

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
DISH TV INDIA LIMITED IN TERMS OF REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL
ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF (“SEBI (SAST)
REGULATIONS, 2011”)**

OPEN OFFER FOR ACQUISITION OF UPTO 50,01,87,979 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF Re. 1/- EACH REPRESENTING 26% OF EMERGING SHARE CAPITAL OF DISH TV INDIA LIMITED (‘TARGET COMPANY’), FROM PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY WORLD CREST ADVISORS LLP (‘ACQUIRER’) TOGETHER WITH VEENA INVESTMENTS PRIVATE LIMITED (‘PAC 1’) AND DIRECT MEDIA DISTRIBUTION VENTURE PRIVATE LIMITED (‘PAC 2’) (PAC 1 AND PAC 2 ARE TOGETHER REFERRED TO AS ‘PACs’) IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER (‘OFFER’ OR ‘OPEN OFFER’), IN TERMS OF SEBI (SAST) REGULATIONS, 2011.

This public announcement (“Public Announcement” or “PA”) is being issued by YES Securities (India) Limited, the manager to the Offer (“Manager”), for and on behalf of the Acquirer and the PACs to the Public Shareholders (as defined below) pursuant to and in compliance with regulation 3(2) of the SEBI (SAST) Regulations, 2011.

Definitions:

For the purposes of this Public Announcement, the following terms would have the meanings assigned to them below:

- a) “Public Shareholders” shall mean all the public equity shareholders of the Target Company excluding (i) the Acquirer and the PACs and (ii) the persons deemed to be acting in concert with the Acquirer and the PACs.
- b) “Emerging Share Capital” means the total voting equity capital of the Target Company on a fully diluted basis as of the tenth (10th) working day from the closure of the tendering period of the Open Offer.

1. OFFER DETAILS

- a. **Offer Size:** Upto 50,01,87,979 (Fifty Crore One Lac Eighty Seven Thousand Nine Hundred and Seventy Nine Only) fully paid up equity shares of face value of Re. 1/- each (‘Equity Share’) representing 26% (twenty six percent) of Emerging Share Capital of the Target Company.
- b. **Offer Price:** The Offer Price is Rs. 74/- (Rupees Seventy Four only) per Equity Share (‘Offer Price’) aggregating to Rs. 37,01,39,10,446.00/- (Rupees Three Thousand Seven Hundred One Crore Thirty Nine Lac Ten Thousand Four Hundred and Forty Six Only).
- c. **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provision of regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- d. **Type of Offer:** This Offer is mandatory Offer being made by the Acquirer and PACs under regulation 3(2) of the SEBI (SAST) Regulations, 2011.

As on the date of this Public Announcement, the Acquirer alongwith the PACs, hold 63,48,07,182 Equity Shares representing 33.00% of fully paid-up equity share capital of the Target Company.

On April 12, 2018, the Acquirer proposes to place a purchase order with its broker, to acquire upto 50,00,000 (Fifty Lac only) fully paid-up Equity Shares representing upto 0.26% of fully paid-up equity share capital of the Target Company, at a price not exceeding Rs. 73.10/- (Rupees Seventy Three and Ten Paise only) per Equity Share of the Target Company.

Pursuant to the abovementioned purchase order for the acquisition of the Equity Shares of the Target Company, the shareholding of the Acquirer alongwith the PACs may increase by more than 5% of the fully paid-up equity share capital of the Target Company in one financial year. Accordingly, this mandatory Offer is being made by the Acquirer alongwith the PACs, in compliance with regulation 3(2) of the SEBI (SAST) Regulations, 2011.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for Equity Shares /Voting Rights acquired (Rs.)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of total equity / voting capital			
Direct	Market purchase	Upto 50,00,000	0.26% ⁵	Rs. 36,55,00,000/-	Cash	Regulation 3(2) of the SEBI (SAST) Regulations, 2011

⁵ Based on paid-up share Capital of 1,92,37,99,917 Equity Shares. (Source: www.bseindia.com)

3. ACQUIRER AND PACs

Details	Acquirer	PAC 1	PAC 2	Total
Name of Acquirer	World Crest Advisors LLP	Veena Investments Private Limited	Direct Media Distribution Venture Private Limited	Not applicable
Address	18th floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai- 400013, Maharashtra	18th Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013, Maharashtra	18th Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400013, Maharashtra	Not applicable
Name(s) of persons in control/promoters of Acquirer/ PACs where Acquirer/ PACs are Companies	Direct Media Distribution Venture Private Limited and Abhishek Bansal	Jawaharlal Goel Sushila Devi Goel Gaurav Goel Nishi Goel Gagan Goel Priti Goel	Essel Corporate Resources Private Limited	Not applicable

Details		Acquirer	PAC 1	PAC 2	Total
Name of the Group, if any, to which the Acquirer/ PACs belong to		Essel (Jawaharlal Goel) Group	Essel (Jawaharlal Goel) Group	Essel (Jawaharlal Goel) Group	Not applicable
Pre-transaction shareholding	No. of equity shares	9,15,00,100	8,60,94,822	45,72,12,260	63,48,07,182
	% of total equity / voting capital*	4.76%	4.48%	23.77%	33.00%
Proposed shareholding after acquisition of shares which triggered the Open Offer	No. of equity shares	9,65,00,100	8,60,94,822	45,72,12,260	63,98,07,182
	% of total equity / voting capital*	5.02%	4.48%	23.77%	33.26%
Any other interest in the Target Company		Acquirer is part of existing promoter and promoter group of the Target Company	PAC 1 is part of existing promoter and promoter group of the Target Company	PAC 2 is part of existing promoter and promoter group of the Target Company	Not applicable

* Based on paid-up share capital of 1,92,37,99,917 Equity Shares. (Source: www.bseindia.com)

4. DETAILS OF SELLING SHAREHOLDERS

Not applicable

5. TARGET COMPANY

Name of the Target Company : Dish TV India Limited
Registered Office : 18th floor, A wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai -400013, Maharashtra
Corporate Office : FC-19, Film City, Sector 16A, Noida - 201301, Uttar Pradesh
Tel. No. : 0120-2467005/ 2467000
Fax No. : 0120-4357078
Email id : investor@dishtv.in
CIN: : L51909MH1988PLC287553

The Target Company is listed on BSE Limited and National Stock Exchange of India Limited. The Equity Shares are placed under Group 'A / S&P BSE 200' having a Scrip Code of 532839 on BSE Limited and Symbol DISHTV on National Stock Exchange of India Limited. The ISIN of Equity Shares of Target Company is INE836F01026.

6. OTHER DETAILS

6.1. All the details of the Open Offer would be published shortly in newspapers in terms of regulations 14(3) of the SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement by April 19, 2018.

- 6.2. The Acquirer and PACs accept full responsibility for the information contained in this PA and also undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3. This Offer is not a competitive offer in terms of regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Open Offer is subject to the terms and conditions mentioned in this Public Announcement, and as will be set out in the DPS and the LoF that are proposed to be issued in accordance with the SEBI SAST Regulations.

Issued by the Manager to the Offer



YES Securities (India) Limited
IFC, Tower 1&2, Unit No. 602 A, 6th Floor
Senapati Bapat Marg, Elphinstone (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 7100 9829
Fax: +91 22 2421 4508
Contact Person: Mukesh Garg
SEBI Registration No.: INM000012227

For and on behalf of Acquirer and the PACs

Sd/- World Crest Advisors LLP	Sd/- Veena Investments Private Limited	Sd/- Direct Media Distribution Venture Private Limited
--	---	---

Place: Mumbai

Date: April 12, 2018