

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF DISH TV INDIA LIMITED HELD ON NOVEMBER 11, 2016 AT 10:30 AM AT THE CORPOARTE OFFICE OF THE COMPANY AT FC – 9, SECTOR 16A, NOIDA – 201 301, UTTAR PRADESH

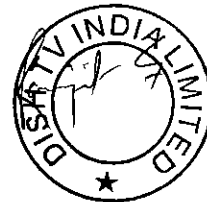
To consider and approve the amalgamation of Videocon D2h Limited into and with Dish TV India Limited

“RESOLVED THAT subject to the obtaining of requisite approvals and subject to the sanction by the High Court of Judicature at Mumbai, the National Company Law Tribunal or any other forum or authority (“**Hon’ble Court**”), and subject to the approvals by the (i) shareholders and/or the creditors of the Company; (ii) the designated stock exchange; (iii) the Competition Commission of India (“**CCI**”) (iv) the Ministry of Information and Broadcasting, and any other statutory or regulatory authority in India and overseas, the entire business and undertaking of the Videocon D2h Limited be transferred to the Company with effect from the Effective Date and the Scheme of Arrangement of the Company with Videocon D2h Limited under provisions of Sections 391 to 394 of the Companies Act, 1956 and/or applicable sections of the Companies Act, 2013, read with rules thereto, as recommended by the Audit Committee (a copy of which was placed before the Board) be and is hereby approved.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 391 to 394 of the Act and the Companies (Court) Rules, 1959, and other applicable provisions, if any, necessary joint/separate application(s) and petition(s) be moved before the Hon’ble Court for seeking the directions as to convening, holding and conducting meeting(s) of the equity shareholders and the creditors, appointment of the Chairman, issue and dispatch of notices and advertisements and for such other directions as the Hon’ble Court may deem fit and proper and for seeking the approval of the Hon’ble Court for the proposed amalgamation through the Scheme of Arrangement.”

“RESOLVED FURTHER THAT the Valuation Report dated November 11, 2016 of S R Batliboi & Co, LLP (Independent Chartered Accountants) for the amalgamation of the Videocon D2h Limited into and with the Company as placed before the Board recommending issuance of 857,785,766 equity shares of Dish TV India Limited to the Shareholders of Videocon D2h Limited in terms of the Scheme of Arrangement, be and are hereby noted and accepted.”

“RESOLVED FURTHER THAT the Fairness Opinion Report dated November 11, 2016 of Morgan Stanley (Merchant Bankers), tabled at the meeting, be and is hereby noted and accepted.”



“RESOLVED FURTHER THAT in accordance with the Valuation Report dated November 11, 2016 of S R Batliboi & Co, LLP (Independent Chartered Accountants) and the Fairness Opinion Report dated November 11, 2016 of Morgan Stanley (Merchant Bankers), and in the opinion of the Board of the Company, the said draft Scheme of Arrangement of the Company with Videocon D2h Limited, being in the best interests of the shareholders, creditors and employees of the Company and the terms thereof being fair and reasonable, the issuance of 857,785,766 equity shares of Dish TV India Limited to Shareholders of Videocon D2h Limited in terms of the Scheme of Arrangement, as stated in the aforesaid Valuation Report be and is hereby approved.”

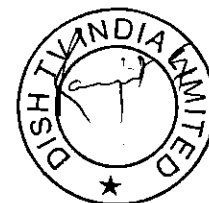
“RESOLVED FURTHER THAT the proposal for issuing undertaking by the Company regarding non-applicability of requirements of e-voting and postal ballot for obtaining approval of the draft Scheme by the shareholders as prescribed in SEBI Circular No CIR/CFD/CMD/16/2015 dated November 30, 2015, be and are hereby approved.”

“RESOLVED FURTHER THAT the undertaking by the Company regarding non-applicability of requirements of e-voting and postal ballot for obtaining approval of the draft Scheme by the shareholders as prescribed in SEBI Circular No CIR/CFD/CMD/16/2015 dated November 30, 2015, as certified by the Auditor of the Company and approved by the Audit Committee be and is hereby approved and taken on record.”

“RESOLVED FURTHER THAT designation of National Stock Exchange of India Limited (NSE) as the designated stock exchange for the purpose of coordinating with SEBI be and is hereby approved.”

