

K P B & ASSOCIATES

Chartered Accountants

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To,
The Board of Directors
Dish TV India Limited
N M Joshi Marg, Lower Parel,
Mumbai – 400 013.

NETWORTH CERTIFICATE

1. We have examined the annexed Statement of Computation of Standalone networth of Dish TV India Limited (hereinafter referred to as "DTIL") as on 31st March, 2016 as prepared by the Company prior to and after giving effect to the scheme of amalgamation with the following:
 - the audited standalone financial statements of DTIL for the year ended 31st March 2016;
 - a copy of the Scheme of Amalgamation of VDL with DTIL (hereinafter referred to as "Proposed Scheme") as approved by the Board of directors of the Company at its meeting held on 11th November 2016;

Based on the above, in our opinion and according to the information and explanations given to us, read together with the notes as stated in the statement, we state that:

- the standalone networth of DTIL prior to giving effect to the proposed scheme of amalgamation as on 31st March 2016 was ₹ 109.78 Crore;
 - the standalone notional networth of DTIL after giving effect to the proposed scheme of amalgamation on standalone basis would be ₹ 7,611.11 Crore.
2. This certificate has been issued based on a specific request by DTIL for the sole purpose of submission of the same to the Bombay Stock exchange Limited and National Stock Exchange Limited and should not be used for any other purpose without our prior express written consent.

For K P B and Associates
Chartered Accountants
Firm Registration No 114841W


Paras Savla
Membership no: 105175
Thane, 11th November 2016



Annexure:**Statement of Computation of Standalone Network**

(₹ in Crore)

Particulars	Prior to proposed amalgamation as on 31 st March 2016	Post proposed amalgamation
Equity Paid up Capital (A)	106.59	192.37
Reserves and Surplus		
Securities Premium Account	1,543.40	8,958.95
Surplus/(Deficit) in Profit and Loss Account	(1,558.70)	(1,558.70)
General Reserves	18.49	18.49
Sub Total (B)	3.19	7,418.74
Standalone Network of the Company (A+B)	109.78	7,611.11

Notes

1. The above computation of standalone network has been made as per the requirements of the Bombay Stock Exchange Limited and National Stock Exchange of India Limited for the sole purpose of submission of the same along with the proposed scheme, which has been approved by the Board of Directors of DTIL on 11th November, 2016 and is not to be considered for any other purpose. The proposed scheme is pending for regulatory and other statutory approvals including those from the members and/ or creditors of the respective companies.
2. The paid up equity share capital will increase post the proposed amalgamation on account of issue of 85.8 Crore shares (Face value ₹ 1) to the shareholders of transferor company (VDL) at a premium of ₹ 86.45 per share issued and accordingly securities premium will increase by that amount.

