

November 17, 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, 5<sup>th</sup> 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 scheme of Arrangement for Amalgamation of Videocon D2h Limited ("Videocon") into Dish TV India Limited ("Dish").**

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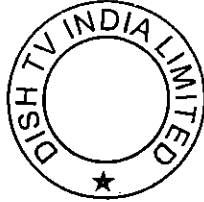
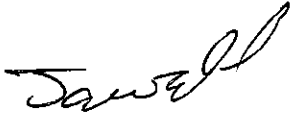
In connection with the above application, it is hereby confirmed that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal 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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited and National Stock Exchange of India Limited.
- b) In the explanatory statement to be forwarded by the Company to the shareholders u/s 393 of the Companies Act, 1956, it shall disclose:
  - i) pre and post amalgamation(expected) capital structure and shareholding pattern;
  - ii) "fairness opinion" obtained from an Independent merchant banker;
  - iii) complaint report;
  - iv) Observation letter issued by the stock exchanges.
- c) The draft scheme of amalgamation together with all documents mentioned in para 9(d) of Annexure I of the SEBI Circular bearing reference no.CIR/CFD/CMD/16/2015 dated 30 November 2015, will be disseminated on Company's website as per website link: [www.dishtv.in](http://www.dishtv.in)



- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The documents filed by the Company with the Exchange are same/similar/identical in all respects, which have been filed by the Company with the Registrar of Companies/SEBI/ Reserve Bank of India, wherever applicable
- f) 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 vote cast by the public shareholders in favour of the proposal is more than the number of votes cast by the public shareholders against it. – **Not applicable**
- g) There will be no alteration in the Share Capital of the unlisted Transferor Company from the one given in the Draft Scheme of Amalgamation.

Yours faithfully,  
For Dish TV India Limited



**Jawahar Lal Goel**  
**Managing Director**  
**DIN: 00076462**  
Place: Noida