“RESOLVED FURTHER THAT the draft of the Merger Co-Operation Agreement, among Dish TV India Limited, Videocon D2h Limited, Videocon D2h Limited Principals and Dish TV India Limited Principals (as defined in the Merger Co-Operation Agreement); as well as the Shareholders Agreement, among Dish TV India Limited Principals, Videocon D2h Limited Principals and the Company (as defined in the Shareholders Agreement) as placed before the Board be and are hereby approved.”

“RESOLVED FURTHER THAT Mr. Jawahar Lal Goel, Chairman and Managing Director of the Company, Mr. Gaurav Goel, President – Business Planning and Strategy, Mr. Rajeev K Dalmia, Chief Financial Officer and Mr. Ranjit Singh, Company Secretary of the Company, be and hereby severally authorized, to finalise, modify and execute the Merger Co-Operation Agreement and the Shareholders Agreement and the Scheme of Arrangement on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required and necessary or considered expedient.”



“RESOLVED FURTHER THAT Mr. Jawahar Lal Goel, Chairman and Managing Director of the Company, Mr. Gaurav Goel, President– Business Planning and Strategy, Mr. Rajeev K Dalmia, Chief Financial Officer and Mr. Ranjit Singh, Company Secretary of the Company be and hereby severally authorized to make any alterations or changes to the Scheme as they may in accordance with the Merger Co-Operation Agreement and the Shareholders Agreement deem expedient or necessary, at their discretion, or which may be necessary for satisfying the requirements or conditions, if any, imposed by the relevant Stock Exchanges, the CCI, the Hon’ble Court or any other competent authority, provided that such alteration or change does not materially change the substance of the draft Scheme of Arrangement.”

“RESOLVED FURTHER THAT following Director and Officers of the Company:

1. Mr. Jawahar Lal Goel, Chairman & Managing Director;
2. Rajeev K Dalmia, Chief Financial Officer;
3. Ranjit Singh, Company Secretary, and
4. Ranjit Srivastava, Deputy Company Secretary

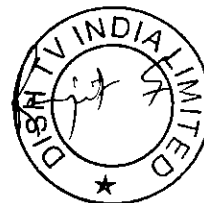
be and are hereby severally authorized and empowered to:

- (a) sign, file, submit or present the said Scheme of Arrangement and related applications, supplementary applications, documents, replies in connection with the proposed amalgamation with the relevant Stock Exchanges or such other regulatory or statutory authority, as may be required in terms of the applicable laws, regulations and the SEBI (Listing Obligations and Disclosure Requirements), 2015 for obtaining approval to the Scheme;
- (b) sign, file, submit or present the said Scheme and related applications, petitions, supplementary applications/ petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed amalgamation, appear (in person or through a representative) if required, before the Hon’ble Court or at the offices of the Registrar of Companies, Mumbai, the Regional Director, Department of Company Affairs, at Mumbai and the Official Liquidator, Department of Company Affairs, at Mumbai, or before any other authority or person in connection with the proposed amalgamation and to do all other acts, deeds or things which may be ancillary or incidental to the proposed merger or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- (c) make, prepare, review, amend, execute, swear, declare and register all declarations, affidavits, applications, filings, letters, undertakings, papers and writings as may be required, necessary or expedient under the provisions of various applicable acts, rules, regulations or notifications of the Central and/or State Government(s) and / or any other authorities, if required, including but not limited to Courts, the Competition Commission of India, the Foreign Investment Promotion Board, the Reserve Bank of India, Municipal authorities, Registrars of



Companies, Sub-Registrar of Assurances, Electricity authorities, Postal authorities and such other applicable authorities or agencies, etc., and to represent the Company in all correspondences, matters and proceedings before them of any nature whatsoever in relation to the above;

- (d) suitably inform, apply and / or represent to the Central and/ or State Government(s) and/ or local authorities ,if required, including but not limited to the Competition Commission of India, the Foreign Investment Promotion Board, the Reserve Bank of India, Sub-Registrar of Assurances, Customs Authorities, Excise Authorities, Income Tax Authorities, Sales Tax authorities, Value Added Tax and Entry Tax Authorities, Employees' State Insurance and Provident Fund Authorities, Railways, Airways, Airport Authorities, Electricity Authorities, Postal Authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (e) sign, file, submit, present the application(s), petitions before the Securities and Exchange Commission, Competition Commission, Anti-monopoly/Trust Authorities and any other statutory or regulatory authority anywhere in the world as may be required.
- (f) take all steps for obtaining approvals and/or consents of the shareholders of the Company, banks, financial institutions and other authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (g) give such directions as they may severally consider necessary to settle any question or difficulty arising under the Scheme, or in regard to and of the meaning or interpretation of the Scheme, or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- (h) sign, declare and file on behalf of the Company all necessary documents including, but not limited to, authorisation, vakalatnamas, affidavits, pleadings, reports and issue public advertisements and notices and to do all acts incidental and necessary for the above purposes;

