

March 26, 2018

The National Stock Exchange of India Limited

The BSE Limited

Kind Attn.: Corporate Relationship Department

Re.: Outcome of the Board Meeting held on March 26, 2018

Dear Sir,

In furtherance of the Scheme of Arrangement for Amalgamation ('Scheme') of Videocon D2H Limited ('VDL') into and with Dish TV India Limited ('Dish TV' or the 'Company'), which was approved by the Board of Directors of the Company on November 11, 2016 and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, including Regulation 30, this is to inform you that the Board of Directors of the Company at their meeting held today, i.e., March 26, 2018, has *inter-alia*:

- (a) Approved the issuance of 85,77,85,642 fully paid up Equity shares of Dish TV of Re. 1 each in terms of the Scheme. The stated number of equity shares are being issued upon rounding off of the fractional equity shares in terms of Clause 5.6 of Section I of the Scheme, which came into effect on March 22, 2018, as on the Record date as per the Scheme (March 22, 2018). The share exchange ratio is approximately 2.01832925 new equity shares of Dish TV for every one equity share of VDL (rounded off to eight decimal places), as per Clause 5.3 of Section I of the Scheme; and
- (b) Approved the issuance of new Global Depositary Receipts ("GDRs") to holders of American Depositary Shares ("ADS") of VDL, each GDR representing one equity share of Dish TV, exchanged as per the exchange ratio in terms of the Scheme, unless such holders have elected to receive equity shares of Dish TV in lieu of GDRs by cancelling their VDL ADSs.

Accordingly, pursuant to the coming into effect of the Scheme of Arrangement for Amalgamation of Videocon D2H Limited into and with Dish TV India Limited and upon the issuance of equity shares in terms of the said Scheme, the Authorised Capital of the company stands increased to Rs. 6,500,000,000 and the Issued Capital stand increased to 1,923,799,917, with consequential alteration in Memorandum of Association of the Company.

Clause V of the Memorandum of Association of the Company stands modified and be substituted by the following:

"The Authorised Share Capital of the Company is Rs. 650,00,00,000 (Rupees six hundred and fifty crore) divided into 650,00,00,000 (six hundred and fifty crore) Equity Shares of Re. 1 (Rupee one) each. The Board of Directors of the Company shall have the power to classify the unclassified shares of the Company into several classes / kinds or vice versa, to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as the Board of Directors may decide."

Further, in compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, and Insider Trading code of the Company, the board has approved that the amendment to the insider trading Code with respect to time period for closure of Trading Window.

Please find enclosed herewith **Annexure - A** containing additional details as required pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD/4/2015 dated September 09, 2015.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,

For Dish TV India Limited



Ranjit Singh

Company Secretary and Compliance Officer

Membership No.: A15442



Encl.: As above

Annexure - A

DISCLOSURE OF EVENTS AND INFORMATION PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 09, 2015

ISSUANCE OF SECURITIES:		
S.no	Particulars	Information
A.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	<p>Consequent to effectiveness of Scheme of Arrangement for Amalgamation of Videocon D2H Limited into and with Dish TV India Limited, the Board of Directors of the Company has:</p> <p>(a) Approved the issuance of 85,77,85,642 fully paid up Equity shares of Dish TV of Re. 1 each in terms of the Scheme. The stated number of equity shares are being issued upon rounding off of the fractional equity shares in terms of Clause 5.6 of Section I of the Scheme, which came into effect on March 22, 2018, as on the Record date as per the Scheme (March 22, 2018). The share exchange ratio is approximately 2.01832925 new equity shares of Dish TV for every one equity share of VDL (rounded off to eight decimal places), as per Clause 5.3 of Section I of the Scheme.</p> <p>(b) Approved the issuance of new Global Depositary Receipts ("GDRs") to holders of American Depositary Shares ("ADS") of VDL, each GDR representing one equity share of Dish TV, exchanged as per the exchange ratio in terms of the Scheme, unless such holders have elected to receive equity shares of Dish TV in lieu of GDRs by cancelling their VDL ADSs.</p>
B.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	The issue is being made to the shareholders and holders of American Depositary Shares, of Videocon D2H Limited, as a consideration in terms of the Scheme of Arrangement for Amalgamation of Videocon D2H Limited into and with Dish TV India Limited, which came into effect from March 22, 2018.
C.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	<p>(a) 85,77,85,642 fully paid up Equity shares of Dish TV India Limited of Re. 1 each, subject to rounding off of the fractional equity shares as per Clause 5.6 of Section I of the Scheme.</p> <p>(b) Holders of American Depositary Shares ("ADS") of VDL will receive new Global Depositary Receipts ("GDRs"), each GDR representing one equity share of Dish TV, exchanged at a rate of approximately 8.07331699 new GDRs for every one VDL ADS (rounded off up to eight decimal places), unless such holders elect to receive equity shares of Dish TV in lieu of GDRs by cancelling their VDL ADSs. Fractional GDRs will not be distributed. Holders entitled to receive fractional</p>

