

I Media Corp Ltd.		
Details of Assets & liabilities as at March 31, 2013		
Internet Business Undertaking		
Particulars	Amount (Rs.)	
<b>ASSETS</b>		
<b>Non-current assets</b>		
Fixed assets		
(i) Tangible assets	3,42,13,691	
(ii) Intangible assets	17,23,046	
Long-term loans and advances	97,22,312	4,56,59,049
<b>Current assets</b>		
Trade receivables	2,61,38,420	
Cash and bank balances	1,97,81,865	
Short-term loans and advances	28,54,465	4,87,74,750
<b>TOTAL ASSETS (A)</b>		<b>9,44,33,799</b>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Long-term borrowings	35,00,00,000	
Long-term provisions	15,45,474	35,15,45,474
<b>Current liabilities</b>		
Short-term borrowings	13,71,98,720	
Trade payables	41,14,313	
Other current liabilities	2,17,74,468	
Short-term provisions	25,22,015	16,56,09,516
<b>TOTAL LIABILITIES (B)</b>		<b>51,71,54,990</b>
<b>Net Assets Value - Internet Business (A-B)</b>		<b>-42,27,21,191</b>



To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Arrangement between I Media Corp Limited ('IMCL' or 'the Demerged Company') and D. B. Corp Limited ('DBCL' or 'the Resulting Company') and their respective shareholders and creditors under Sections 391-394 of the Companies Act, 1956 ('the Scheme' or 'the Scheme of Arrangement')**

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of Arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement, if required, to be forwarded by the company to the shareholders u/s 393 of the Companies Act, it shall disclose:
  - i) the pre and post-arrangement (expected) capital structure and shareholding pattern;
  - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
  - iii) The Complaint report, and
  - iv) The observation letter issued by the stock exchange.
- c) The draft Scheme of Arrangement together with all documents mentioned in SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular no. CIR/CFD/DIL/8/203 dated May 21, 2013 has been disseminated on company's website as per Website link given hereunder:  
  
<http://investor.bhaskarnet.com/pages/corporateannouncement.php?id=5>
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the Company shall proceed with the draft Scheme only if the number of votes cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted Demerged Company from the one given in the draft Scheme of Arrangement.

Date: 1 Aug 2013  
**दैनिक भास्कर**

**दिव्य भास्कर**

**दिव्य मराठी**

  
**Company Secretary**  
**dainikbhaskar.com**