Network18, in accordance with the Share Swap Ratio determined and recommended by an independent valuer. HCDL, in terms of the Scheme and upon the Scheme coming into effect, shall stand dissolved without winding up and without any further act or deed.

HCDL has engaged MSKA & Associates Chartered Accountants ("Independent Valuer") to determine and recommend the share swap ratio in terms of the requirements of SEBI CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time ("SEBI Circular"). In this connection, we have been requested by HCDL to render an opinion on whether the Share Swap Ratio determined and recommended by the Independent Valuer vide their report dated February 17, 2020 is fair and reasonable to the shareholders of HCDL from the financial point of view.

As per Independent Valuer's recommendation, under the Scheme, the equity shareholders of HCDL, as of the Record Date, will receive seventy eight (78) fully paid up equity shares of Network18 with the face value of Rs. Five (5) each for every hundred (100) fully paid up equity shares of HCDL with the face value of Rs. Two (2) each.

SEBI Registration : INM000011179
CIN No.: 167120MH1995PLC086241

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We shall also be providing fairness opinion to the Board of Directors of the TV18 and DEN in relation to the Scheme.

This fairness opinion is being issued in terms of the SEBI Circular and is intended only for the sole use and information of HCDL, and only in connection with the Scheme including for the purpose of obtaining judicial and regulatory approvals for the Scheme. We are not responsible in any way to any other person / party for any decision of such person or party based on this fairness opinion. Any person / party intending to provide finance / invest in the shares / business of any of the companies involved in the Scheme or their subsidiaries / joint ventures / associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this fairness opinion or any part thereof, other than in connection with the Scheme as aforesaid can be done only with our prior permission in writing. We acknowledge that this fairness opinion will be shared to the extent as may be required, with National Company Law Tribunal, BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE” and together with the BSE, the “Stock Exchanges”), advisors of HCDL in relation to the Scheme, as well as with other relevant statutory or regulatory authorities.

SOURCES OF INFORMATION

In arriving at our opinion set forth below, we have relied on:

- (a) Discussions (including oral) and the draft and final valuation report of the Independent Valuer;
- (b) Discussions (including oral) with management of each of HCDL and Network18 regarding the Scheme;
- (c) Audited financial statements of HCDL and Network18 for the years ended March 31, 2019 and March 31, 2018;
- (d) Limited review financial statements of HCDL and Network18 for the nine months ended December 31, 2019;
- (e) Limited reviewed Summary financials (Revenue, EBIDTA, PAT and Net Debt) for the nine months ended December 31, 2019 for the subsidiaries;
- (f) Market data / trading data of HCDL and Network18 from the Stock Exchanges;
- (g) Market data of the comparable companies and businesses from Bloomberg;
- (h) Draft Scheme; and
- (i) Other relevant information and documents for the purpose of this engagement

SCOPE LIMITATIONS

Our fairness opinion is subject to the scope limitations detailed hereinafter. As such the fairness opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

Our work does not constitute an audit, due diligence or certification of the historical financial statements in relation to each of HCDL and Network18 including their respective working results or businesses referred. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this fairness opinion.



Our analysis and results are specific to the purpose of the exercise of giving our fairness opinion on the Share Swap Ratio. It may not be valid for any other purpose or if provided on behalf of any other entity.

Our analysis and results are also specific to the date of this fairness opinion and based on information as at February 14, 2020. An exercise of this nature involves consideration of various factors. This fairness opinion is issued on the understanding that each of HCDL and Network18 have drawn our attention to all the matters which may have an impact on our opinion or on the Share Swap Ratio for the Scheme, including any significant changes that have taken place or are likely to take place in the financial position or businesses subsequent to the Appointed Date. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.

In the course of the present exercise, we were provided with both written and verbal information, including financial data. The terms of our engagement were such that we were entitled to rely upon the information provided without detailed inquiry. Also, we assume that the management of each of HCDL and Network18, has not omitted any relevant and material factors for the purposes of the work which we have undertaken in connection with this fairness opinion.

We shall have no obligation to verify the accuracy or completeness of any information or express any opinion or offer any form of assurance regarding the accuracy or completeness of such information and shall not assume any liability therefor. We assume no responsibility whatsoever for any errors in the information furnished to us and their impact on the present exercise.

We express no opinion whatsoever and make no recommendation at all to the shareholders or secured or unsecured creditors of each of HCDL and Network18, as to how they should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other term of the Scheme. We also express no opinion and accordingly accept no responsibility with respect to the market prices at which the equity shares of HCDL and Network18 would trade following the announcement of the Scheme or as to their financial performance following the consummation of the Scheme. We also express no opinion on the likely market price of Network18 post the consummation of the Scheme.

No investigation has been made with respect to the claim to title of assets of each of HCDL and Network18 for the purpose of this exercise and the same has been assumed to be valid. We have not placed any individual value on the assets of each of HCDL and Network18 and have also not considered any liens or encumbrances on the same. Further we have not opined and accordingly do not take responsibility whatsoever for matters of a legal nature. Also we are not opining on matters related to taxation. This fairness opinion should not be construed as a certification regarding the compliance of the Scheme with the provisions of any law including Companies Act, tax laws and capital market related laws or as regards any legal implications or issues arising from the Scheme.

In the ordinary course of business, ICICI Securities Limited and its affiliates is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of ICICI Securities Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Scheme.

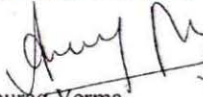




In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the proposed Share Swap Ratio for the Scheme, as recommended by Independent Valuer is fair and reasonable from the financial point of view.

Yours faithfully,

For ICICI Securities Limited,


Anurag Verma



Vice President, Investment Banking

ICICI Securities, Mumbai

Date: February 17, 2020