		GDRs will instead receive cash in lieu of such fractional GDRs. Pursuant to the above, 34,322,400 GDRs will be issued to the ADS holders of VDL.
D.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): <i>I. names of the investors</i> <i>II. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;</i> <i>III. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument</i>	NOT APPLICABLE
E.	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s): <i>I. whether bonus is out of free reserves created out of profits or share premium account;</i> <i>II. bonus ratio</i> <i>III. details of share capital - pre and post bonus issue</i> <i>IV. free reserves and/ or share premium required for implementing the bonus issue;</i> <i>V. free reserves and/ or share premium available for capitalization and the date as on which such balance is available</i> <i>VI. whether the aforesaid figures are audited</i> <i>VII. estimated date by which such bonus shares would be credited/dispatched or otherwise share exchange ratio;</i>	NOT APPLICABLE

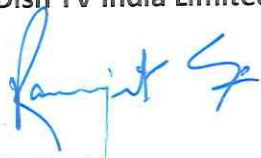
F.	<p>In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):</p>	<p>Videocon D2H Limited ("VDL") a Public Limited company, incorporated under the provisions of Companies Act, 1956. VDL had issued American Depositary Shares ("ADS"), each ADS representing four equity shares in the capital of VDL, which are listed on NASDAQ.</p> <p>Following the effectiveness of the Scheme of Arrangement ("Scheme") of VDL into and with Dish TV India Limited ("Dish TV"), all outstanding equity shares of VDL, including equity shares underlying the ADSs, are proposed to be mandatorily exchanged for new equity shares of Dish TV (as detailed in Sl. No. A and B above).</p> <p>Further, pursuant to the Scheme, ADS holders of VDL will receive new Global Depositary Receipts (the "GDRs"), each GDR representing one equity share of Dish TV, exchanged at a rate of approximately 8.07331699 new GDRs for every one VDL ADS (rounded off up to eight decimal places), unless such holders elect to receive equity shares of Dish TV in lieu of GDRs by cancelling their VDL ADSs. This is based on: (i) a share exchange ratio of approximately (rounded off to eight decimal places) 2.01832925 new equity shares of Dish TV for every one equity share of VDL (subject to rounding of fractional equity share entitlements as contemplated under the Scheme); and (ii) each VDL ADS representing four VDL equity shares. Fractional GDRs will not be distributed. Holders entitled to receive fractional GDRs will instead receive cash in lieu of such fractional GDRs.</p>
I.	<p><i>Name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;</i></p>	<p>The GDRs to be issued by Dish TV India Limited shall be listed on the Professional Securities Market of London Stock Exchange plc.</p>
II.	<p><i>Proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;</i></p>	<p>Each GDR issued pursuant to the Scheme shall represent one equity share of Dish TV</p>
III.	<p><i>Proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's;</i></p>	<p>N.A.</p> <p>The GDRs are expected to be issued on or about April 5, 2018. Application has been made for the GDRs to be admitted to trading on the Professional Securities Market of the London Stock Exchange plc.</p>
IV.	<p><i>Issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);</i></p>	<p>The ADS holders of VDL will receive GDRs of Dish TV pursuant to the Scheme. Each GDR represents one equity share of Dish TV, exchanged at a rate of approximately 8.07331699 new GDRs for every one VDL ADS (rounded off up to eight decimal places).</p>

	V. change in terms of FCCBs, if any;	Fractional GDRs will not be distributed. Holders entitled to receive fractional GDRs will instead receive cash in lieu of such fractional GDRs.
	VI. details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);	N.A
		N.A
G.	Case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s): i. size of the issue; ii. Whether proposed to be listed? If yes, name of the stock exchange(s); iii. tenure of the instrument - date of allotment and date of maturity; iv. coupon/interest offered, schedule of payment of coupon/interest and principal; v. charge/security, if any, created over the assets; vi. special right/interest/privileges attached to the instrument and changes thereof vii. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal viii. details of any letter or comments regarding	NOT APPLICABLE

	<p>payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;</p> <p>ix. details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures</p>	
H.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	NOT APPLICABLE

Yours faithfully,

For Dish TV India Limited




Ranjit Singh

Company Secretary and Compliance Officer

Membership No.: A15442