



Dish TV India Limited

Investor Presentation

Disclaimer

Some of the statements made in this presentation are forward-looking statements and are based on the current beliefs, assumptions, expectations, estimates, objectives and projections of the directors and management of Dish TV India Limited about its business and the industry and markets in which it operates.

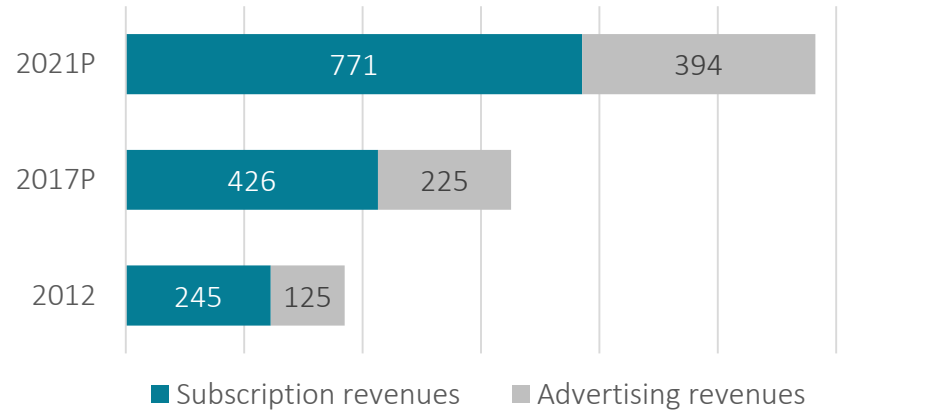
These forward-looking statements include, without limitation, statements relating to revenues and earnings. The words “believe”, “anticipate”, “expect”, “estimate”, “intend”, “project” and similar expressions are also intended to identify forward looking statements.

These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the control of the Company and are difficult to predict. Consequently, actual results could differ materially from those expressed or forecast in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, changes in the regulatory environment and other business and operational risks. Dish TV India Limited does not undertake to update these forward-looking statements to reflect events or circumstances that may arise after publication.



Indian M&E Industry Snapshot

TV industry size (INR Bn.)



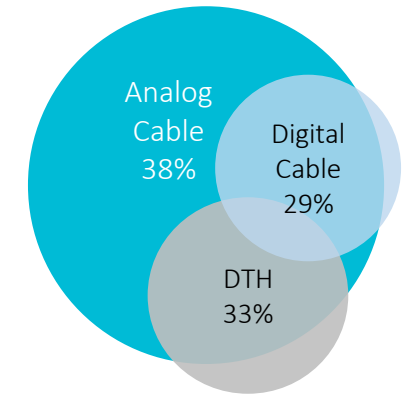
2021 **INR 771 Bn.**
TV subscription revenues
CAGR of ~ 16%
(2017-2021P)

2017 **INR 426 Bn.**
TV subscription revenues

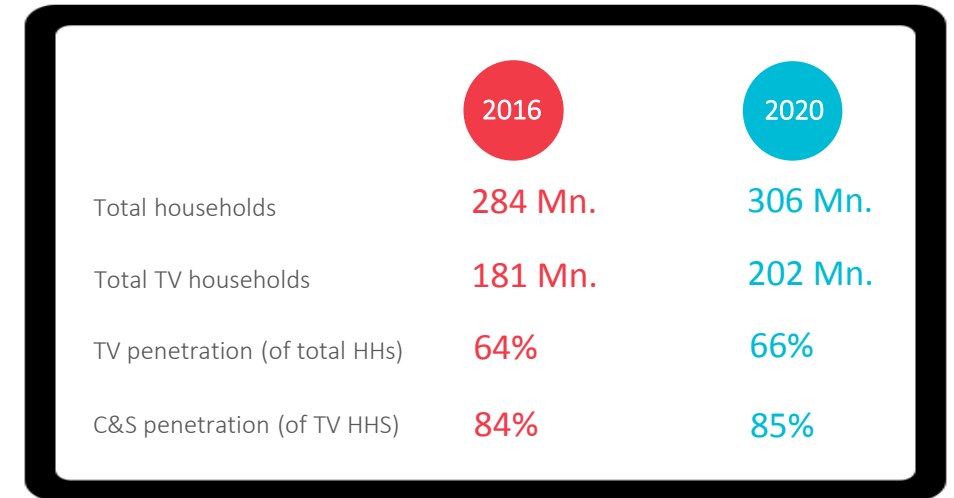
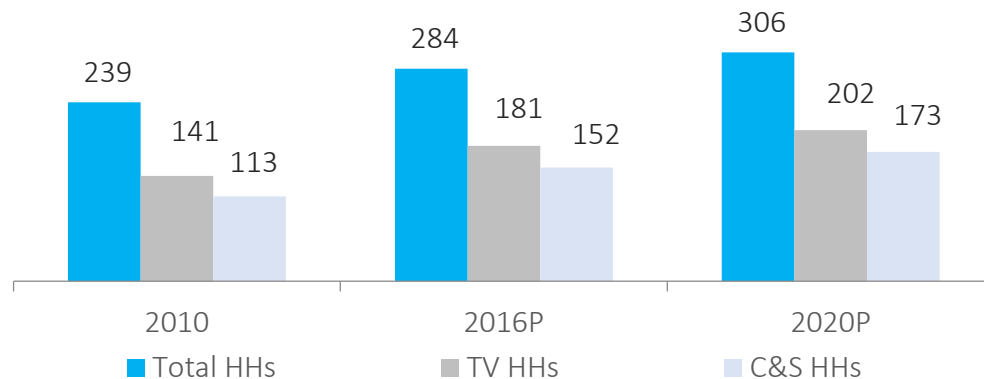
Broadcasting industry

Multiple broadcasters producing content in **15 languages** across **7 genres** beaming **~880 channels**

Distribution industry

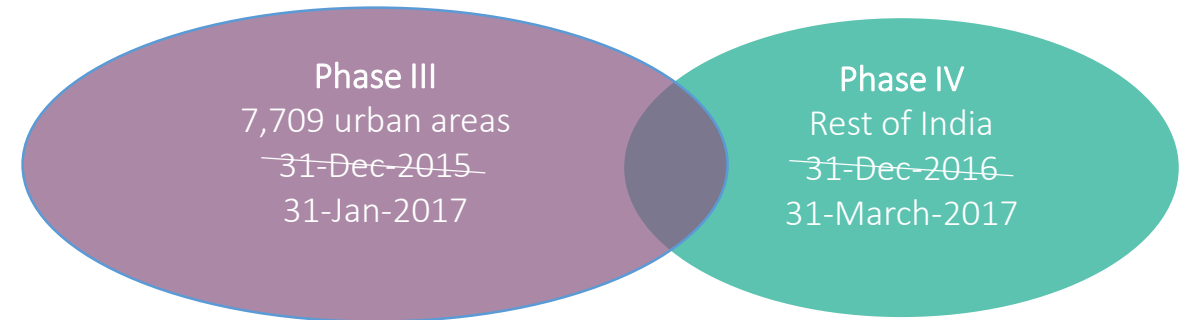
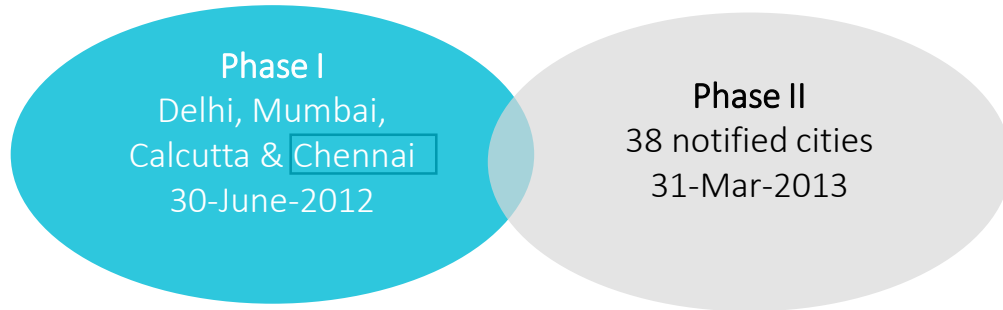


Indian television market statistics (HHs Mn.)



Distribution Industry

Digital Addressable Systems - DAS



Cable

- Land grab seeding at throw away prices
- No addressability/KYC
- Working backwards to fill critical gaps; packaging-billing-dunning

DTH

- Seeding ground for High-Definition
- Potential subscribers for upselling – high value packs

- Bulk of the potential DAS converts
- Limited coverage by large MSO's due to dispersed population
- Very high DTH recognition; DTH best suited considering terrain
- Key target markets with more than 60% incremental potential for DTH
- Phase III - Close to 100% seeding achieved*
- Phase IV - HH's to be covered ~ 40 Mn.
 - Total number of HH's in Phase IV~ 70 Mn.
 - ~40% seeding has been achieved in Phase 4 markets
 - 689 districts to be covered across the country

Distribution Industry - Cable

3 Tiered Structure



Pre-DAS

- Analog signal - limited carrying capacity, broadcasters jostling for PCS
- Placement & Carriage fees - bulk of MSOs top-line
- Massive under declaration; ignored, to maintain MSOs 'reach'

No incentive to raise ARPUs

Net Content Cost (per sub p.m.)	
MSOs	DTH
~ Rs.14	~ Rs.65

Post-DAS

- Digital signal - fatter pipe, larger carrying capacity
- Placement fees mindset
- B2B Net billing
- 100% postpaid. Element of bad debts?
- Impairment of Set-Top-Box (STB)?

