

SUMMARY OF THE PROPOSED COMBINATION

(under Regulation 13(1B) of The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011)

A. Name of the Parties to the Proposed Combination

1. The Parties to the Proposed Combination are:

a) Dish TV India Limited (DTIL)

b) Videocon d2h (Vd2h).

(collectively referred to hereinafter as **Parties**)

B. Type of the Proposed Combination

2. The proposed combination is an amalgamation wherein Vd2h shall be amalgamated with and into DTIL, such that all of Vd2h's undertakings, property and liabilities will be vested in DTIL; Vd2h will be dissolved and shareholders of Vd2h (including its promoters) will receive equity shares in DTIL. The respective Board of Directors of the Parties approved the Proposed Amalgamation on 11 November 2016.
3. For the purpose of the Proposed Amalgamation, the Parties have entered into Merger Cooperation Agreement and the Shareholders Agreement dated 11 November 2016.
4. The Proposed Amalgamation constitutes a combination in terms of Section 5(c)(i)(a) of the Competition Act, 2002.

C. Area of Activity of the Parties to the Proposed Combination

5. Both DTIL and Vd2H's primary area of activity is the retail distribution of TV content, more specifically direct-to-home (DTH) broadcasting services.

D. Relevant Market(s) to which the Proposed Combination relates

6. The Proposed Amalgamation pertains to the market for retail distribution of TV content, which comprises of all distribution platform operators including cable operators, DTH, HITS, IPTV and OTTs in India.