

May 12, 2017

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051.	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001.
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Sub: Summary of Proceedings and Disclosure of Voting Results of the Meeting of Equity Shareholders of Dish TV India Limited held on Friday, May 12, 2017, convened pursuant to Order dated March 22, 2017 of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT')

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Order dated March 22, 2017 of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT')

Dear Sir/ Madam,

This is in furtherance to (i) our communication dated April 8, 2017, enclosing "Notice of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') Convened Meeting of the Equity Shareholders of the Company" and confirming the dispatch thereof to eligible Shareholders of the Company, and (ii) our communication dated April 10, 2017 wherein we had intimated that the Company has duly Advertised in two local newspapers circulating in Mumbai viz. "Free Press Journal" in English and "Navshakti" in Marathi on April 9, 2017, *inter-alia*, intimating the Shareholders of the Company about the NCLT convened meeting of Equity Shareholders of the Company scheduled to be held on Friday, May 12, 2017, at 11:30 A.M. at 'Hall of Culture, Nehru Centre Dr. Annie Besant Road, Worli, Mumbai – 400 018'.

In this regard, we wish to inform you that the Equity Shareholders of the Company at the NCLT convened Meeting held today i.e. on May 12, 2017 at 11:30 A.M. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, have approved with requisite majority the Scheme of Arrangement among Videocon D2H Limited ('transferor Company') and Dish TV India Limited ('transferee Company') and their respective Shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Further, in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and

Administration) Rules, 2014 and pursuant to directions of Hon'ble NCLT, the Company had provided facility of voting on the resolution proposed in the Notice dated April 3, 2017, by way of Postal Ballot and remote E-Voting to its equity shareholders. Postal Ballot and Remote E-voting period commenced from Wednesday, April 12, 2017 at 9.00 AM (IST) and concluded on Thursday, May 11, 2017 at 5.00 PM (IST). Additionally, to facilitate voting by the Shareholders who had not voted using either the Postal Ballot or the Remote E-Voting facility, physical voting by means of Poll was also conducted at the Meeting held today i.e. on May 12, 2017, in terms of NCLT order dated March 22, 2017. Copy of the said order was duly filed with Stock Exchanges *vide* Company letter dated March 30, 2017.

Based on the consolidated report dated May 12, 2017 submitted by the Scrutinizer Mr. Jayant Gupta, Practicing Company Secretary (CP Number 9738), appointed by the Hon'ble NCLT, the Chairman of the Meeting has declared that the resolution proposed in the Notice dated April 3, 2017, was approved by the Equity Shareholders, with requisite majority.

In view of the above submission please find enclosed herewith the following with respect to the said NCLT Convened meeting held today:

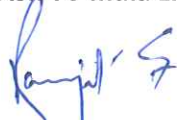
1. Summary of Proceedings of the NCLT Convened Meeting pursuant to Regulation 30, Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure-I**)
2. In terms of the Companies Act, 2013 & NCLT order dated March 22, 2017, Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the business transacted through (i) Postal Ballot; (ii) E-Voting; & (iii) Physical Voting by Poll at the venue of the meeting (**Annexure-II**).
3. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 and in terms of the NCLT order (**Annexure-III**).

Please note that the said Scheme is subject to approval of other regulatory authorities including approval of Mumbai Bench of Hon'ble National Company Law Tribunal.

Request you to kindly acknowledge the receipt and take the same on your records.

Thanking you.

Yours truly,
For Dish TV India Limited



Ranjit Singh
Company Secretary & Compliance Officer
Membership No.: A15442



Encl. as above

Annexure - I

**Summary of Proceedings of the Hon'ble National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of Dish TV India
Limited held on Friday, May 12, 2017, at 11:30 A.M. at the Hall of Culture,
Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018**

The Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') Convened Meeting of Equity Shareholders of Dish TV India Limited was held today i.e. Friday, May 12, 2017 at 11.30 A.M. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

In terms of NCLT order dated March 22, 2017, Mr. Rajeev Kumar Dalmia, Chief Financial Officer of the Company chaired the meeting of the Equity Shareholders. Mr. Jawahar Lal Goel, Managing Director, Mr. B D Narang, Independent Director and Mr. Ashok Mathai Kurien, Non-Executive Director, also attended the meeting. The requisite quorum of Shareholders being present, in terms of NCLT order and Section 103 of the Companies Act, 2013, the Chairman called the meeting to order at the appointed time.