Net Content Cost (per sub p.m.)	
MSOs	DTH
~ Rs.14	~ Rs.65

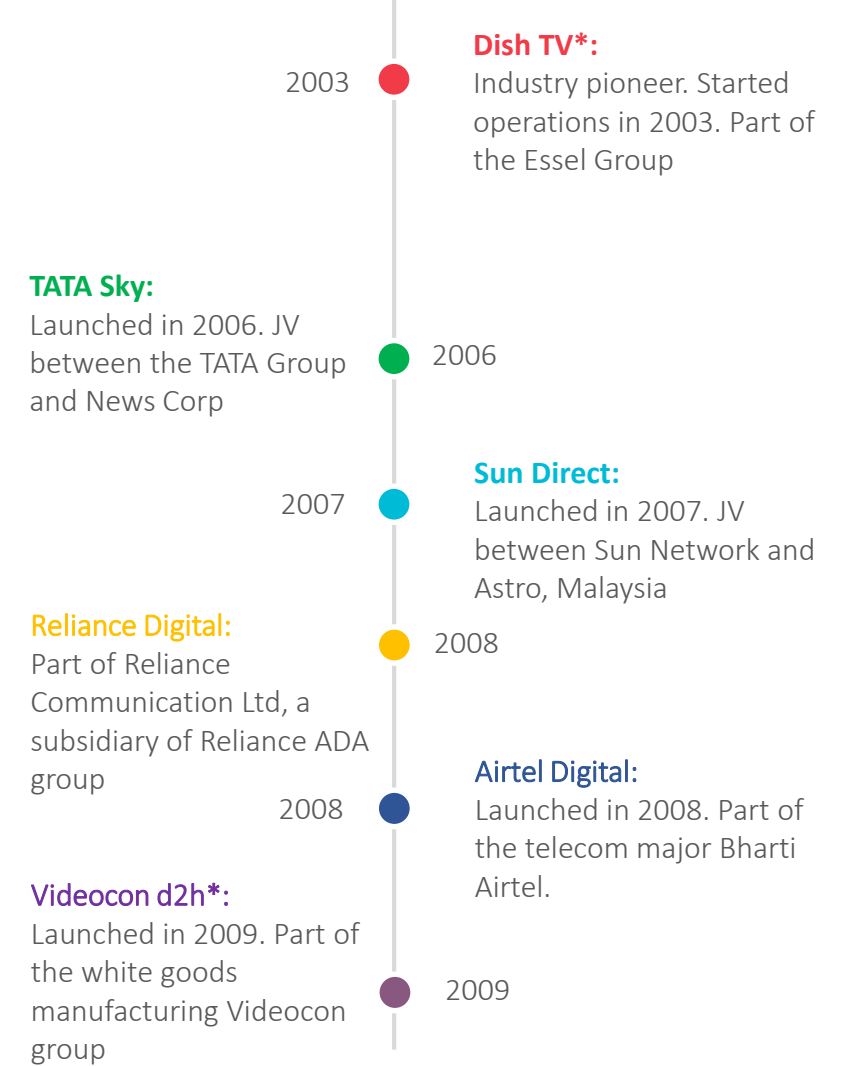
*Game Changer?
Tariff Order..*

Distribution Industry - DTH



- 100% digital
- Owns last mile subscribers
- Subscription driven top-line
- Fully prepaid subscription; no bad debts
- Tax compliant
- DTH contributes ~ 60% of broadcaster's domestic subscription revenues

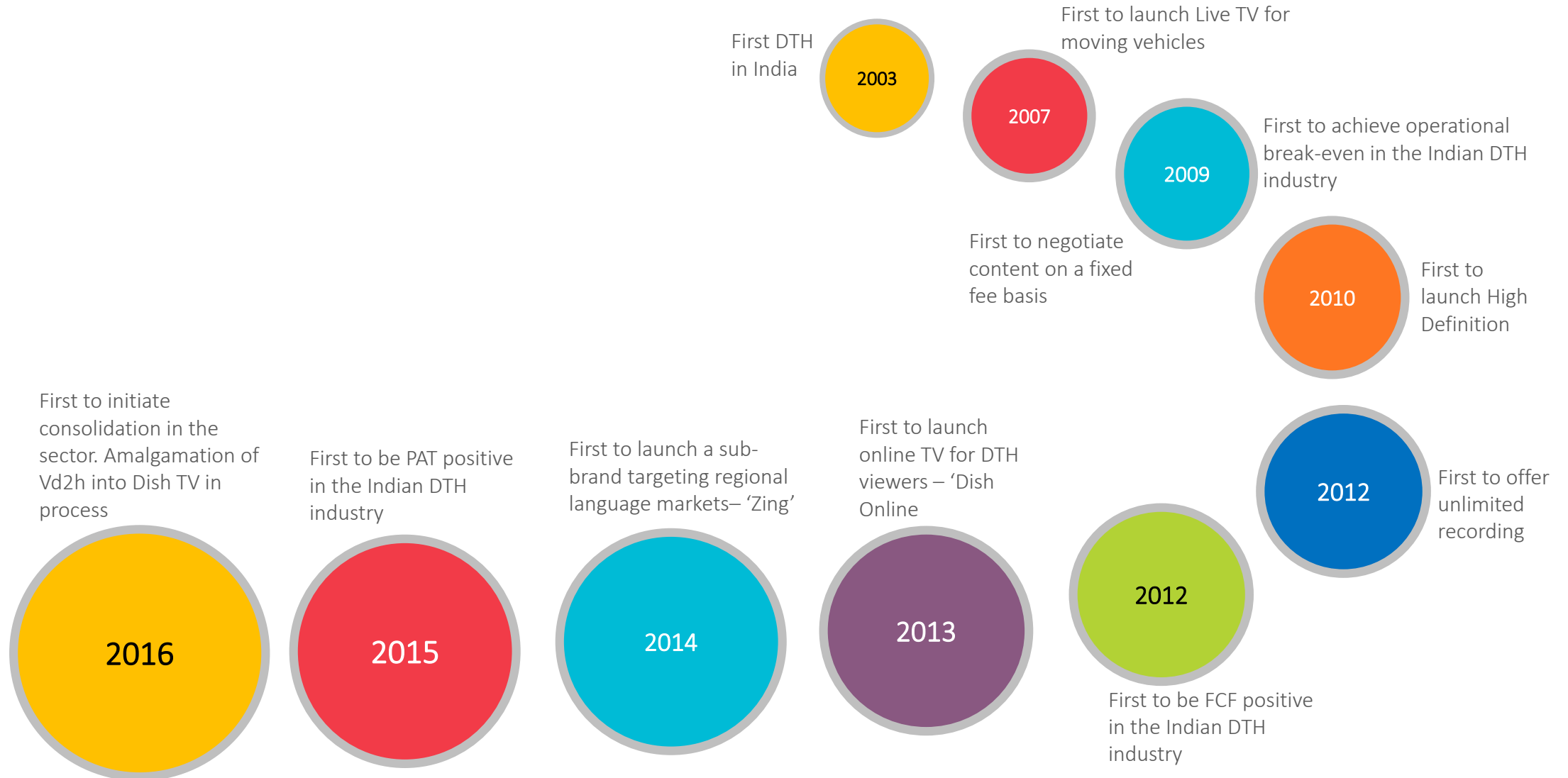
DTH Players in India



Notes: * As per the Scheme of Arrangement, Videocon d2h shall be merged into Dish TV, to form a combined entity to be renamed as Dish TV Videocon Limited



