

POST-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) ("POST-OFFER ADVERTISEMENT") OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011") FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

# DISH TV INDIA LIMITED

Registered Office: 18<sup>th</sup> 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: +91 120-2467005/2467000; Fax: +91 120-4357078;

Website: www.dishtv.in; CIN: L51909MH1988PLC287553

OPEN OFFER ("OPEN OFFER" OR "OFFER") FOR ACQUISITION OF UP TO 50,02,24,893 (FIFTY CRORE TWO LAC TWENTY FOUR THOUSAND EIGHT HUNDRED AND NINETY THREE ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1 (RUPEE ONE) EACH ("EQUITY SHARES") REPRESENTING 26% (TWENTY SIX PERCENT) OF THE EMERGING SHARE CAPITAL OF DISH TV INDIA LIMITED ("DISH TV" OR "TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY WORLD CREST ADVISORS LLP ("ACQUIRER") AND VEENA INVESTMENTS PRIVATE LIMITED ("PAC 1") AND DIRECT MEDIA DISTRIBUTION VENTURES PRIVATE LIMITED ("PAC 2") (PAC 1 AND PAC 2 ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "PACs"). PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(2) OF THE SEBI (SAST) REGULATIONS, 2011 AT AN OFFER PRICE OF ₹ 74.00 PER EQUITY SHARE.

This Post-Offer Advertisement is being issued by YES Securities (India) Limited ("Manager to the Offer"), for and on behalf of the Acquirer (as defined above), along with the PACs (as defined above) in their capacity as the persons acting in concert with the Acquirer pursuant to and in accordance with regulation 18(12) of the SEBI (SAST) Regulations, 2011.

For the purpose of this Post-Offer Advertisement, "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.

This Post-Offer Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated April 12, 2018 (the "PA"), the detailed public statement dated April 17, 2018, published in newspapers on April 18, 2018 ("DPS"), the draft letter of offer dated April 25, 2018 ("DLoF"), the letter of offer dated June 20, 2018 ("LoF") and the Pre-Offer Advertisement dated June 28, 2018 ("Pre-Offer Advertisement"). The DPS with respect to the Offer was published in Financial Express - English (all editions), Jansatta - Hindi (all editions), Mumbai Lakshadeep - Marathi (Mumbai edition). This Post-Offer Advertisement is being issued in all the newspapers in which the DPS was published.

1	Name of the Target Company:	Dish TV India Limited
2	Name of the Acquirer(s) and PACs:	World Crest Advisors LLP ("Acquirer"), Veena Investments Private Limited ("PAC 1") and Direct Media Distribution Ventures Private Limited ("PAC 2")
3	Name of the Manager to the Offer:	YES Securities (India) Limited
4	Name of the Registrar to the Offer:	Link Intime India Private Limited
5	Offer Details:	
	a Date of Opening of the Offer:	Monday, July 02, 2018
	b Date of Closure of the Offer:	Friday, July 13, 2018
6	Date of Payment of Consideration:	July 25, 2018
7	Details of Acquisition:	

Sr. No.	Particulars	Proposed in offer document	Actuals
7.1	Offer Price (per Equity Share)	₹ 74	₹ 74
7.2	Aggregate number of shares tendered	50,02,24,893	44,62,38,855
7.3	Aggregate number of shares accepted	50,02,24,893	44,62,38,855
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	₹ 37,01,66,42,082/-	₹ 33,02,16,75,270/-
7.5	Shareholding of the Acquirer & PACs before agreement/public announcement		
	• Number	63,48,07,182 <sup>(1)</sup>	63,48,07,182 <sup>(1)</sup>
	• % of Emerging Share Capital <sup>(2)</sup>	33.00% <sup>(2)</sup>	33.00% <sup>(2)</sup>
7.6	Shares Acquired by way of agreement		
	• Number	Not applicable	Not applicable
	• % of Emerging Share Capital		
7.7	Shares Acquired by way of Open Offer		
	• Number	50,02,24,893	44,62,38,855
	• % of Emerging Share Capital <sup>(2)</sup>	26.00%	23.19%
7.8	Shares acquired after Detailed Public Statement		
	• Number of shares acquired	Nil	Nil
	• Price of the shares acquired		
	• % of the shares acquired		
7.9	Post offer shareholding of Acquirer & PACs		
	• Number	1,13,50,32,075 <sup>(1)</sup>	1,08,10,46,037 <sup>(1)</sup>
	• % of Emerging Share Capital <sup>(2)</sup>	59.00%	56.19%
7.10	Pre & Post offer shareholding of the Public		
	• Number	1,25,31,67,838	75,29,42,945
	• % of Emerging Share Capital <sup>(2)</sup>	65.14%	39.14%
			1,25,30,25,860 <sup>(3)</sup>
			80,67,87,005 <sup>(3)</sup>
			65.13%
			41.93%

<sup>(1)</sup> Includes Equity Shares acquired by the Acquirer on April 12, 2018

<sup>(2)</sup> Computed as a percentage of Emerging Share Capital of the Company (as defined in the LoF)

<sup>(3)</sup> Excludes 141,978 ESOPs from the Emerging Share Capital, as no options have been exercised as on the date of the Post-Offer Advertisement

Capitalised terms used but not defined in this Post-Offer Advertisement shall have the meanings assigned to such terms in the LoF.

The Acquirer, its partners and the PACs and their respective directors accept full responsibility for the information contained in this Post-Offer Advertisement (other than such information as has been obtained from public sources) and their obligations under the Offer and shall be severally and jointly liable for ensuring compliance with the SEBI (SAST) Regulations, 2011.

A copy of this Post-Offer Advertisement will be available on the websites of SEBI (<http://www.sebi.gov.in>), BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and at the registered office of the Target Company.

## Issued by the Manager to the Offer on behalf of the Acquirer and PACs

**YES SECURITIES**

**YES SECURITIES (INDIA) LIMITED**  
IFC, Tower 1&2, Unit No. 602 A, 6<sup>th</sup> 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  
**E-mail:** dishtvopenoffer@yesscuritiesltd.in  
**SEBI Registration No.:** INM000012227

## Registrar to the Offer

**LINKIntime**

**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra, India  
**Tel:** +91 22 49186200; **Fax:** +91 22 49186195  
**Contact Person:** Sumeet Deshpande  
**Email:** dishtvindia.offer@linkintime.co.in  
**SEBI Registration Number:** INR000004058

For and on behalf of the Acquirer and the PACs

Sd/-  
World Crest  
Advisors LLP

Sd/-  
Veena Investments  
Private Limited

Sd/-  
Direct Media Distribution  
Ventures Private Limited

Place : Mumbai  
Date : July 26, 2018

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