

November 16, 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**

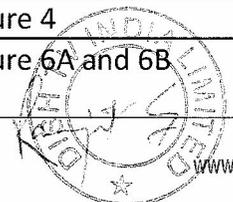
*Kind Attn.: Corporate Relationship / Listing Department*

Dear Sir/ Madam,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Arrangement for amalgamation of Videocon D2h Limited into and with Dish TV India Limited**

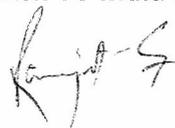
In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular 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 November 11, 2016
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ <del>reconstruction/ reduction of capital, etc.</del>	Yes. Refer Annexure 2
2.b	Valuation Report from Independent Chartered Accountant	Yes. Refer Annexure 3
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes. Refer Annexure 5
2.d	Fairness opinion by merchant banker	Yes. Refer Annexure 4
2.e	Pre and post amalgamation shareholding pattern of <del>unlisted company</del>	Yes. Refer Annexure 6A and 6B



2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes. Refer Annexure 7A and 7B
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	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 or Section 230 to 234 of the Companies Act 2013	NA
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.	Yes. Please refer Annexure 6A and 6B
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes
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.	NA

For Dish TV India Limited



**Ranjit Singh**  
**Company Secretary**  
**Membership No.:A15442**