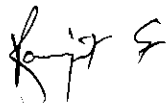


- (i) engage and/or authorize the advocate(s)/ counsel(s)/ valuer(s)/ merchant banker(s)/ auditor(s) or other persons as may be required in connection with the proposed amalgamation from time to time and incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to the aforementioned agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (j) sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid; and
- (k) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble High Court of Bombay;
- (l) appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf.
- (m) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

RESOLVED FURTHER THAT the approval of the Board be and is hereby accorded to affix the Common Seal of the Company on any documents, agreements, deeds, undertakings as required, in connection with the above, and be carried anywhere in India for the aforesaid purpose and be signed by any one of Mr. Jawahar Lal Goel, Chairman & Managing Director, Mr. Rajeev K Dalmia, CFO and Mr. Ranjit Singh, Company Secretary of the Company, in terms of the provisions of Articles of Association of the Company."

//CERTIFIED TRUE COPY//

For DISH TV INDIA LIMITED



Ranjit Singh
Company Secretary
Membership No.:A15442



CERTIFIED COPY OF THE RELEVANT EXTRACT OF RESOLUTION FROM THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF THE VIDEOCON D2H LIMITED ("VDL") HELD ON FRIDAY, 11TH NOVEMBER, 2016

"RESOLVED THAT on examination of a draft of the scheme of arrangement between Videocon d2h Limited ("VDL") and Dish TV India Limited ("DTIL") and their respective shareholders and creditors ("**Scheme**") which was placed before the Board, duly initialed by the Chairman of the meeting for the purpose of identification, for its approval and pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 ("**1956 Act**") and other applicable provisions, if any, of the 1956 Act and the Companies Act, 2013 ("**2013 Act**"), the Competition Act, 2002, or any other law for the time being in force (including any statutory modifications(s) or re-enactment(s) thereof), and such other applicable rules, regulations, guidelines, and circulars issued by the respective regulatory authorities thereunder, or by any other regulatory authority from time to time, and in accordance with and, subject to the applicable provisions of the Memorandum of Association and Articles of Association of VDL for the time being in force, and subject to requisite approval(s) of the Competition Commission of India ("**CCI**"), Ministry of Information and Broadcasting ("**MIB**"), shareholders and creditors of VDL, in each case as may be required under applicable laws, and subject to the approval of the High Court of Bombay or the National Company Law Tribunal, as the case may be ("**Court**") and other regulatory authorities if any, and subject to such conditions and modifications as may be prescribed or imposed by the aforesaid regulatory authorities while granting such approvals and sanctions, as the case may be, the approval of the Board of VDL be and is hereby accorded to the Scheme, which *inter alia* contemplates the following ("**Proposed Merger**"):

- (i) amalgamation of VDL into and with DTIL in accordance with Section 2(1B) of the Income-tax Act, 1961, and the dissolution, without winding up, of VDL with effect from the Effective Date as defined in the Scheme
- (ii) issuance of equity shares by DTIL to the shareholders of VDL, based on the share exchange ratio specified in the Scheme (which is subject to certain adjustments on account of any obligations on VDL to issue any shares under the Contribution Agreement dated December 31, 2014; and
- (iii) transfer of the authorized share capital of VDL to DTIL.

RESOLVED FURTHER THAT the valuation report received from M/s. G D Apte & Co., Chartered Accountants, Pune, recommending the share exchange ratio be and is hereby approved.

Videocon d2h Limited

Corporate Office: 1st Floor, Techweb Centre, New Link Road, Near Mega Mall, Oshiwara, Mumbai - 400 102

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Registered Office: Auto Cars Compound, Adalat Road, Aurangabad - 431 005 Maharashtra

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www.videocond2h.com

CIN : U92100MH2002PLC137947

RESOLVED FURTHER THAT approval of the Board be and is hereby granted, to the share exchange ratio recommended by M/s. G D Apte & Co., Chartered Accountants, Pune, and provided in the Scheme and any adjustments to the share exchange ratio in the manner contemplated in the Scheme arising on account of any obligations on VDL, prior to the effective date of the Scheme, to issue equity shares of VDL pursuant to the Contribution Agreement dated December 31, 2014 entered into between VDL and Silver Eagle Acquisition Corp ("**Contribution Agreement**") (notwithstanding such issuance not having being completed as of the effective date of the Scheme).

