

April 10, 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.: Newspaper Advertisement of the National Company Law Tribunal, Mumbai Bench convened meeting of the Equity Shareholders of the Company for considering and approving Scheme of Arrangement**

Dear Sirs,

This is further to the Observation letter nos. NSE/LIST/10152 dated March 1, 2017 and DCS/AMAL/MD/R37/717/2016-17 dated March 2, 2017 issued by National Stock Exchange of India Limited and BSE Limited respectively, conveying No-objection to the Scheme of Arrangement amongst Videocon D2H Limited (“the transferor Company”) and Dish TV India Limited (“the transferee Company”) and their respective Shareholders and Creditors (“Scheme”). The Company vide its letter dated March 30, 2017 had informed the Stock Exchanges about receipt of Order of the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) dated March 22, 2017. Further, Company vide its letter dated April 8, 2017 intimated the Stock Exchanges about the completion of dispatch of Notices of NCLT convened Meeting of the Equity Shareholders of the Company along with Postal Ballot Form (in physical and electronic mode).

In Compliance with the Provisions of Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Order of Hon’ble National Company Law Tribunal (“NCLT”) and other applicable provisions, 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 about the NCLT convened meeting of the equity shareholders 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’ for the purpose of considering, and, if thought fit, approving, with or without modification, the Scheme of Arrangement amongst Videocon D2H Limited (“the Transferor Company”) and Dish TV India Limited (“the Applicant Company”) and their respective Shareholders and Creditors (“Scheme”).

In this regard, please find enclosed herewith copies of the newspaper clippings for your information and records.

Kindly acknowledge the receipt.

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**

Registered Office: 18th Floor, A Wing, Marathon Futurex, 114, Joshi Marg, Lower Parel, Mumbai - 400013, Maharashtra  
 Corporate Office: FC-19, Sector 16A, Noida - 201 301 (U.P.)  
 Tel: 0120-2467005/2467000, Fax: 0120-4357070  
 CIN: L51909MH1900PLC237553, E-Mail: investor@dishtv.in, Website: www.dishtv.in

**NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS**

Form No CAA.2

(Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)

Company Scheme Application No. 273 of 2017.

DISH TV INDIA LIMITED....

.....APPLICANT COMPANY

Notice is hereby given that by an Order dated March 22, 2017, the Mumbai Bench of Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal") has directed a meeting to be held of the Equity Shareholders of Dish TV India Limited ("the Applicant/Transferor Company") for the purpose of considering, and, if thought fit, approving, with or without modification, the Scheme of Arrangement amongst Videocon D2H Limited ("the Transferor Company") and the Applicant Company and their respective Shareholders and Creditors ("Scheme").

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of Equity Shareholders of the Applicant Company will be held at "Hall of Culture, Nishru Centre Dr. Annie Besant Road, Worli, Mumbai - 400 018" on Friday, the 12th day of May, 2017 at 11.30 A.M., at which time and place the Equity Shareholders of the Applicant Company as at the cut-off date of March 31, 2017 are requested to attend.

A copy of the Scheme and of the statement under section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 can be obtained free of charge on any working day (except Saturdays, Sundays and Public Holidays) from the Registered Office of Applicant Company or / and at the office of its Advocates M/s Hemant Sethi & Co., situated at 1AD2 Niv Parmann, Behind Amar Cinema, Chembur, Mumbai 400 071. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form, duly signed or authorized by the said person, are deposited at the Registered Office of the Company at 18th Floor, A Wing, Marathon Futurex, 114, Joshi Marg, Lower Parel, Mumbai, Maharashtra - 400 013 not later than 48 hours before the meeting. Form of proxy can be obtained free of charge from the Registered Office of the Company or from the office of its Advocates as mentioned above.