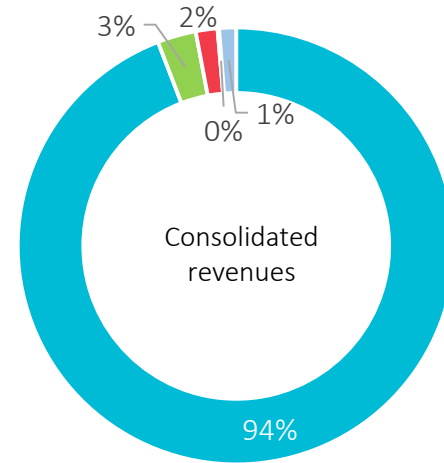
Many Firsts to its Credit



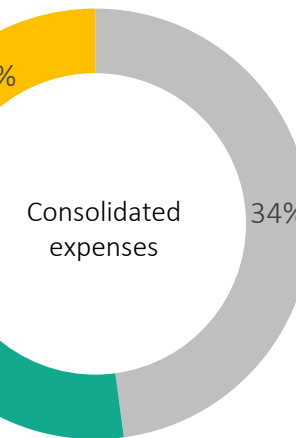
Business Model



P&L structure – 2QFY18



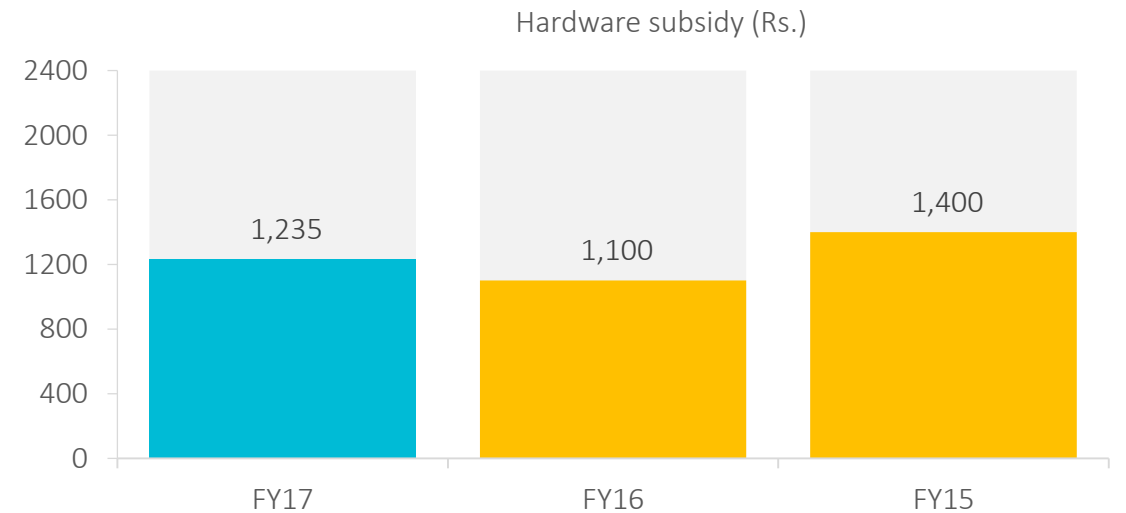
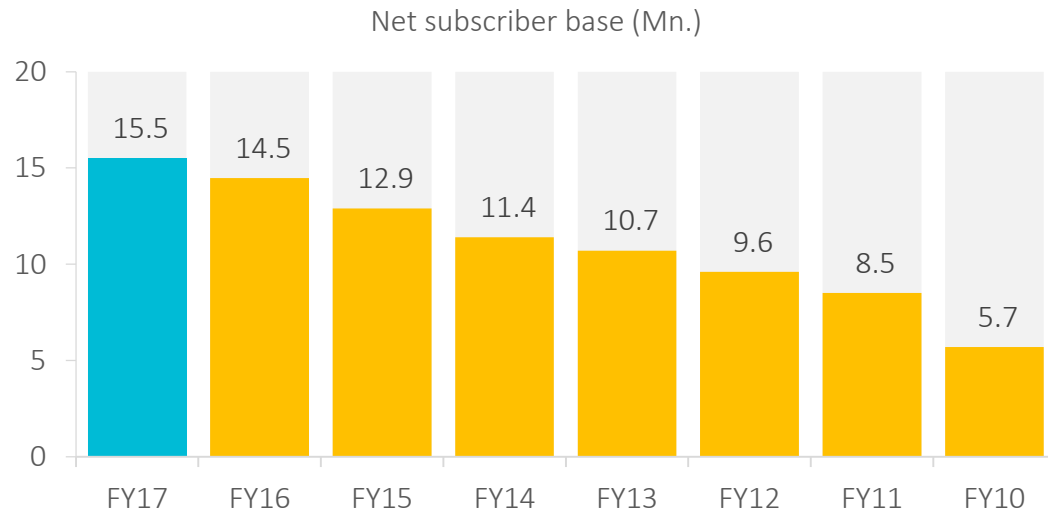
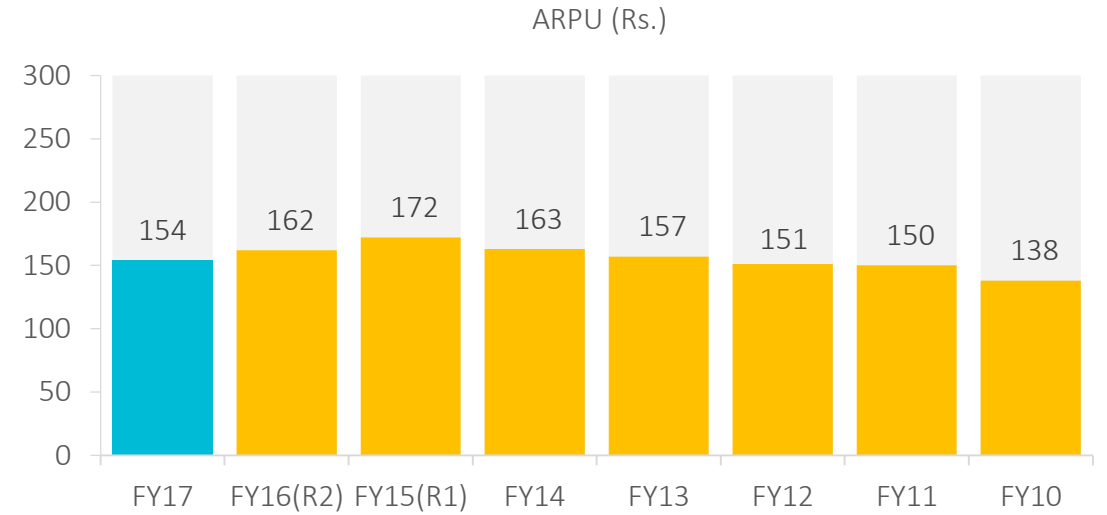
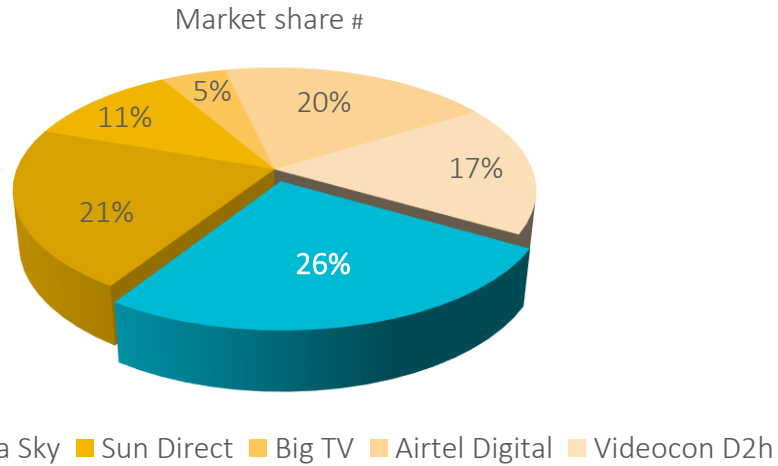
- Subscription revenues
- Bandwidth income
- Advertising income
- Lease rent
- Other income



- Programming and other costs
- Other operating expenses (excluding Prog. & Other cost)
- Employee benefit expenses
- Other expenses (including S&D exp.)

EBITDA margin – 28.9%

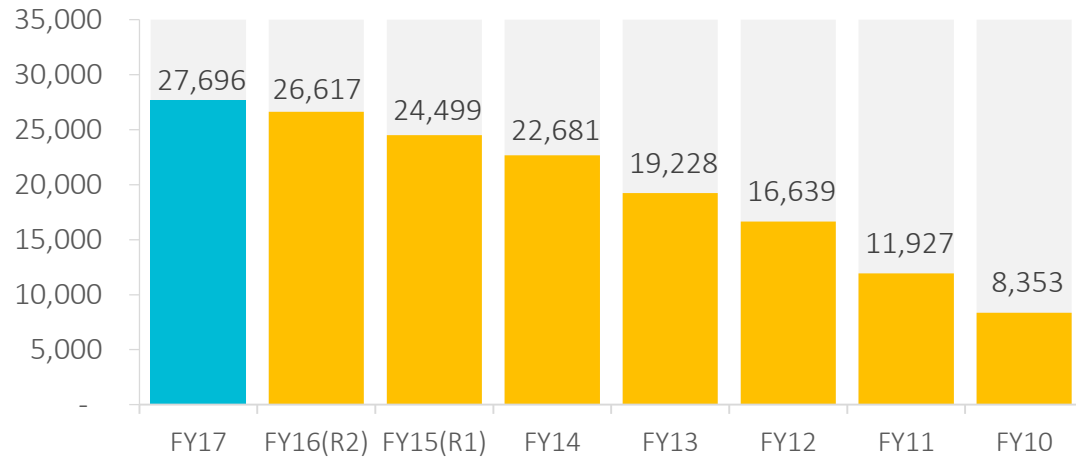
Key Metrics - Annual



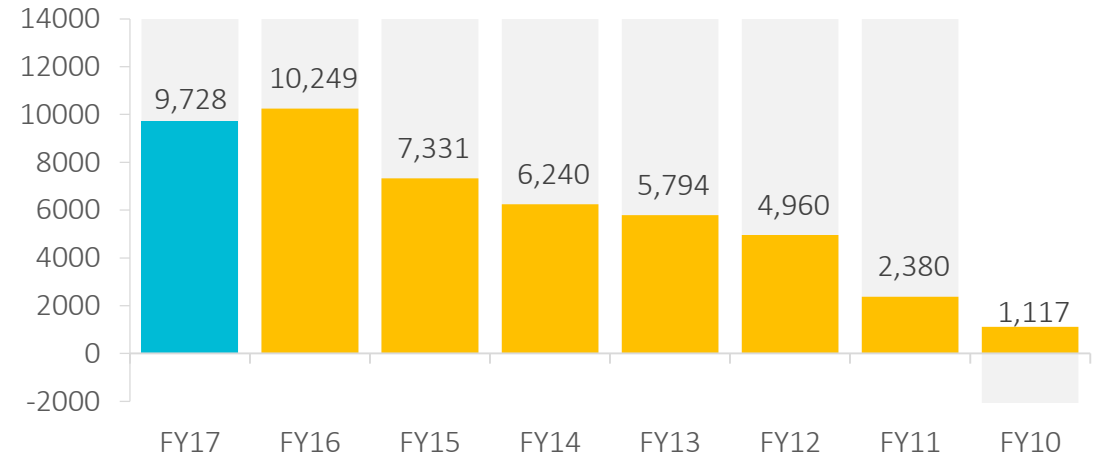
Notes: # Market share based on gross subscribers as on 31st Sept, 2017 as per market estimates. (R1): Restated post netting off collection charges. (R2): Restated post netting off Entertainment Tax

Key Metrics - Annual

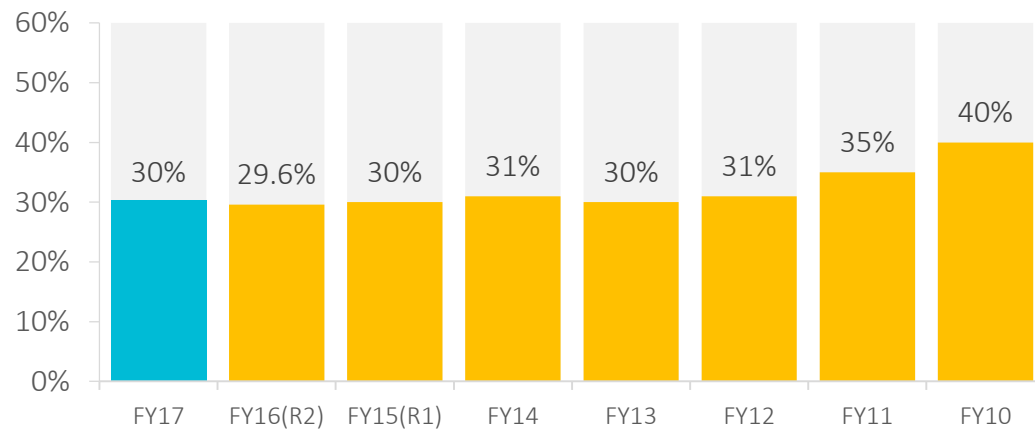
Subscription revenues (Rs. Mn.)