RESOLVED FURTHER THAT, subject to the provisions of applicable law for the time being in force, and subject to all regulatory approvals as may be required under applicable law, approval of the Board be and is hereby granted to extinguish and delist the American Depository Shares ("**ADSs**") of VDL, listed on the NASDAQ Stock Exchange pursuant to the Proposed Merger coming into effect.

RESOLVED FURTHER THAT any Director of VDL or Mr. Avanti Kanthaliya, Chief Financial Officer or Mrs. Amruta Karkare, Company Secretary or Mr. Shivendra Krishna Singh, Official of the Company, ("**Authorised Persons**"), be and are hereby severally authorised to take all actions and steps and to do all such things, deeds, and acts as may be deemed necessary and expedient in connection with the Scheme and matters incidental to the Proposed Merger and to give effect to the same, including and without limitation:

- (i) filing the Scheme and/ or any other relevant documents/ information/ details, as may be necessary, with the Court, MIB, CCI or any regulatory authority or agency to obtain the approval or sanction of such authority or agency to the provisions of the Scheme or for giving effect thereto;
- (ii) to do all acts, deeds, matters and things as may be necessary to extinguish and delist the ADSs of VDL, listed on the NASDAQ Stock Exchange including without limitation, termination of the Contribution Agreement and termination of the deposit agreement between VDL and Deutsche Bank Trust Company Americas and the holders and beneficial owners of ADSs dated March 31, 2015.
- (iii) preparing, executing and filing appropriate applications, consents, waiver letters and other documents before the High Court for holding or dispensing with the requirement for holding meeting(s) of the shareholders and/or creditors of VDL and, where necessary, to take steps to convene such meetings as per the directions of the Court and to prepare and issue the notice convening such meeting(s) to the shareholders and the secured and unsecured creditors of VDL;

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- (iv) preparation, execution and filing of relevant applications and petitions with the High Court;
- (v) filing affidavits, petitions, pleadings and applications and to take all actions and do all deeds incidental or deemed necessary or useful in connection with the aforesaid and to engage counsels, advocates, chartered accountants, advisors and other professionals to represent VDL in the Court and before regulatory statutory authorities, as the case may be, and to remunerate them and to execute vakalatnamas wherever necessary, and to execute and issue public notices and advertisements;
- (vi) obtaining approvals from such regulatory/ statutory authorities, shareholders of VDL, secured and unsecured creditors of VDL, as may be necessary, to give effect to the Scheme;
- (vii) (i) assent to and make such alterations, modifications and updation in the Scheme as may be expedient or necessary or to any conditions or limitations that the Court or and/ or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by them; (ii) to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary or desirable in connection with this Scheme; and (iii) resolve any doubts, difficulties or questions whether by reason of any directive or orders of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith; and to make and file all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;
- (viii) executing all the court papers, documents, writings, applications, petitions, applications, affidavits, representations, confirmations, undertakings, pleadings etc. which are required to be executed or delivered for giving effect to the Scheme in all respects whatsoever and/ or obtaining directions from the Court and to deliver certified copy of this resolution to any concerned party or authority and for this purpose, to appear in person and/ or to represent VDL before the Court or any other authority;
- (ix) affixing the Common Seal of VDL in accordance with the provisions of the Articles of Association of VDL on any document executed or furnished by VDL in connection with or incidental to the Scheme and to take out the Common Seal of VDL from the registered office of the Company to other places, if so required, to facilitate the execution of such documents in connection with or incidental to the Scheme AND THAT such Common Seal be affixed in presence of any one of the Directors of the Company and Mr. Avanti Kanthaliya or Mrs.

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Amruta Karkare or Mr. Shivendra Krishna Singh who shall countersign in token thereof;

- (x) incur such other expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels and other expenses; and
- (xi) to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT copies of this resolution, certified to be true by any Director or by the Company Secretary of VDL, be furnished to any authority, company, body corporate, or any other parties concerned”

**CERTIFIED TRUE COPY
FOR VIDEOCON D2H LIMITED**


**SAURABH DHOOT
WHOLE-TIME DIRECTOR
DIN: 00970362**

Videocon d2h Limited

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