The Chairman informed the Shareholders present, that in compliance with the NCLT Order, the Company had provided the shareholders holding shares on the cut-off date viz. March 31, 2017, the facility to cast their vote through remote E-Voting and Postal Ballot, on the resolution set forth in the Notice dated April 3, 2017. The Chairman also announced Poll, to facilitate the eligible Shareholders present in the meeting who could not participate in the remote E-Voting or could not cast their votes through Postal Ballot to record their votes through the Poll process.

The Chairman further informed that as per the order of NCLT, Mr. Jayant Gupta, Practicing Company Secretary was appointed as the Scrutinizer for scrutinizing the voting conducted through Postal Ballot, Remote E-Voting and Poll process in a fair and transparent manner.

Business as set out in the notice of meeting dated April 03, 2017, relating to Scheme of Arrangement among Videocon D2h Limited ("Transferor Company") and Dish TV India limited ("Transferee Company") and their respective Shareholders and Creditors, was transacted at the meeting.

The Chairman invited the shareholders to express their views and make their observations on the Scheme and related matters. Clarifications were provided to the queries raised by the shareholders to their satisfaction.



Based on consolidated Scrutinizer's Report dated May 12, 2017 received by the Company, the Chairman of the meeting has declared that the resolution as set out in the notice and as enumerated below, has been duly passed by the members with requisite majority on May 12, 2017.

Resolution Approved by the Members:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force), provisions of the Companies Act, 1956 as may be applicable, the National Company Law Tribunal Rules, 2016, applicable provisions, if any, of the Income Tax Act, 1961, and any provision of any other Applicable law / statute and in accordance with the relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") and approval of such other Regulatory / Statutory / Government authority(ies), as may be necessary or as may be directed by the NCLT or such other competent authority(ies), as the case may be, approval of the Equity Shareholders be and is hereby accorded to the proposed Scheme of Arrangement, as attached to the Notice of this meeting, amongst Videocon D2H Limited ("the Transferor Company") and Dish TV India Limited ("the Applicant Company") and their respective Shareholders and Creditors.

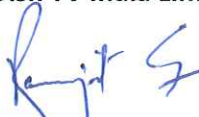
RESOLVED FURTHER THAT the Board of directors of the Company (hereinafter called the 'Board', which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by the NCLT while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the board of directors may deem fit and proper."

The Chairman also declared that the voting results on the above resolution, shall also be placed on Company's website viz. www.dishtv.in and also on the website of NSDL.

This is for your information and record.

Thanking you,

For Dish TV India Limited



Ranjit Singh

Company Secretary & Compliance Officer

Membership No.: A15442



Annexure-II

Details of Voting Results of Hon'ble National Company Law Trinual, Mumbai Bench ('NCLT'), convened meeting of Equity Shareholders of Dish TV India Limited held on May 12, 2017, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. Details of Attendance at the Meeting

Description / Particulars	Details
Date of the NCLT Convened General Meeting	May 12, 2017
Total number of equity shareholders as on the cut-off date of March 31, 2017	144,199
Number of Shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoters Group	30
b) Public	40
Number of Shareholders attended the meeting through video conferencing*	
a) Promoters and Promoters Group	-
b) Public	-

* Video Conferencing facility was not provided since the same is not mandatory as notified by the Ministry of Corporate Affairs.

Details of Agenda item transacted at the NCLT Convened Meeting of the Company held on May 12, 2017

To consider and approve the Scheme of Arrangement pursuant Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 and / or applicable provisions of Companies Act, 1956, among Videocon D2h Limited ("Transferor Company") and Dish TV India limited ("Transferee Company") and their respective Shareholders and Creditors.



B. Details of Voting Result

Resolution required : Ordinary / Special				Special Majority (Majority in number representing three-fourth in value of members)					
Whether Promoter / promoter group are interest in the agenda / resolution				No					
Category	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	No of votes - in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	Invalid
		(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	(8)
Promoter and Promoter Group	E-Voting	686878160	680783438	99.1127	680783438	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		6094722	0.8873	6094722	0	100.0000	0.0000	0
	Total		686878160	100.0000	686878160	0	100.0000	0.0000	0
Public – Institutions	E-Voting	266194259	214171812	80.4570	214171812	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		214171812	80.4570	214171812	0	100.0000	0.0000	0
Public – Non Institutions	E-Voting	112862109	18706736	16.5749	18695269	11467	99.9387	0.0613	0
	Poll		1137	0.0010	1121	1	98.5928	0.0880	15
	Postal Ballot		121086	0.1073	121086	0	100.0000	0.0000	0
	Total		18828959	16.6832	18817476	11468	99.9390	0.0609	15
Total		1065934528	919878931	86.2979	919867448	11468	99.9988	0.0012	15