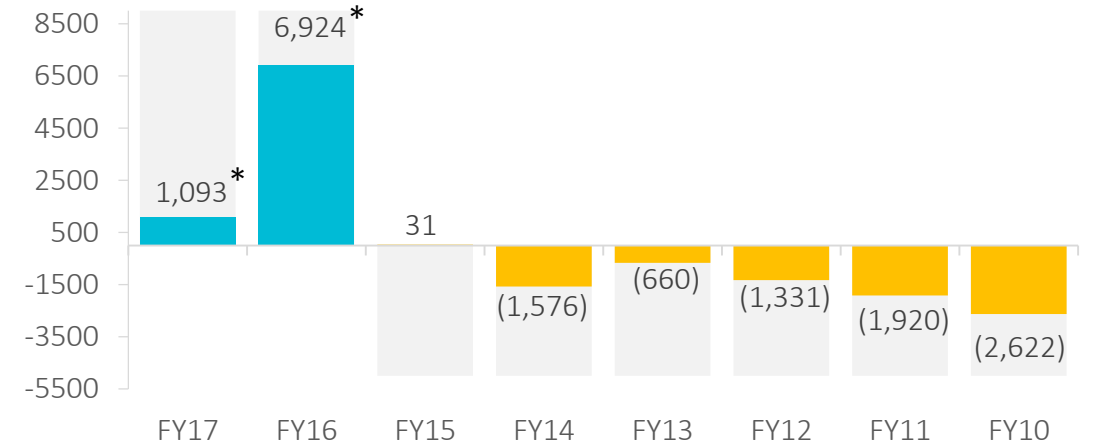
EBITDA (Rs. Mn.)



Programming and other costs as % of revenues

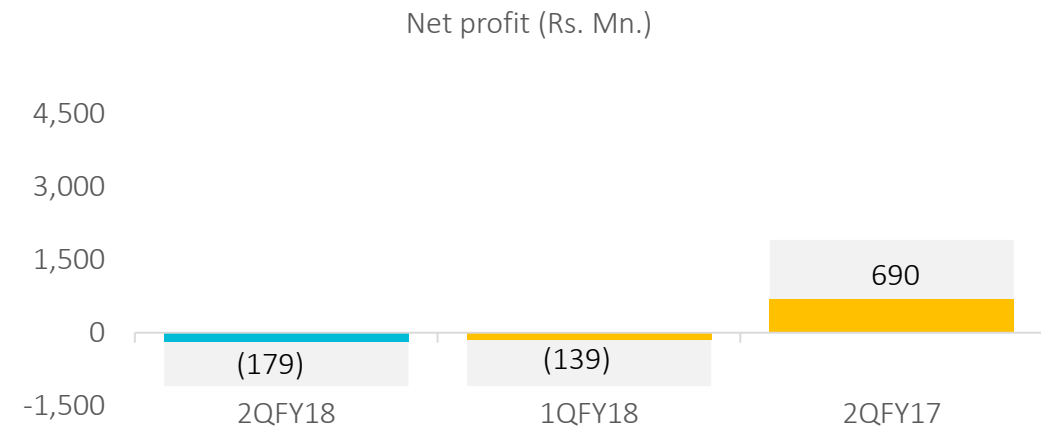
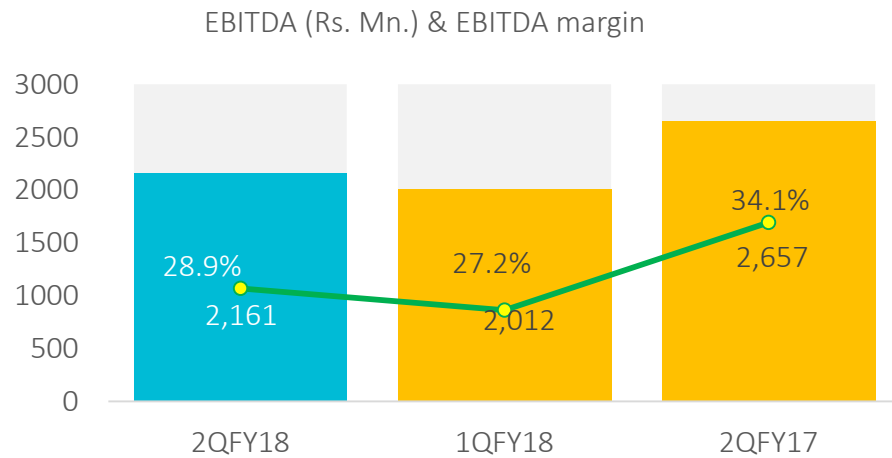
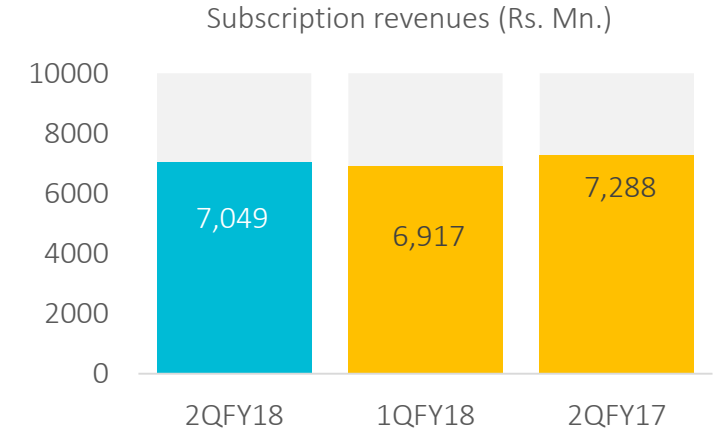
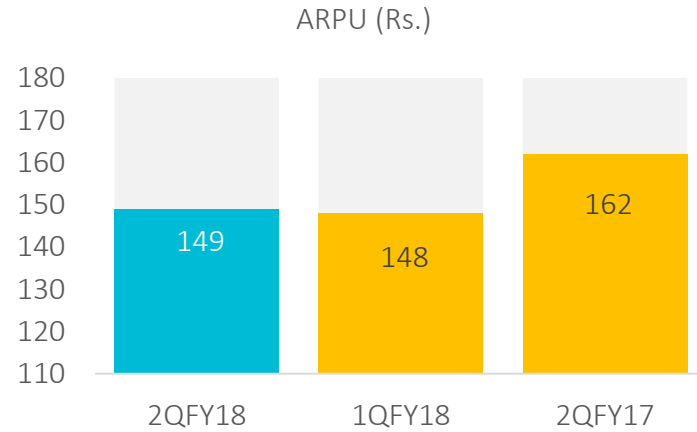
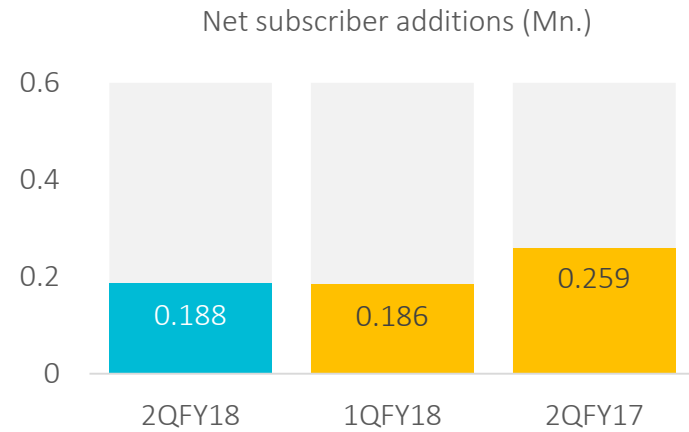


Net profit/(loss) (Rs. Mn.)



Notes: (R1) Restated, post netting off collection charges. (R2) Restated post netting off Entertainment Tax. * Including deferred tax assets of Rs. 740 and Rs. 4,360 mn. for FY17 and FY16 respectively

Key Metrics - Quarter



Notes: *2QFY17 figures have been restated to comply with Ind-AS

Strategy and Outlook

Strengthening the Core

MERA APNA PACK

Top up your base pack with any SD or HD channel to make a pack of your choice

SD @ Rs. 8.50 (plus taxes)
HD @ Rs. 17.00 (plus taxes)

- Tailor made packages, for easy transition, for first time digital (pay) subscribers
- Ala-carte offering across channels; first in the industry
- Separate communication of indirect taxes to the subscriber; first in the industry

~ ₹ 5* per day

SWAGAT
210+ Channels & Services

Rs. 169 plus taxes

DAS Phase III & IV

Across phase III & IV markets
'Bharat Pack'

Packs starting @
Rs. 85 (plus taxes)



Mandatory subscription to any one of Regional / Hindi entertainment packs

Any of the 'Hindi' entertainment add-on packs @ Rs.54 (plus taxes) each p.m

Movie Mix/Entertainment Mix/others

OR

Marathi/Bengali/Oriya/others

Any of the 'Regional' add-on packs @ Rs.34 (plus taxes) each p.m.



