

December 15, 2017

**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Mumbai – 400 051

**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**Sub.: Approval of the Ministry of Information and Broadcasting in relation to the Scheme of Arrangement for Amalgamation of Videocon D2H Limited (“Transferor Company”) into and with Dish TV India Limited (“Petitioner Company” / “Transferee Company”)**

Dear Sir,

This is in continuation to our communication dated July 27, 2017 wherein we had informed you that the Mumbai Bench of the Hon'ble National Company Law Tribunal (NCLT), at its hearing held on July 27, 2017 had approved the Scheme of Arrangement for Amalgamation (“Scheme”) of Videocon D2h Limited (“Transferor Company”) into and with Dish TV India Limited (“Transferee Company”), under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013. Further, *vide* our communication dated October 11, 2017, we have duly filed the documents required to be submitted to the Stock Exchange(s) as per the requirement of observation letter(s) issued by BSE Limited and National Stock Exchange of India Limited (dated March 2, 2016 and March 1, 2016 respectively), in pursuance of filing done under Regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for approval of the Scheme.

This is to further bring to your kind notice that post the NCLT approval, the Company was yet to receive the last regulatory approval in relation to the Scheme, i.e., the approval of the Ministry of Information and Broadcasting, the nodal ministry for the Companies involved in the Scheme. This is to inform you that the Ministry of Information and Broadcasting has accorded the necessary approval *vide* its communication dated December 15, 2017, in relation to the said Scheme. The Company shall now be taking further steps for effecting the said merger.

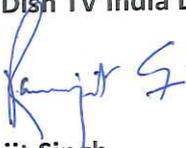


Further, please find enclosed herewith the Press Release issued by the Company on the aforesaid matter.

We request you to take the above on record.

Thanking you.

Yours truly,  
For Dish TV India Limited



**Ranjit Singh**  
**Company Secretary & Compliance Officer**  
Membership No. -A15442



Encl: As above



## DISH TV INDIA LIMITED

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INVESTOR COMMUNIQUE\_RECEIPT OF MIB APPROVAL

### MINISTRY OF INFORMATION AND BROADCASTING SHOWS THE GREEN FLAG; PAVES WAY FOR THE FORMATION OF DISH TV VIDEOCON LIMITED

Noida, India; December 15, 2017 - Dish TV India Limited (Dishtv) (BSE: 532839, NSE: DISHTV) today announced the receipt of the final approval needed in India for closing of the merger of Videocon d2h with and into Dish TV.

The Ministry of Information and Broadcasting (MIB) vide its letter dated December 15, 2017 has approved the requests made by the company for completion of the transaction.

This paves way for the creation of the largest listed media company in India taking into consideration the last reported revenue and EBITDA numbers of the two DTH players on a pro-forma basis. Dish TV and Videocon d2h (Vd2h) reported separate revenue and EBITDA numbers which at a pro-forma level add up to Rs. 60,862 million and Rs.19,909 million for FY17.

Following the amalgamation, the combined entity will be renamed as Dish TV Videocon Limited.

The combination will have scale similar to leading global cable and satellite players in terms of subscribers. Dish TV Videocon Limited (Dish TV Videocon) would serve more than 29 million subscribers in India as per its combined share on September 30, 2017.

Expressing happiness on the development, Mr. Jawahar Goel, CMD, Dish TV India Limited, said, "It has been a long journey since the announcement of the agreement between the two companies a year back. We would like to thank the Ministry of Information and Broadcasting, the National Company Law Tribunal, the Competition Commission of India, the Securities and Exchange Board of India, the Stock Exchanges and all other stakeholders for showing their trust in us. I would also like to express our gratitude to our shareholders for standing by us through the transaction and believing in us to take the combined entity to the next level going forward."

Mr. Anil Dua, Group CEO, Dish TV India Limited, said, "Together, Dish TV and Videocon d2h are going to write history as we embark on this journey of delighting our '29 million and growing' customer base. It is an exciting way ahead as we get this opportunity to leverage the individual strengths of the two organisations. I feel reassured looking at the formidable combination of these two talented teams that are now going to be working together towards a shared vision and common goals."

The combined entity is expected to provide better synergies and growth opportunities through deeper after-sales, distribution and technology capabilities and will also become a more effective partner for TV content providers in India.

For the purpose of planning the post-merger integration, Dish TV has engaged Aon, Deloitte and PwC as consultants to undertake project management for executing and ensuring seamless integration of the core functions, processes and technology infrastructure.

The two companies had entered into definitive agreements in November 2016 for amalgamation of Vd2h into Dish TV through a Scheme of Arrangement amongst Dish TV, Vd2h and their respective shareholders and creditors (the Scheme).

In early March 2017, an Observation Letter conveying no objection to the Scheme was issued by both the Stock Exchanges - National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The proposed transaction had also been notified to the Competition Commission of India (CCI) for its approval and CCI had given its approval for the proposed transaction vide its letter dated May 4, 2017.

On May 12, 2017, in a meeting convened by the National Company Law Tribunal (NCLT), the Equity Shareholders of the Company had also approved the Scheme for amalgamation of Vd2h into Dish TV.

Subsequently, the Mumbai Bench of the Hon'ble NCLT, at a hearing held on July 27, 2017, had approved the Scheme under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013. The Appointed date for the Scheme was therein fixed as October 1, 2017.

The Scheme will become effective in coming weeks, upon the filing of the order of the National Company Law Tribunal approving the Scheme, by both Vd2h and Dish TV, with the Registrar of Companies, Maharashtra.



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#### **About Dish TV India Limited:**

Dish TV is Asia Pacific's largest direct-to-home (DTH) company and part of the Essel Group. Dish TV has on its platform more than 622 channels & services including 39 audio channels and over 66 HD channels & services. Dish TV leverages multiple satellite platforms including NSS-6, Asiasat 5, SES-8 and GSAT-15 which makes its total bandwidth capacity equal 864 MHz, amongst the largest held by any DTH player in the country. The Company has a vast distribution network of over 1,946 distributors & over 291,200 dealers that span across 9,402 towns in the country. Dish TV has thirteen 24\* 7 call centres catering to 11 different languages to take care of subscriber requirement at any point in time. For more information on the company, please visit [www.dishtv.in](http://www.dishtv.in)

#### **Disclaimer**

Certain statements in this investor release may not be based on historical information or facts and may qualify to be "forward looking statements", including, but not limited to, those relating to general business plans & strategy of

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the company, its future outlook & growth prospects, future developments in its businesses, its competitive & regulatory environment and management's current views & assumptions which may not remain constant due to risks and uncertainties. Actual results could differ materially from those expressed or implied. This investor release, is not intended to and does not constitute or form part of a prospectus or offering circular or offering memorandum or private placement offer letter or an offer to sell, subscribe or acquire, or an invitation to sell, subscribe or acquire, or solicitation of an offer to sell, subscribe or acquire, any securities, in any jurisdiction; and should not be considered as a profit forecast or estimate for any period and no statement herein should be considered as a recommendation that any investor should subscribe for, or purchase any of the company's securities.

In furnishing this investor release, Dish TV India Limited nor its associates and affiliates, nor any of its respective officers, directors, advisors, undertake any obligation to provide to the recipient access to any additional information or to update this document on the basis of any subsequent development, information or events, or otherwise.