The Hon'ble Tribunal has appointed Mr. Rajeev Kumar Dalmia, Chief Financial Officer of the Applicant Company; and failing him, Mr. Gaurav Erol - President - Business Development & Strategy of the Applicant Company, and failing him, Mr. Veerender Kumar Gupta, Chief Operating Officer of the Applicant Company, as Chairman of the said meeting. The above mentioned Scheme of Arrangement, if approved at the meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

Pursuant to the directions issued by the Hon'ble Tribunal, and in accordance with provisions of Section 108 & 110 of the Companies Act, 2013, read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), provisions of the Companies Act, 1956, as may be applicable, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations, the Equity Shareholders of the Company have been given an option to vote on the Resolution approving the Scheme as per draft proposed in the Notice dated April 3, 2017 issued in connection with the Meeting by way of Postal Ballot or through remote E-voting facility provided by National Securities Depository Limited (NSDL) and in this regard, the Shareholders may note that:

- On April 8, 2017, the Company has completed dispatch of Notice of the meeting setting out draft of the Resolution along with annexures thereto including Postal Ballot Form and Business Reply envelope to all the Equity Shareholders of the Company (as at the cut-off date of March 31, 2017) at their registered addresses in the permitted mode & electronically to those Equity Shareholders who have registered their e-mail addresses with the Company or Depository Participants.
- Notice of the said meeting is available on the Company's website viz., www.dishtv.in and on the website of NSDL viz., www.evoting.nscil.com apart from the website of the Stock Exchange where the Company's shares are listed viz., www.bseindia.com and www.nseindia.com.
- The Voting period for casting of vote by way of Postal Ballot / Remote E-Voting will commence on Wednesday, April 12, 2017 (9.00 a.m.) and shall end on Thursday, May 11, 2017 (5.00 p.m.). The Remote E-Voting module shall be disabled by NSDL for voting after May 11, 2017 (5.00 p.m.).
- Shareholders may also cast their vote on the proposed resolution by way of Postal Ballot by delivering duly filled and signed Postal Ballot form in the Business Reply Envelope (BRE) to the Applicant Company, so as to reach the Scrutinizer not later than 5:00 p.m. on May 11, 2017, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.
- Any member who has not received the Postal Ballot form may apply to the Company and obtain a duplicate thereof by sending email to investor@dishtv.in
- Members can opt for only one mode of voting i.e., either through remote E-Voting / Postal Ballot or Polling Paper at Tribunal Convened Meeting. Members who have cast their votes either through Postal Ballot or through remote e-voting may attend the meeting but shall not be allowed to vote on Poll at the Meeting. It is clarified that casting of votes by postal ballot or remote E-Voting does not disenfranchise a Shareholder as on the Cut-off date of March 31, 2017 from attending the Meeting.
- Members may contact the Company Secretary of the Company or call on 0120 - 2467000 or by email at investor@dishtv.in for any queries/grievances in connection with the voting.
- As directed by the Hon'ble Tribunal, Mr. Jayant Gupta, Practicing Company Secretary (CP Number 9738) and failing him, Mrs. Neelam Gupta, also a Practicing Company Secretary (CP number 4950) and failing her Mr. Poojit Singh, Practicing Company Secretary (CP Number 17849) shall act as a Scrutinizer for the said meeting for conducting the Postal Ballot, Remote E-Voting and Poll process in a fair and transparent manner.
- The result of the voting shall be declared by the Chairman of the Meeting immediately upon receipt of Scrutinizers report by displaying the same at the Registered Office of the Company situated at 18th Floor, A Wing, Marathon Futurex, 114, Joshi Marg, Lower Parel, Mumbai, Maharashtra - 400013 and on the Company's website viz., www.dishtv.in within 48 hours of the conclusion of the meeting. The said result shall also be intimated to the BSE Limited and the National Stock Exchange of India Limited where the Applicant Company's shares are listed.

Sd/-

Rajeev Kumar Dalmia  
 Chairman appointed for the Meeting

Noida, Uttar Pradesh, dated April 8, 2017

CERTIFIED TRUE COPY

For DISH TV INDIA LTD.

*Ranjit Singh*

RANJIT SINGH  
 Company Secretary

Membership No.- ACS-15442