Strong Regional Focus



Zing Kerala Packs; starting from Rs.85 (plus taxes) going up to Rs. 325 (plus taxes)

Mandatory subscription to one regional ala-carte at Rs. 43 (plus taxes) with base pack



Zing West Bengal/Odisha/Tripura Packs starting from Rs.85 (plus taxes) going up to Rs.384 (plus taxes)

Mandatory subscription to one regional ala-carte at Rs. 35 (plus taxes) with the base pack

- Customized regional content in digital quality
- Value for money offering; digital quality picture at the price of cable
- Uncompromised margins

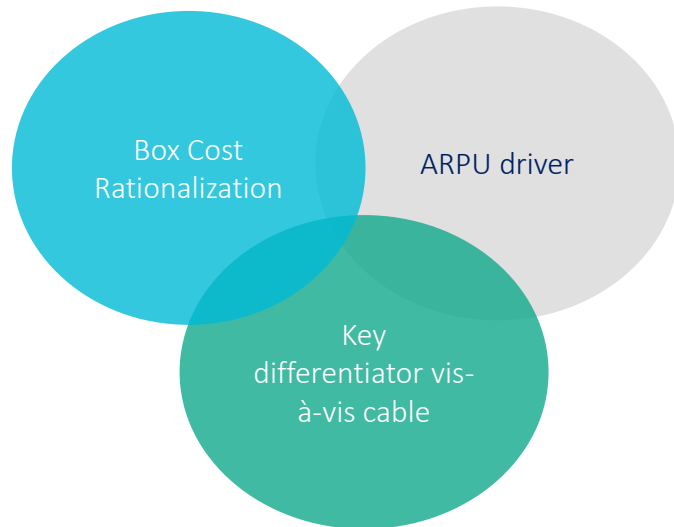
High Definition

COMPLETE YOUR HD TV EXPERIENCE WITH DishHD+

HI-DEFINITION SACHETS STARTING AT ₹ 84 (plus taxes) EACH PER MONTH

Family HD	English Club HD
All Sports HD	Infotainment, Lifestyle & Kids
Maxi Sports HD	Sports HD South
All Sports HD South	

Enjoy Stadium like experience with 5X better picture clarity and surround sound



- Panel TV sales volumes to grow by ~9-11% CAGR in between 2016-2021
- Increasing demand for OLED TV sets to drive growth of HD viewership
- Dish TV had ~25% HD incremental market share in FY17

66+
HD Channels

HD ADD-ONS

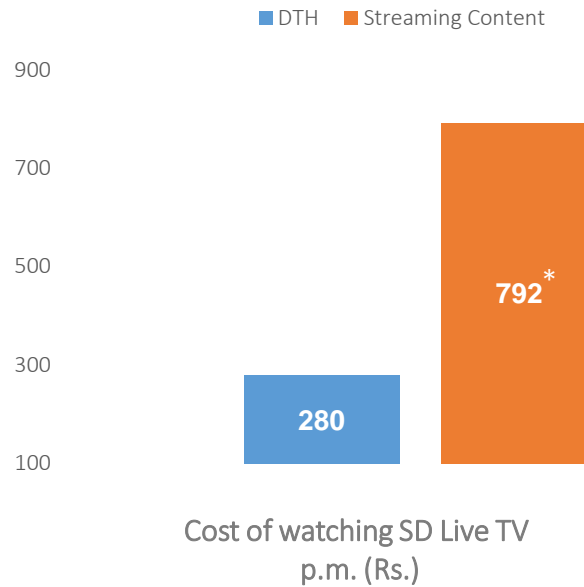
Game on HD @ ₹ 140 (plus taxes)
Game on HD Regional @ ₹ 148 (plus taxes)
(Sports and Hindi entertainment)

Full on HD @ ₹ 186 (plus taxes)
Full On HD Regional @ ₹ 195 (plus taxes)
(Complete dose of entertainment)

Being Up to Speed with Technology



Worth Considering..



..Hybrid Set Top Boxes

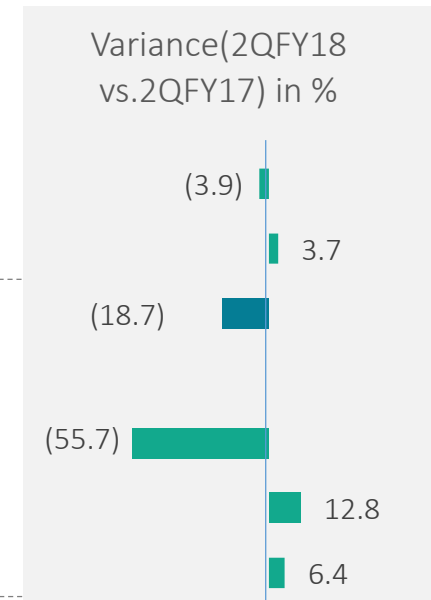
Notes: *Taking data consumption for watching ~100 hours of TV in a month at 71.79 GB. Minimum average current data cost per GB at Rs.11.

Financials

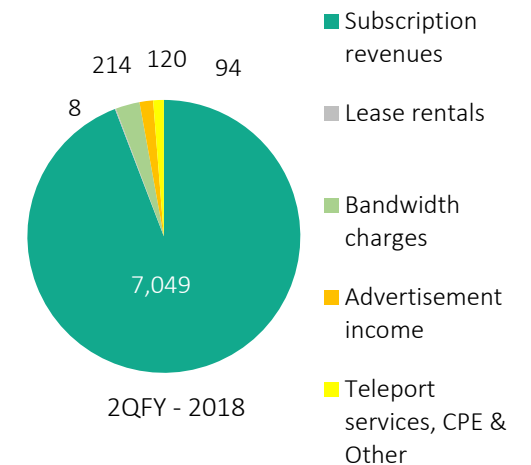
Summarized Consolidated P&L - Quarter

2QFY 2018 vs. 2QFY 2017

Rs. Mn.	Quarter ended Sept. 2017	Quarter ended Sept. 2016
Operating revenues	7,486	7,793
Expenditure	5,325	5,136
EBITDA	2,161	2,657
EBITDA margin (%)	28.9	34.1
Other income	77	174
Depreciation	1,899	1,683
Finance cost	611	574
Profit / (Loss) before tax	(272)	573
Tax expense:		
- Current Tax	289	183
- Deferred Tax	(383)	(299)
- Excess Provision in earlier years	-	-
Net Profit / (Loss) for the period	(179)	690



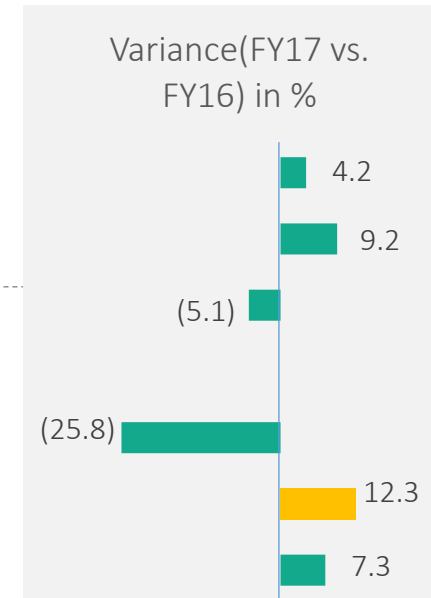
Operating revenues break-up (Rs. Mn.)



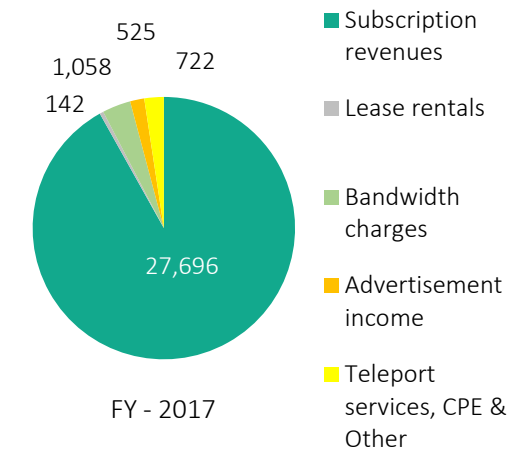
Summarized Consolidated P&L - Annual

FY 2017 vs. FY 2016

Rs. Mn.	Year ended Mar. – 2017	Year ended Mar. – 2016
Operating revenues	30,144	28,941
Expenditure	20,415	18,692
EBITDA	9,728	10,249
EBITDA margin (%)	32.3	35.4
Other income	475	640
Depreciation	6,631	5,907
Financial expenses	2,239	2,087
Profit / (Loss) before tax	1,334	2,895
Tax Expense:		
- Current Tax	1035	331
- Deferred Tax	(740)	(4,360)
- Excess Provision in earlier years	(53)	-
Net Profit / (Loss) for the period	1,093	6,924



Operating revenues break-up (Rs. Mn.)



Consolidated Balance Sheet

Rs. Mn.	Sept. 2017 (Unaudited)
Equity and liabilities	
Equity	
(a) Equity share capital	1,066
(b) Other equity	2,728
(c) Non-controlling interest	(132)
	3,662
Liabilities	
(1) Non-current liabilities	
(a) Financial liabilities	
(i) Borrowings	8,365
(ii) Other financial liabilities	381
(b) Provisions	253
(c) Other non-current liabilities	141
	9,140

Consolidated Balance Sheet (continued)

Rs. Mn.	Sept. 2017 (Unaudited)
Equity and liabilities	
(2) Current liabilities	
(a) Financial liabilities	
(i) Borrowings	749
(ii) Trade payables	3,603
(iii) Other financial liabilities	8,841
(b) Other current liabilities	3,684
(c) Provisions	14,535
	31,413
Total	44,215

Consolidated Balance Sheet (continued)

Rs. Mn.	Sept. 2017 (Unaudited)
ASSETS	
(1) Non-current assets	
(a) Property, plant & equipment	20,293
(b) Capital work in progress	5,119
(c) Intangible assets	4,18
(d) Financial assets	
(i) Investments	1,500
(ii) Loans	102
(iii) Other financial assets	149
(e) Deferred tax assets (net)	5,629
(f) Current tax assets (net)	438
(g) Other non-current assets	896
	34,544

Consolidated Balance Sheet (continued)

Rs. Mn.	Sept. 2017 (Unaudited)
ASSETS	
(2) Current assets	
(a) Inventories	116
(b) Financial assets	
(i) Trade receivables	4,938
(ii) Cash and cash equivalent	675
(iii) Bank balances other than (iii) above	1,250
(iv) Loans	127
(v) Other financial assets	308
(c) Other current assets	2,256
	9,671
Total	44,215

