March 30, 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.

BSE Scrip Code: - 532839
NSE Symbol: - DISHTV

Sub: Order of Hon'ble National Company Law Tribunal, Mumbai Bench, for convening Shareholders' Meeting on May 12, 2017 for approval of Scheme of Arrangement for Amalgamation of Videocon D2h Limited ("Videocon") into and with Dish TV India Limited ("Dish") pursuant to Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of Companies Act, 1956 / 2013

Dear Sir/ Madam,

This is with reference to our application dated November 17, 2016 under Regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015 for the approval of the proposed Scheme of Arrangement for Amalgamation of Videocon D2h Limited into and with Dish TV India Limited and their respective Shareholders and Creditors and Observation letter no. NSE/LIST/10152 and Observation letter no. DCS/AMAL/MD/R37/717/2016-17 approving the said scheme issued by National Stock Exchange of India Limited and BSE Limited respectively.

Post receipt of the 'Observation letters' from Stock Exchanges, the Company has filed application with National Company Law Tribunal, Mumbai Bench, on March 10, 2017 for further direction in the said matter.

The Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated March 22, 2017 has directed the Company to convene the meeting of Equity Shareholders on Friday, May 12, 2017 at 11:30 A.M. at Hall of Culture, Nehru Centre Dr. Annie Besant Road, Worli, Mumbai – 400018 for the purpose of considering and approving the proposed Scheme of Arrangement for Amalgamation of Videocon D2h Limited ('Transferor Company') into and with Dish TV India Limited ('Applicant Company') and their respective Shareholders and Creditors.

Please find enclosed herewith the copy of the said order as uploaded on the website of National Company Law Tribunal for your information and records.

Thanking you.
Yours faithfully,

For **Dish TV India Limited**

Ranjit Singh
Company Secretary
Membership No: A15442

Enclosed: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO 273 (MAH) OF 2017

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ;

AND

Dish TV India Limited, a Company incorporated)
Under the provisions of Companies Act 1956)
having its Registered Office at 18th Floor,)
A Wing, Marathon Futurex, NM Joshi Marg,)
Lower Parel, Mumbai, Maharashtra - 400013)
CIN: L51909MH1988PLC287553) ... Applicant Company

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Applicant Company

CORAM: B.S.V. Prakash Kumar, Member (Judicial)

V. Nallasenapathy, Member (Technical)

DATE: 22nd March, 2017

MINUTES OF THE ORDER

1. The Counsel for the Applicant Company states that the present Scheme is an Arrangement involving amalgamation of Videocon D2h Limited ('Transferor Company') with Dish TV India Limited ('Applicant Company / Transferee Company') and their respective shareholders and creditors. The said scheme also provides for various other matters consequential or otherwise integrally connected herewith.

2. The Counsel for the Applicant Company further states that both, the Transferor Company and the Transferee Company are *inter alia* engaged in business of providing direct-to-home (DTH) broadcasting services to their respective subscribers pursuant to the DTH License issued by the Ministry of Information and Broadcasting.

3. The Counsel for the Applicant Company further submits that rationale for the scheme is that the amalgamation of the Transferor Company into the Transferee Company, will provide substantial impetus to growth, enable synergies, reduce operational costs, increase operational efficiencies and enable optimal utilization of various resources as a result of pooling of financial, managerial and technical resources, and technologies of both the Transferor Company and the Transferee Company, significantly contributing to future growth and maximizing shareholder value. Therefore, with a view to effect such plan, the Transferee Company and the Transferor Company have decided that the Transferor Company with all its business interests including those in direct-to-home broadcasting services business, be amalgamated into and with the Transferee Company which is also, *inter alia*, engaged in the business of providing direct-to home broadcasting services.

4. That the meeting of the Equity Shareholders of the Applicant Company be convened and held at Hall of Culture, Nehru Centre Dr. Annie Besant Road, Worli, Mumbai - 400018, on 12th day of May 2017 at 11:30 A.M. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in Scheme of Arrangement among Videocon D2h Limited ('Transferor Company') with Dish TV India Limited ('Applicant Company / Transferee Company') and their respective shareholders and creditors.

5. The Applicant Company will also obtain the approval of shareholders to the said Scheme of Arrangement through Postal Ballot.

