November 29, 2016

The National Stock Exchange of India Limited

The BSE Limited

Kind Attn.: Corporate Relationship Department

Subject: **Intimation of execution of Agreement by Dish TV India Limited principals with Videocon d2h Limited principals' in respect of purchase of certain shares of "Dish TV Videocon Limited" (the proposed Merged Entity) to be issued to the Vd2h principals pursuant to the Merger**

Dear Sir,

This is in reference and continuation of our announcement dated November 11, 2016 regarding the board of directors of Dish TV India Limited ("Dish TV") and Videocon d2h Limited ("Vd2h") having approved a scheme of arrangement ("Scheme") for amalgamation of Vd2h into Dish TV (the "Merger"), which announcement also mentioned that the Dish TV principals are in discussions with the Vd2h principals to purchase some of the Vd2h principals' shares in the merged entity - Dish TV Videocon Limited ("Dish TV Videocon") post the Merger.

The Company has now received a communication dated November 28, 2016 from Veena Investments Private Limited, one of the Dish TV principals, and a promoter of Dish TV, informing us that pursuant to such discussions with the Vd2h principals, it has entered into an agreement on November 28, 2016, with the Vd2h principals to record their understanding in relation to the purchase of certain shares of Dish TV Videocon (the proposed merged entity) to be issued to the Vd2h principals pursuant to the Merger.

Copy of the communication received from Veena Investments Private Limited is enclosed herewith for your reference.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,

For Dish TV India Limited

DISH TV INDIA LIMITED

Ranjit Singh
Company Secretary and Compliance Officer
Membership No.: A 15442

VEENA INVESTMENTS PRIVATE LIMITED

Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013
Tel. – +91 22 71061234 CIN: U65990MH1972PTC016137

November 28, 2016,

The Company Secretary,
Dish TV India Limited,
18th Floor, A Wing, Marathon Futurex,
N. M Joshi Marg, Lower Parel,
Mumbai - 400013

Sir,

As you are aware, and as was disclosed in your announcement dated November 11, 2016 to the stock exchanges, the principals of Dish TV India Limited ("Dish TV") were in discussions with the principals of Videocon d2h Limited ("Vd2h") to purchase some of the Vd2h principals' shares in the merged entity - Dish TV Videocon Limited ("Dish TV Videocon") post the amalgamation of Vd2h into Dish TV (the "Merger"). This is to inform you that, further to these discussions, Veena Investments Private Limited ("Purchaser") has now entered into an agreement with the Vd2h principals ("Sellers") to record their understanding in relation to the purchase of certain of the shares of Dish TV Videocon to be issued to the Sellers pursuant to the Merger, with the following key terms:

(1) The Purchaser's obligation to purchase and of the Seller to sell the shares of Dish TV Videocon as detailed in (2)and (3) below, is subject to and contingent upon *inter alia* (a) the Scheme coming into effect (such date being the "Effective Date"), and (b) such shares being issued and credited to the Sellers pursuant to the Merger, final listing and trading approvals from the stock exchanges being received, and such shares being admitted to trading.

(2) The Purchaser shall, subject to customary closing conditions on the trading day following the first trading day when the shares being issued pursuant to Scheme start trading, purchase in aggregate such number of shares of Dish TV Videocon held by the Sellers which will represent 4.95% of the paid-up equity share capital of Dish TV Videocon, as on the Effective Date, at the closing price of such shares on the NSE, on the immediately preceding trading day.

(3) Subject to completion of purchase of shares of Dish TV Videocon by the Purchaser from the Sellers pursuant to (2) above and post the expiry of one year from the commencement of trading of shares being issued pursuant to the Scheme, for a period of three months, the Purchaser will have an option to purchase from the Sellers, and the Sellers will have an option to sell to the Purchaser, in aggregate, such number of shares of Dish TV Videocon held by the Sellers which will represent 4.95% of the paid-up equity share capital of Dish TV Videocon, as on Effective Date, at the closing price of such shares on the NSE, on the immediately preceding trading day.

For Veena Investment Pvt. Ltd.
Authorised Signatory

VEENA INVESTMENTS PRIVATE LIMITED

Regd. Office: 18th Floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013
Tel. – +91 22 71061234 CIN: U65990MH1972PTC016137

The proposed transaction is subject to and contingent upon the Merger being effected, which is subject to the approval of various regulatory and other authorities, including without limitation, the Competition Commission of India, the Securities and Exchange Board of India, the Stock Exchanges, the Ministry of Information and Broadcasting and the High Court of Bombay.

Thanking You,

For Veena Investments Private Limited

For Veena Investment Pvt. Ltd.

Authorised Signatory

Avnindra Mohan

Authorised Signatory