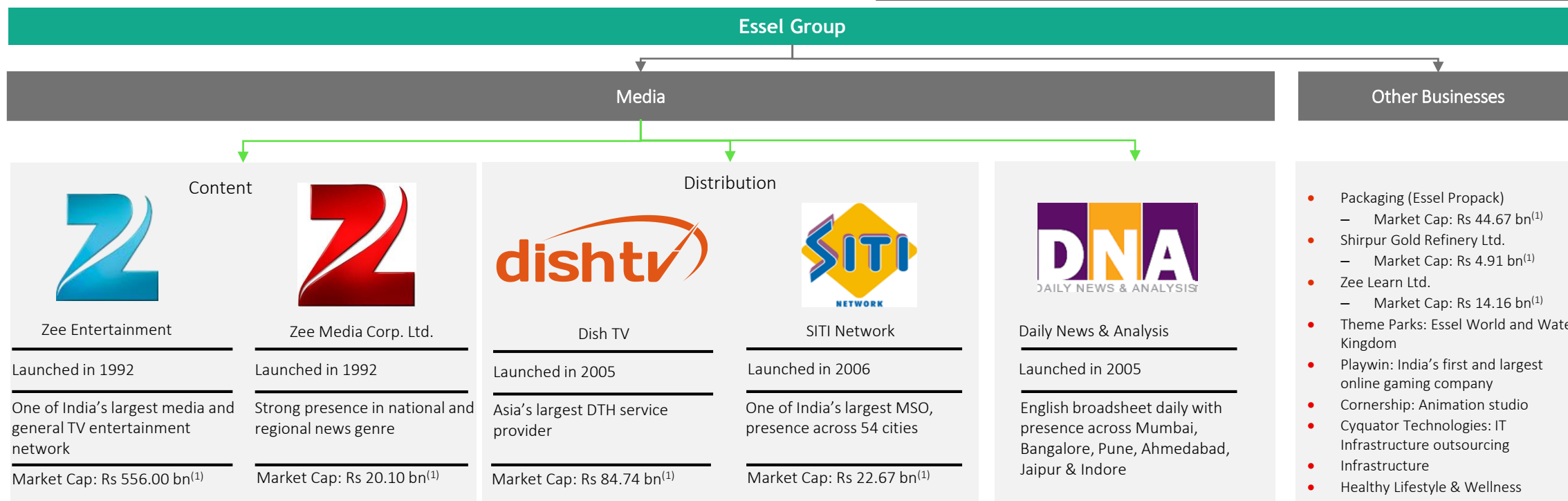
Annexure

Launched in 1976, Essel Group is one of India's largest business houses, with a dominant presence in Media

- ❑ One of India's largest vertically integrated media and entertainment group, and also one of the leading producers, content aggregators and distributors of Indian programming globally
- ❑ One of the largest producers and aggregators of Hindi programming in the world

Founded by Dr. Subhash Chandra

Group Market Cap (Listed entities under Essel Group): Rs 747.25 bn⁽¹⁾



Source: Company websites, BSE, MPA Report 2017

Note: (1) Market capitalization as on 19th Dec, 2017

Videocon D2H to Merge with Dish TV Creating A Leading Cable & Satellite Distribution Platform

Transaction Summary

Transaction Structure

- Board of directors of Dish TV India Limited (“Dish TV”) and Videocon d2h Limited (“Vd2h”) have approved a Scheme of Arrangement (“Scheme”) for amalgamation of Vd2h into Dish TV in consideration for new stock issuance by Dish TV to the shareholders of Vd2h (the “Proposed Transaction”)
 - Vd2h, an India incorporated entity with ADS listed on NASDAQ, will merge into Dish TV, an Indian company listed on the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”)
- Combined entity to be renamed Dish TV Videocon Limited (“MergeCo”)

Pro-forma Shareholding

- Dish TV Videocon will issue 857.79Mn.⁽¹⁾ fresh shares as consideration under the Proposed Transaction
 - Shareholders of Vd2h to get 2.02⁽¹⁾ shares in Dish TV Videocon for every 1 share in Vd2h (subject to certain adjustments set out in the scheme)
- Post closing, Dish TV shareholders to own 55.4% of the MergeCo and Vd2h shareholders to own 44.6% of the MergeCo⁽¹⁾

Listing

- MergeCo shall continue to be listed on the NSE and BSE in India
- As part of the Proposed Transaction, MergeCo shall institute a new GDR listing on the London Stock Exchange
- In the Scheme, holders of Vd2h ADRs will receive their new shares in the form of GDRs, unless they elect to receive and hold new shares directly

Transaction Summary (Cont'd)

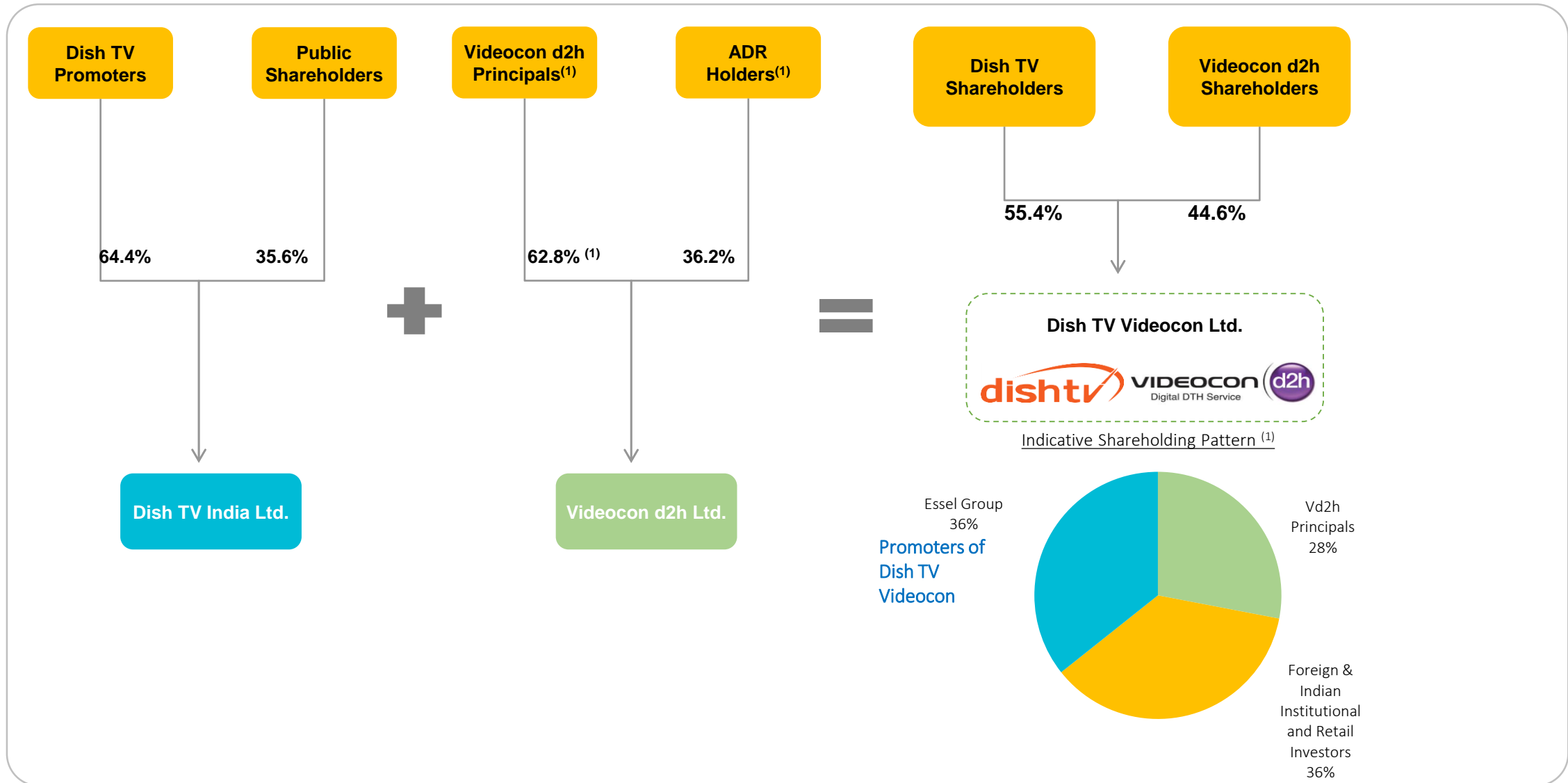
Promoters & Governance

- Current Promoters of Dish TV to continue as Promoters of the MergeCo
- Mr. Jawahar Lal Goel will be the Chairman and MD of the MergeCo
- The Vd2h principals shall have the right to nominate two directors on the Dish TV Videocon Board, one of whom shall be Vice Chairman and the other a Deputy Managing Director

Approvals and Key Dates

- Approvals already received:
 - Securities Exchange Board of India, Designated stock exchanges
 - Shareholders and Creditor approval at NCLT convened meetings
 - The Competition Commission of India
 - The Honorable National Company Law Tribunal (NCLT), Mumbai
 - Ministry of Information & Broadcasting
- Appointed date of scheme: 1st October, 2017