6. That at least one month before the said Meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th December 2016 along with Ballot Form and the prescribed Form of Proxy, shall be sent by Courier / Registered Post / Speed Post or through Email (to those shareholders whose email addresses are duly registered with the Applicant Company for the purpose of receiving such notices by email), addressed to each of the Equity Shareholders of the Applicant Company, at their last known address or email addresses as per the records of the Applicant Company and /or Depositories.

7. That at least 30 clear days before the meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meeting, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and the Form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid and / or at the office of its Advocates, M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai – 400071. That the Notice of the Meeting shall be advertised in two local newspapers viz. "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai not less 30 days before the date fixed for the meeting.

8. That the notice of the meeting shall be placed, not less than 30 days before the date fixed for the meeting, on the website of the Applicant Company.

9. That Mr. Rajeev Kumar Dalmia, Chief Financial Officer of the Applicant Company, and failing him, Mr. Gaurav Goel, President – Business Development & Strategy of the Applicant Company and failing him Mr. Veerender Kumar Gupta, Chief Operating Officer of the Applicant Company, shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the Applicant Company to be held at Hall of Culture, Nehru Centre Dr. Annie Besant Road, Worli, Mumbai - 400018, on 12th day of May 2017 at 11:30 A.M. or any adjournment or adjournments thereof.

10. That the Chairman appointed for the aforesaid Meeting to issue the advertisement and send out the notices of the Meeting referred to above. The said Chairman shall have all powers as per Articles of Association and also under the Companies Act 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s) eligible to vote at the aforesaid meeting.

11. That the quorum of the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.

12. That voting, by proxy or authorized representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, are filed with the Applicant Company at its Registered Office at 18th Floor, A Wing, Marathon Futurex, NM Joshi Marg, Lower Parel, Mumbai, Maharashtra – 400013 not later than 48 hours before the aforesaid meeting.

13. That the value and number of the shares of each Equity Shareholder shall be in accordance with the books / register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairman of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

14. That Mr. Jayant Gupta, Practicing Company Secretary (CP Number 9738) and failing him Mrs. Neelam Gupta, Practicing Company Secretary (CP number 6950) and failing her Mr. Puneet Singh, Practicing Company Secretary (CP Number 17849) is hereby appointed as Scrutinizers of the meeting of Equity shareholders the Applicant Company proposed to be held on 12th day of May 2017 at 11:30 A.M. or any adjournment or adjournments thereof . the fees of Scrutinizer is fixed at Rs 70,000.

15. That the Chairman to file an affidavit not less than seven (7) days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.

16. That the Chairman of the meeting to report to this Tribunal, the results of the aforesaid meeting within thirty days of the conclusion of the meeting.

17. The Applicant Company is directed to serve notices along with copy of scheme upon:- (i) concerned Income Tax Authority with in whose jurisdiction the Applicant Company's assessments are made, (ii) to Securities and Exchange Board of India (iii) the Reserve Bank of India (iv) the Central Government through the office of Regional Director, Western region, Mumbai (v) BSE Limited (vi) National Stock Exchange of India Limited (vii) Registrar of Companies, Mumbai (viii) Competition Commission of India (ix) Telecom Regulatory Authority of India and (x) Ministry of Information & Broadcasting with a direction that they may submit their representations, if any, within a period of thirty days from the date of receipt of such notice to the Tribunal with copy of

such representations shall simultaneously be served upon the Applicant Company, failing which, it shall be presumed that the authorities have no representations to make on the proposals.

18. The Counsel for the Applicant Company submits that there are no Secured Creditors the Applicant Company, therefore the question of sending notices to the Secured Creditors does not arise. The Counsel for the Applicant Company further submits that since the Scheme is an arrangement between the Applicant Company and their respective shareholders only a meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230(1)(b) of the Companies Act 2013. This bench hereby directs the Applicant Company to issue notice to all its Unsecured Creditors as on 13th January 2017 as required under section 230(3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company.

19. The Applicant Company to file affidavit of service in the Registry proving dispatch of notices to the shareholders, unsecured creditors, publication of notices in newspapers and to the regulatory authorities as stated in clause 17 above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

B.S.V. Prakash Kumar, Member (Judicial)

V. Nallasenapathy, Member (Technical)