Details of Voting for the Resolution mentioned above is as per the report of M/s. Link Intime India Private Limited, the Registrar & Share transfer Agent of the Company. Basis the said details of the Voting and in terms of the Scrutinizer Report dated May 12, 2017, the said resolution has been approved with requisite majority.

Thanking you,

For Dish TV India Limited

Ranjit Singh

Company Secretary & Compliance Officer

Membership No.: A15442



SCRUTINIZER'S REPORT ON VOTING BY SHAREHOLDERS OF DISH TV INDIA LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson - NCLT convened Meeting of the Equity Shareholders,
Dish TV India Limited (CIN:L51909MH1988PLC287553)
18th Floor, A Wing, Marathon Futurex, N M Joshi Marg,
Lower Parel, Mumbai - 400013

Sub: Consolidated Report on the results of Voting conducted through Postal Ballot, Remote Electronic Voting and the Poll conducted at the Meeting of Equity Shareholders of Dish TV India Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench on Friday, the 12th day of May, 2017 at 11.30 A.M. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 pursuant to NCLT Order dated March 22, 2017 in Company Scheme Application No. 273 (MAH) of 2017.

Dear Sir,

As per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its order dated March 22, 2017 in the Company Scheme application number 273 (MAH) of 2017, I, Jayant Gupta, Practicing Company Secretary (Membership No.: F7288 and CP No.: 9738), having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005 Uttar Pradesh, was appointed as the Scrutinizer for the purpose of scrutinizing the Physical Postal ballot Form(s) and Remote E-Voting which commenced on Wednesday, April 12, 2017 at 9:00 A.M. (IST) and ended on Thursday, May 11, 2017 at 5:00 P.M. (IST) on the Resolution proposed in the Notice dated April 3, 2017 and the physical Poll conducted at the NCLT convened meeting of the Shareholders of the Company, held on Friday, 12th day of May, 2017 at 11:30 A.M. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by NCLT, the Company had provided Remote E-Voting facility through NSDL and also the facility of physical voting by way of Postal Ballot and by way of Poll at the venue of NCLT Convened meeting.



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The compliance with the provisions of the Companies Act, 2013, Rules made thereunder, applicable NCLT rules and NCLT Order dated March 22, 2017, relating to voting through Postal Ballot, Electronic means and voting by Poll at the meeting by the equity shareholders on the resolution proposed in the Notice dated April 3, 2017, is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting, in all modes is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour" or "against" on the Resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and physical counting of votes tendered by way of Postal Ballot papers and Poll papers.

The Remote E-Voting and Voting by way of Postal Ballot, by the Equity Shareholders of the Company as at cut-off date viz. March 31, 2017, commenced on Wednesday, April 12, 2017 at 9:00 A.M. (IST) and ended on Thursday, May 11, 2017 at 5:00 P.M. (IST).

Additionally, the Equity Shareholders of the Company as at the cut-off date viz. March 31, 2017, who had not voted either by way of remote E-Voting or Postal Ballot earlier, were allowed to vote by way of Poll at the NCLT Convened Meeting.

I hereby submit my consolidated report as hereunder:

1. Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-Voting Results on NSDL's Website on May 11, 2017, in the presence of Mr. Puneet Singh and Ms. Babita Chand, resident of Delhi, who are not in the employment of the Company.
2. At the NCLT Convened Meeting of the Shareholders of the Company held on May 12, 2017, the Chairperson of the Meeting announced conducting of Poll to facilitate the eligible members present in the meeting, who could not participate in the remote E-Voting and also did not cast their votes through Postal Ballot, to record their votes through the Poll process. The votes casted through poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective were summarily treated as invalid and kept separately.
3. Particulars of all Physical Postal Ballot Forms received from the shareholders, Votes casted by Poll at the meeting and votes casted through electronic means have been maintained in a separate register in electronic mode.
4. We have relied on information provided by M/s Link Intime India Private Limited, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.



A handwritten signature in blue ink is located at the bottom left of the page.