Transaction Overview

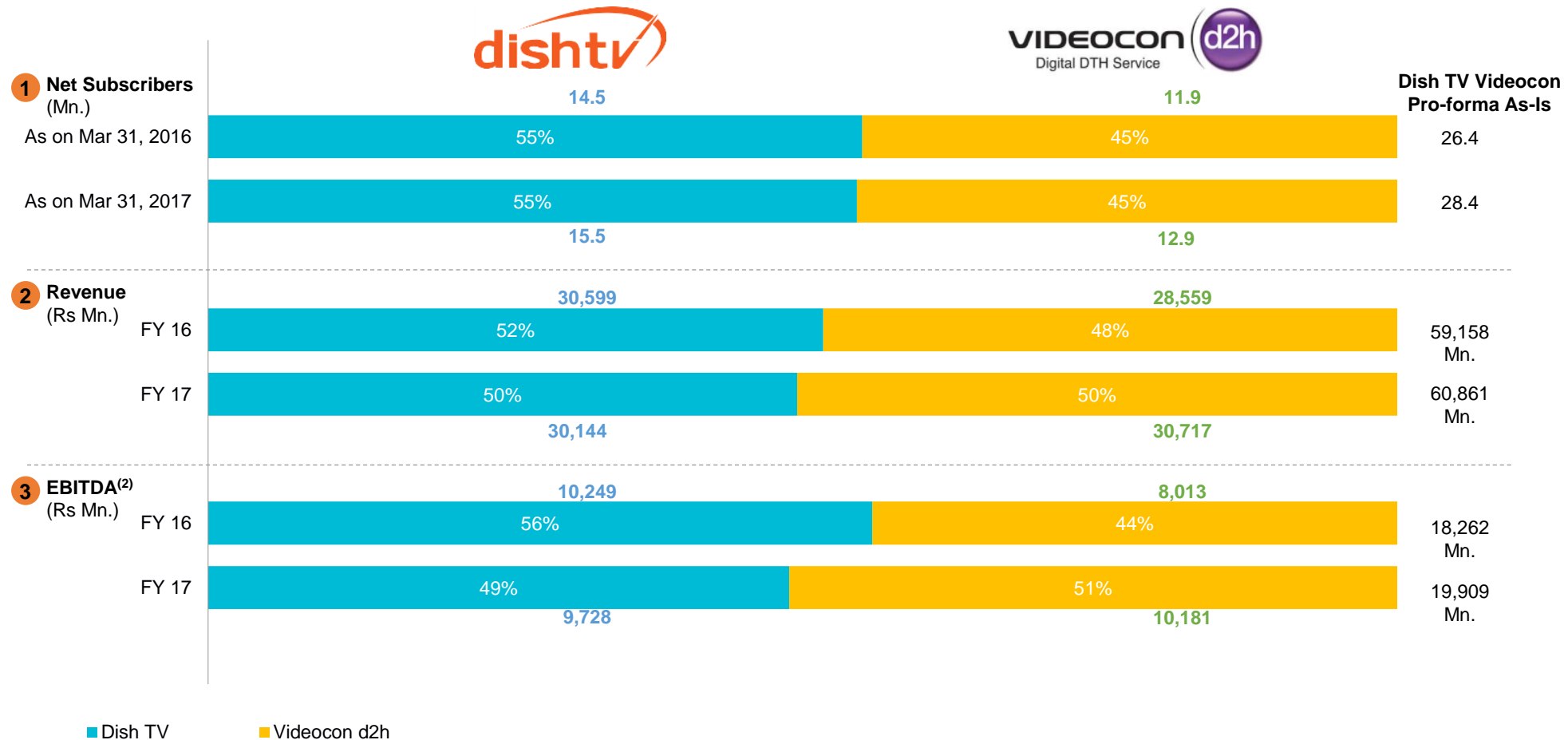


Notes: 1. The share exchange ratio is subject to certain adjustments contemplated in the scheme

Dish TV Videocon: Pro-forma Contribution Analysis: Key Operating and Financial Metrics

Pro-forma Contribution Analysis⁽¹⁾

Combination of Dish TV and Videocon d2h



■ Dish TV ■ Videocon d2h

Source: Company Information

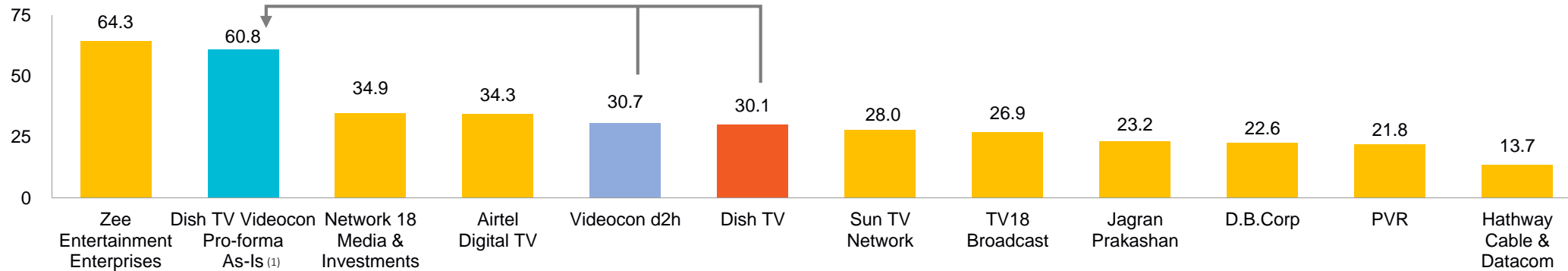
Notes: 1. Pro-forma as-is for financial metrics is simple arithmetic addition of FY2016 & FY2017 reported audited financials of Dish TV and Vd2h. This information is for representational purposes only and does not account for any differences in the reported financials by the two companies on account of differences in accounting policies or GAAP

2. Dish TV EBITDA are reported EBITDA figures, while Vd2h EBITDA are reported adjusted EBITDA figures

Creation of a Leading Listed Media Company in India

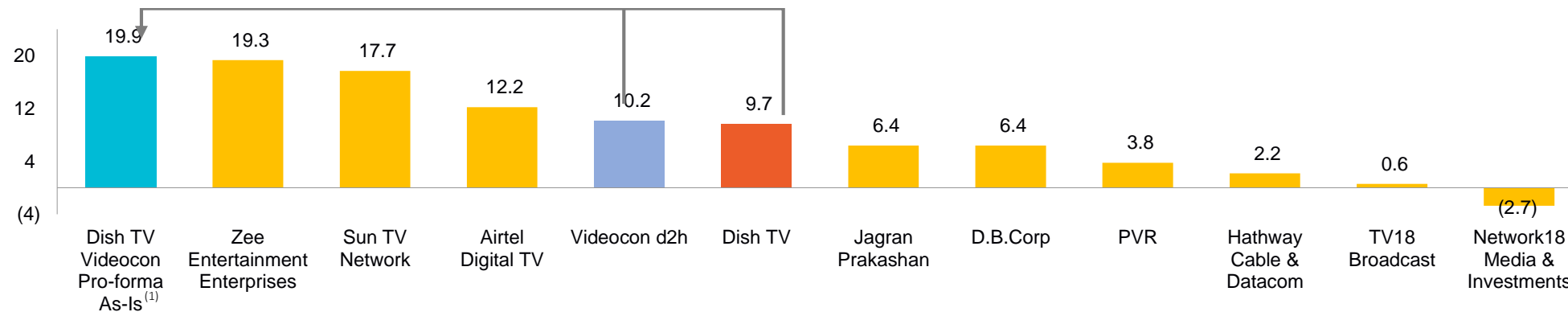
Total Revenue (Rs Bn.)

Year ending 31 March 2017⁽²⁾



EBITDA (Rs Bn.)

Year ending 31 March 2017^(2,3)



Source: Annual Reports & Company Filings

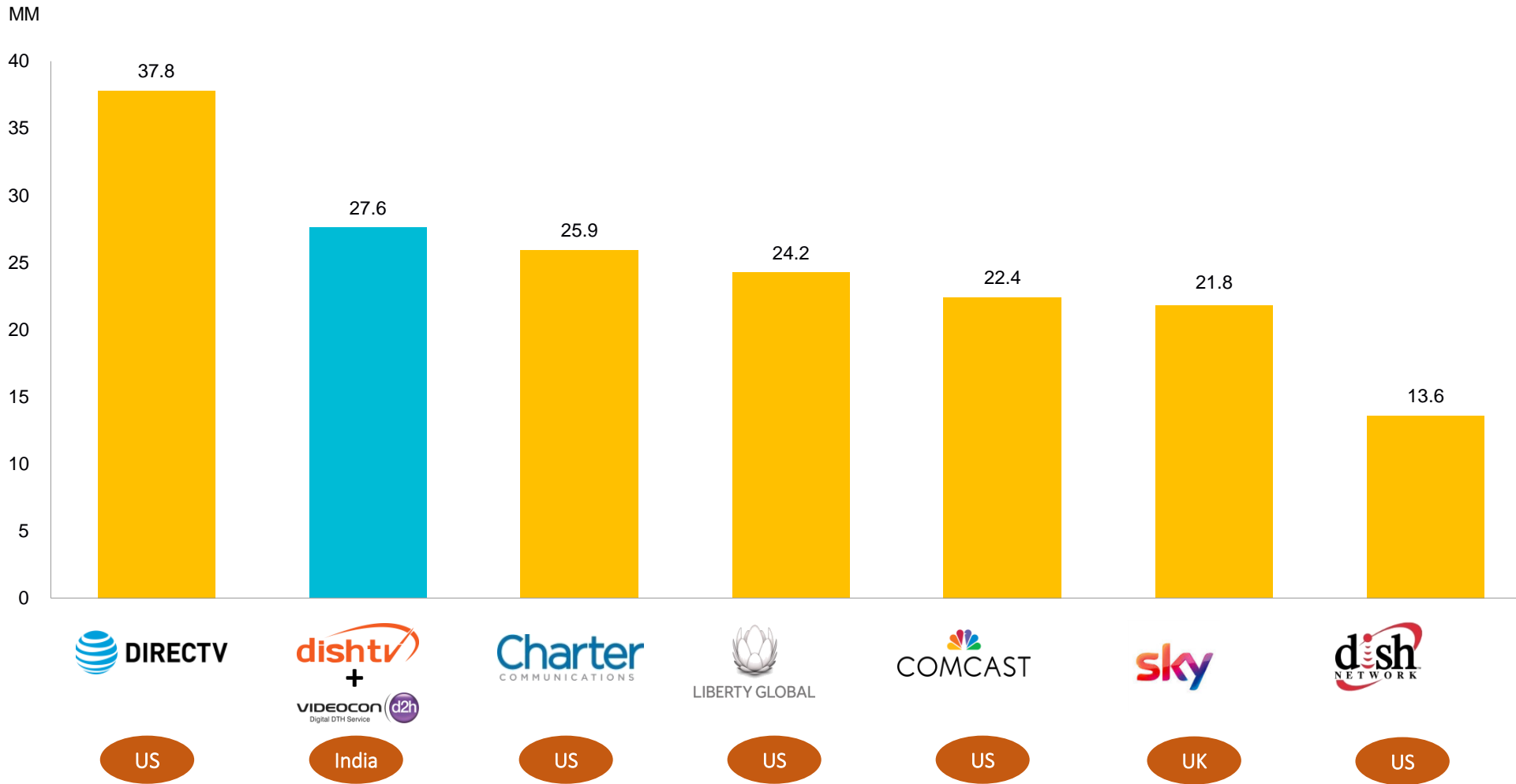
Notes: 1. "Pro-forma as-is" for financial metrics is simple arithmetic addition of FY2017 reported audited financials of DishTV and Vd2h. This information is for representational purposes only and does not account for any differences in the reported financials by the two companies on account of differences in accounting policies or GAAP

