

November 17, 2016

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400051

**Kind Attn.: Corporate Relationship / Listing Department**

NSE SYMBOL: DISHTV

Dear Sir/ Madam,

**Sub: Application under Regulation 37 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) for the proposed Scheme of Arrangement for Amalgamation of Videocon D2h Limited (“Videocon”) into Dish TV India Limited (“Dish”) pursuant to Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956/2013.**

1. We refer to our letter dated November 11, 2016, intimating about our Board of Directors, having approved proposed Scheme of Arrangement for Amalgamation of Videocon into Dish subject to requisite statutory approvals.
2. Pursuant to Regulation 37 (1), we herewith submit, for your approval, the proposed Scheme of Arrangement for Amalgamation, under Sections 391 to 394 of the Companies Act, 1956 and other provisions of the Companies Act, 2013 as applicable (“the Act”). The proposed Scheme of Arrangement has been approved by the Board of Directors at their



meeting held on November 11, 2016. Certified true copy of the resolution passed by the Board of Directors approving the proposed Amalgamation is attached herewith and marked as **Annexure '1'**.

2.1 In terms of the SEBI Circular No CIR/CFD/CMD/16/2015 dated November 30, 2015, Dish has decided National Stock Exchange of India Limited as the designated stock exchange for the purpose of coordinating with SEBI.

### 3. Brief details of the proposed Amalgamation:

- a. The proposed Scheme of Arrangement for Amalgamation is presented under Sections 391 to 394 of the Companies Act, 1956 and other provisions of the Companies Act, 2013.
- b. The Board of Directors of the Company have approved Amalgamation of Videocon D2h Limited into Dish TV India Limited subject to requisite statutory approvals.
- c. Post Amalgamation, the merged entity will be renamed as Dish TV Videocon Limited ("Dish TV Videocon")

4. In terms of provisions of Regulation 37, Dish would be required to file requisite documents with the stock exchanges and obtain Observation Letter / No Objection letter before filing it with any Court / Tribunal. Accordingly, the Scheme of Arrangement for Amalgamation enclosed as and marked as **Annexure '2'**.

### 5. Listing status of Dish and Videocon.

The equity shares of Dish are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") whereas Videocon's ADRs are listed on NASDAQ.



## 6. Valuation Report and Fairness Opinion

The Valuation report on the draft Scheme of Arrangement for Amalgamation by SR Batliboi & Co, LLP, an independent Chartered Accountant as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 is enclosed and marked as **Annexure '3'**. Fairness opinion from Morgan Stanley India Company Private Limited, an independent Merchant Banker on the fairness of the scheme is enclosed and marked as **Annexure '4'**.

## 7. Audit Committee Report

Report from the Audit Committee of Dish recommending the proposed Amalgamation of Company with Videocon taking into consideration the above Valuation Report is enclosed and marked as **Annexure '5'**.

## 8. Equity Shareholding pattern of Dish and Videocon pre and post Scheme of Arrangement for Amalgamation

Shareholding pattern of Dish and Videocon pre Scheme is enclosed and marked as **Annexure '6A'**. Shareholding pattern of Dish TV and Videocon post Scheme is enclosed and marked as **Annexure '6B'**. The said Shareholding pattern are as per Regulation 31 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

## 9. Financial details of Dish and Videocon

Financial Details of Videocon and Dish are enclosed and marked as **Annexure '7A'**, and **Annexure '7B'** respectively.



#### 10. Compliance report on Corporate Governance

Compliance report on Corporate Governance of Dish as per Regulation 27 (2) (a) of the Regulations is enclosed and marked as **Annexure '8'**.

#### 11. Compliance report in terms of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Compliance report from the Company Secretary affirming compliance with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 in the prescribed format is enclosed and marked as **Annexure '9'**.

#### 12. Auditor Certificate

Certificate issued by the Statutory Auditor of the Company with respect to accounting treatment and the certificate for non-applicability of para 9(a) of Annexure I of the SEBI Circular bearing reference No. CIR/CFD/CMD/16/2015 dated November 30, 2015 is enclosed herewith and marked as **Annexure '10A'** and **Annexure '10B'** respectively.

#### 13. Board Resolution

Certified copy of Board Resolution approving the aforesaid auditor certificate is also enclosed as **Annexure '11'**.



#### 14. Complaints Report

The Company is not in receipt of any complaints on the proposed scheme as per Para 1(A)(6) of Annexure-II of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015, till date. The same will be forwarded to the exchange in due course.

#### 15. Brief details of Dish and Videocon

Brief details of Dish and Videocon are enclosed and marked as **Annexure '12'**.

#### 16. The pre and post scheme net worth certificates

The pre and post scheme net worth certificate are enclosed and marked as **Annexure '13A'** and **Annexure '13B'** respectively.

#### 17. Confirmation from Transferee Company

A confirmation from Dish confirming that in accordance with Regulation 11 the scheme of arrangement to be presented to Hon'ble Bombay High Court does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s) and that the promoters and directors of Dish have never been categorized as willful defaulter in view of RBI Circular Ref no. RBI/2015-2016/100 DBR.NO.CID.BC22/20.16003/2015-16 dated July 1, 2015 are enclosed and marked as **Annexure '14A'** and **Annexure '14B'** respectively.



## 18. Capital evolution details

The capital evolution details of Dish and Videocon are enclosed and marked as **Annexure '15A'** and **Annexure '15B'** respectively.

## 19. Rational

A brief write up on rational behind the scheme of arrangement for Amalgamation is enclosed as **Annexure '16'**.

## 20. Website Disclosure

The draft Scheme and related documents thereto are available on our website [www.dishtv.in](http://www.dishtv.in) at web link <http://www.dishtv.in/Pages/Investor/Regulatory-Filings.aspx>.

Enclosed herewith is the demand draft amounting to Rs. 210,000/- bearing number 519096 dated November 10, 2016 in favour of National Stock Exchange of India Limited, in relation to processing of application. Also please find enclosed herewith the Audited financials of Transferor and Transferee Company as on March 31, 2016 along with List of Directors.

We request to take the above on record and provide necessary "No Objection" at the earliest possible so that the necessary documents for proposed Scheme of Amalgamation can be filed with the Hon'ble Bombay High Court.



If further clarifications / information in this regard is required, the undersigned can be contacted on Tel no. 0120-2467542, email id: ranjitsingh@dishtv.in.

Thanking you.

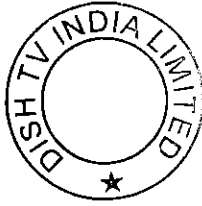
Yours faithfully,

For Dish TV India Limited



**Rajeev K Dalmia**

**Chief Financial Officer**



*Enclosures: As above*