

June 8, 2016

The Manager
 Department of Corporate Services
 BSE Limited
 Phiroze Jeejeeboy Towers
 Dalal Street, Fort,
 Mumbai 400 001
 Fax No.22722037/39/41/61
 /3121/3719
BSE Scrip Code: 532839

The Assistant Vice President
 Listing Department
 National Stock Exchange of India Limited
 Exchange Plaza, 5th Floor
 Plot no.C/1, G Block
 Bandra Kurla Complex, Bandra (East)
 Mumbai 400 051
 Fax No.: 26598237/38
NSE Scrip Symbol: DISHTV

Kind Attn.: Corporate Relationship / Listing Department

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") for the proposed Reduction of Capital of Dish TV India Limited ('Dish') and its shareholders and creditors

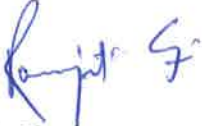
In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. National Stock Exchange of India Limited has been appointed as Designated Stock Exchange vide resolution passed by the Board of Directors of Dish on May 23, 2016
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft documents for arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes. Refer Annexure 2
2.b	Valuation Report from Independent Chartered Accountant	Not Applicable. Refer Annexure 5
2.c	Report from the Audit Committee recommending the reduction of capital	Yes. Refer Annexure 3

2.d	Fairness opinion by merchant banker	Yes. Refer Annexure 6
2.e	Pre and post shareholding pattern	Refer Annexure 4
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Refer Annexure 15A to 15C
2.g	Compliance with Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of Listing Agreement)	Yes. Refer Annexure 8
2.h	Complaints Report	Yes- we will submit the Complaints Report within 7 days of the expiry of 21 days from the date of filing of documents with Stock Exchange(s).
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable since no shares would be issued pursuant to the Scheme.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable since no shares would be issued pursuant to the Capital reduction. Thus, there will be no change in the shareholding pattern post approval of Capital reduction..
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable since no shares would be issued pursuant to the reduction of capital
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable - There are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date.

7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable as no shares would be issued pursuant to the reduction of capital
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For Dish TV India Limited



Ranjit Singh
Company Secretary
Membership No.:A15442



Place: Delhi

Date: June 8, 2016