2. Tata Sky information for FY17 is not available from public sources and has therefore been excluded

3. Dish TV EBITDA are reported EBITDA figures, while Vd2h EBITDA are reported adjusted EBITDA figures

The Combination will Have Scale Similar to Leading Global Cable & Satellite Players, in Terms of Subscribers

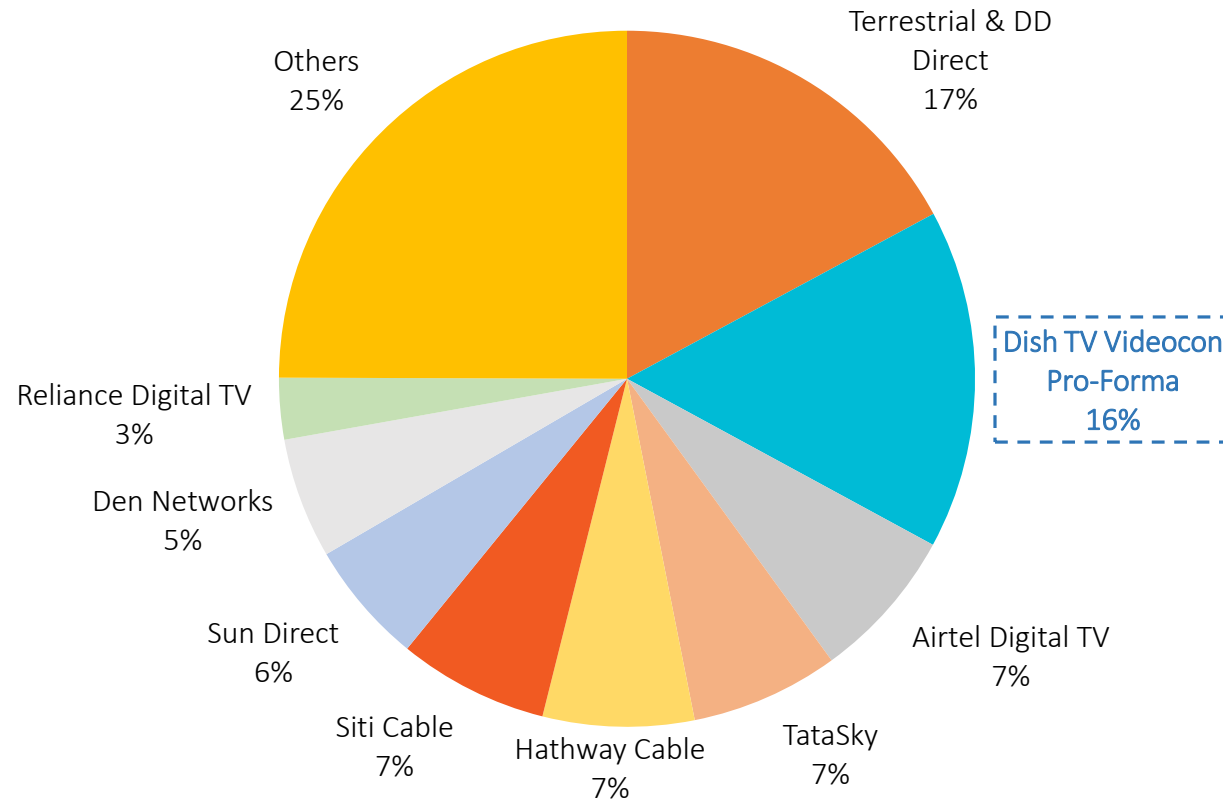
Net Subscribers/Customer Relationships⁽¹⁾



Notes: 1. Net Subscribers/customer relationships for Direct TV, Dish Network, Liberty Global, Comcast Corporation, Dish TV, Vd2h and Charter Communications are as of September 30, 2016 and Sky plc is as of March 31, 2016.

Creating Scale in the Highly Fragmented TV Distribution Landscape in India

Total TV Households in India : 181 Mn.



A Compelling and Transformational Combination



Creating a leading cable & satellite distribution platform, with room for growth



Bringing together two well known brands in cable & satellite distribution



Bouquet of offerings across the spectrum of subscribers



Potential value creation from synergies generated through the combination



Potential to offer new services to the large subscriber universe viz. broadband services etc.



Healthy financials

Dish TV Videocon: Bringing Together two Strong Brands in Indian Cable & Satellite Distribution; A Win-Win for all Stakeholders



- Pioneers of DTH in India
- Dish TV a widely respected brand in India which is synonymous with D2H in the country

- Deep distribution reach in both urban and rural areas with over 2,108 distributors across ~9,291 towns
- Over 290,180 dealers across the country
- Over 1,090 service franchisees

- 2.6 Mn. Installations in FY17

- Lineage of the Videocon Group, synonymous with high quality electronics brands and electronics hardware manufacturing in India
- Large shelf space occupied by Videocon group brands

- Over 2,800 distributors and direct dealers
- Reach of over 250,000 retailers/dealers
- Nearly 320 direct service centers

- 2.2 Mn. Installations in FY17

Better Growth Opportunities for Employees

Expanded Sales & Service Network

Delivering a Larger Subscriber Community to Content Providers

Dish TV Videocon: Bouquet of Offerings Across The Full Chain of Consumer Spectrum

High ARPU Subscribers



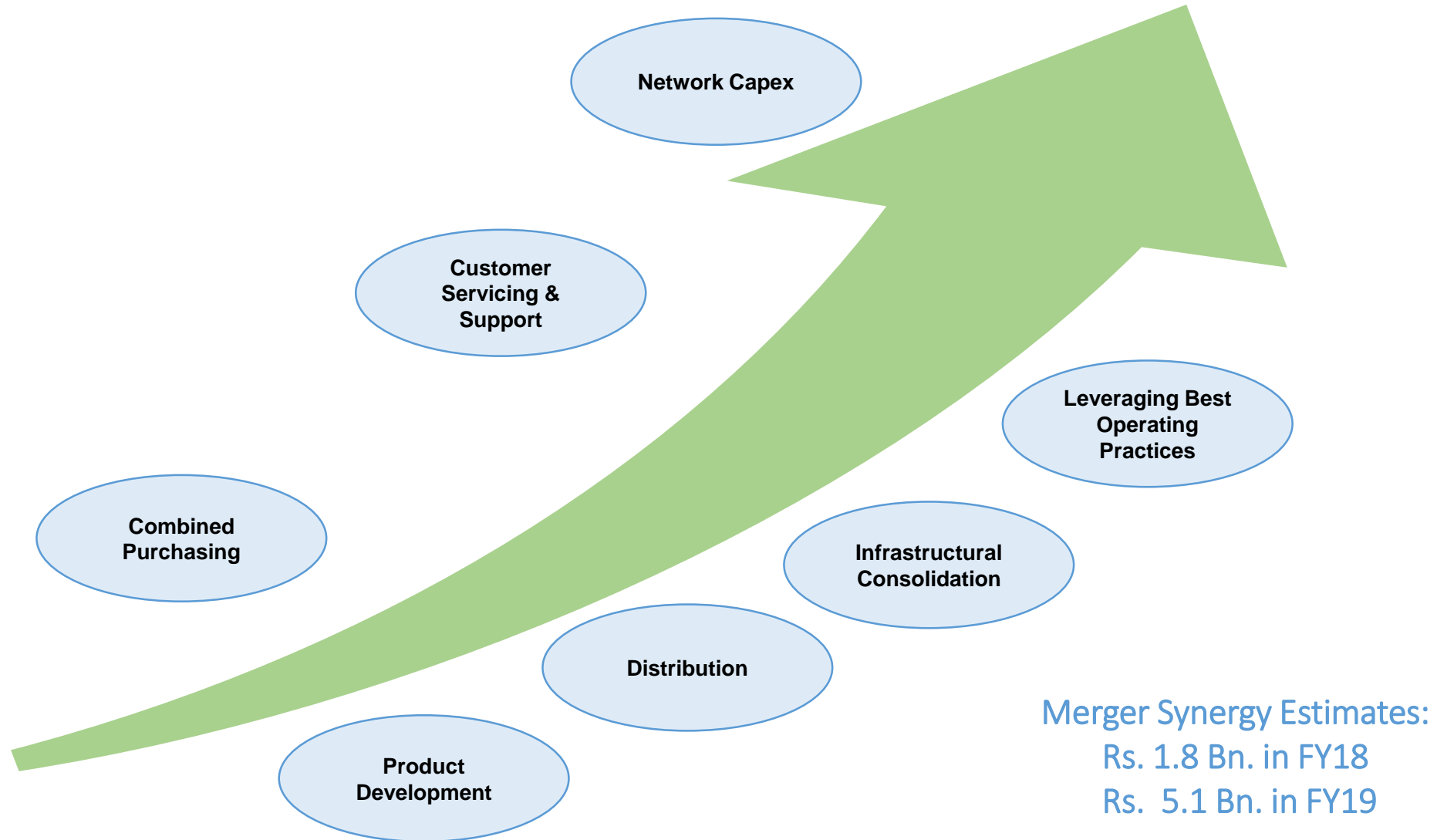
Brand

CPE

Products

Value Conscious Subscribers

Dish TV Videocon: Combination Unlocks Significant Value for Shareholders



Thank you