5. I hereby report that 613 Equity Shareholders holding in aggregate 913,661,989 Equity shares availed E-voting facility to cast votes on the Resolution.
6. I further report that 21 Equity Shareholders holding in aggregate 86,215,808 Equity Shares casted votes by way of Postal Ballot and 19 equity Shareholders holding in aggregate 1,142 Equity Shares voted on Poll at the meeting. All 21 Postal Ballot Forms were found to be valid. The votes casted by way of Poll by 1 Equity Shareholder holding 15 Equity Shares were regarded as invalid.

Based on the reports generated from the E-Voting system provided by NSDL and votes casted through Postal Ballot and votes casted on Poll, I submit the consolidated results of E-Voting, Postal Ballot and Poll as under:

Resolution:

The following resolution seeking Shareholder approval for the Scheme of Arrangement pursuant Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 and / or applicable provisions of Companies Act, 1956, among Videocon D2h Limited ("Transferor Company") and Dish TV India limited ("Transferee Company") and their respective Shareholders and Creditors was put to vote:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 1956 as may be applicable, the National Company Law Tribunal Rules, 2016, applicable provisions, if any, of the Income Tax Act, 1961, and any provision of any other Applicable law / statute and in accordance with the relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or "**Tribunal**") and approval of such other Regulatory / Statutory / Government authority(ies), as may be necessary or as may be directed by the NCLT or such other competent authority(ies), as the case may be, approval of the Equity Shareholders be and is hereby accorded to the proposed Scheme of Arrangement, as attached to the Notice of this meeting, amongst Videocon D2H Limited ("the Transferor Company") and Dish TV India Limited ("the Applicant Company") and their respective Shareholders and Creditors.

RESOLVED FURTHER THAT the Board of directors of the Company (hereinafter called the 'Board', which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by the NCLT while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the board of directors may deem fit and proper."



Particulars	Ref No.	Number of Members	Number of Shares held on record date	Number of Shares Voted on
Votes cast by way of remote E-Voting	A	613	913,661,989	913,661,986
Votes cast by way of Postal Ballot	B	21	62,15,808	62,15,808
Votes cast by way of Poll	C	19	1,142	1,137
Total	D	653	919,878,939	919,878,931
Less: Rejection of votes cast by way of remote E-Voting	E	0	0	0
Less: Rejection of votes cast by way of Postal Ballot	F	0	0	0
Less: Rejection of votes cast by way of Poll	G	1	NA	15
Total Rejection	H	1	NA	15
Valid Votes cast by way of remote E-Voting	A-E	613	913,661,989	913,661,986
Valid Votes cast by way of Postal Ballot	B-F	21	62,15,808	62,15,808
Valid Votes cast by way of Poll	C-G	18	1,142	1,122
Total (Valid)	D-H	652	919,878,939	919,878,916

Reasons for Rejection:

Particulars	Number of Members	Number of Shares held on record date	Number of Shares Voted on
Rejection of Votes cast by way of remote E-Voting	NIL	NIL	NIL
Rejection of Votes cast by way of Postal Ballot	NIL	NIL	NIL
Rejection of Votes cast on Poll Paper			
• Voted through Postal Ballot and Poll	1	15	15
Total Rejections	1	15	15

Total Number of Votes in favour and/or against the Resolution:

Mode	Number of Members	Number of Shares Voted	INVALID		FAVOUR		AGAINST	
			Number of Members	Number of Shares	Number of Members	Number of Shares	Number of Members	Number of Shares
1	2	3	4	5	6	7	8	9
E-Voting	613	913661986	0	0	589	913650519	24	11467
Postal Ballot	21	6215808	0	0	21	6215808	0	0
Poll	19	1137	1	15	17	1121	1	1
TOTAL	653	919878931	1	15	627	919867448	25	11468
% of Total						99.9988		0.0012



Based on the above results, the Resolution proposed to Equity Shareholders of Dish TV India stand **passed with requisite majority**.

All Registers, relevant records and other incidental papers relating to electronic voting, Postal Ballot Papers and Poll Papers have been handed over to the Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,

Yours faithfully,

For Jayant Gupta & Associates


Jayant Gupta

Proprietor

Membership No.: F7288

PCS No. : 9738





**Countersigned by Mr. Rajeev Kumar Dalmia
Chairperson appointed for NCLT Convened
Meeting of Dish TV India Limited**

Place: Mumbai

Date: May 12, 2017