



DISH TV INDIA LIMITED

Registered Office: Essel House, B-10, Lawrence Road Industrial Area, Delhi – 110 035
Corporate Office: FC-19, Sector 16A, Noida – 201 301 (U.P.)
Tel: 0120-2599391/2599555, Fax: 0120-4357082
CIN: L51909DL1988PLC101836, E-Mail: investor@dishtv.in, Web Site: www.dishtv.in

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act"), including any amendment thereto or re-enactment thereof, if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof, for the time being in force, to transact the following special businesses by the Members of Dish TV India Limited, by passing the Resolutions through Postal Ballot / E-Voting.

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for each of the Resolutions, is also appended herewith. Mr. Jayant Gupta, Practicing Company Secretary, has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer, at the Corporate Office of the Company at FC – 19, Sector 16A, Noida – 201 301, Uttar Pradesh, on or before **6:30 P.M on Saturday, the 6th day of September, 2014**, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Forms received after this date and time will be considered as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence, to the Managing Director of the Company, upon completion of scrutiny of the Physical Postal Ballots Forms and E-voting data provided by CDSL in a fair and transparent manner and the result of the Postal Ballot will be announced on **Wednesday, the 10th day of September, 2014** at the Registered Office of the Company. The result of the Postal Ballot will be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and placed alongwith the Scrutinizer's report on the Company's website viz; www.dishtv.in and CDSL website viz; www.cdslindia.com. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.

The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions shall be deemed to have been passed by the Members, if approved, by requisite majority.

E-Voting Option

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer E-Voting facility (through E-Voting Platform of Central Depository Services (India) Limited), as an alternate which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional and the members who do not have e-voting facility can send their assent / dissent in writing in the duly filled physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Notice.

SPECIAL BUSINESS:

ITEM NO. 1: To authorise the Board of Directors, pursuant to new provisions of Companies Act, 2013, to borrow up to ₹ 3,000 Crores over and above the paid-up share capital and free reserves of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession, of the earlier Resolution (pursuant to Section 293(1)(d) of the Companies Act, 1956) passed at the 21st Annual General Meeting of the Company, held on August 3, 2009 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), if any, Rules made there under, as amended, from time to time and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowings, from time to time, any sum or sums of monies, whether as rupee loans, foreign currency loans, non-fund based facilities and/or through issue of debentures and/or bonds and/or any other instruments or in any other manner, from any Bank(s), Financial Institution(s), Investment Institution(s), Mutual Fund(s), Trust(s), other Body Corporate(s) or any person(s) or from any other source, located in India or abroad, whether unsecured or secured, as they may deem necessary and on such terms and conditions, as may be considered appropriate by the Board, notwithstanding the fact that the money to be borrowed, together with the monies already borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total outstanding amount of such borrowings shall not, at any point of time, exceed ₹ 3,000 Crore (Rupees Three Thousand Crore only).

RESOLVED FURTHER THAT for giving effect to this resolution, the Board of the Company be and is hereby authorized to give all such directions / authorizations as may be necessary, incidental or desirable and also to settle any question or difficulty that may arise in regard to the above, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors or any other Officer or Officers of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient, desirable, incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 2: To authorise the Board of Directors, pursuant to new provisions of Companies Act, 2013, for creation of Charge / Mortgage on assets of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession, of the earlier Resolution (pursuant to Section 293(1)(a) of the Companies Act, 1956) passed at the 22nd Annual General Meeting of the Company held on December 16, 2010 and pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), if any, Rules made there under, as amended, from time to time and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to mortgage, hypothecate and/or create charge on all or any part of the immovable and/or movable properties / assets of the Company, wherever situated, both present and future, whole or part of the undertaking(s) of the Company of every nature and kind whatsoever and/or create floating charge on all or any immovable properties of the Company and/or the whole of the undertaking(s) of Company in addition to the existing charges, mortgages and hypothecations created by the Company, and in such form and manner, with such ranking and on such terms as may be deemed fit and appropriate by the Board, and further to issue covenants for negative pledges / negative liens in respect of the said assets and properties in such manner as the Board may deem fit, to or in favour of the Bank(s), Financial Institution(s), Investment Institution(s) and their subsidiaries, Mutual Fund(s), Trust(s), Company(ies), Body Corporate(s), or other Organisation(s) or Institution(s) or other Investing Agency(ies) and/or trustees for the holders of debentures and / or bonds and / or other instruments, or in respect of the Securities to be issued, offered or allotted, either on private placement basis or otherwise and either on *pari passu* basis or otherwise or in the borrowing of loans as Board may in its absolute discretion deem fit, for securing any and / or all financial assistance / facilities / debt / advances / limits etc. availed under this resolution, including but not limited to any rupee / foreign currency loans, working capital facilities and other instruments in any currency and/or the issue of debentures or bonds, whether partly / fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or 'A' Ordinary Shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached and/or secured premium notes and/or floating rates notes / bonds or other debt instruments, issued / to be issued

by the Company, from time to time (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the Agent(s) / trustees, premium on pre-payment or on redemption, costs, charges, expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other moneys payable by the Company in respect of the said Loans, shall not, at any point of time, exceed the limit of ₹ 3,000 Crores (Rupees Three Thousand Crore only).

RESOLVED FURTHER THAT for giving effect to this resolution, the Board of the Company be and is hereby authorized to give all such directions / authorization as may be necessary, incidental or desirable and also to settle any question or difficulty that may arise in regard to the above, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors or any other Officer or Officers of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient, desirable, incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 3: To offer or invite for Subscription of Non-Convertible Debentures on private placement basis

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), if any, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and in terms of the provisions of the Articles of Association of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) for making offer(s) or invitation(s), within a period of one year from the date of passing of this Resolution, to subscribe to the issue of secured and/or unsecured, Redeemable Non-Convertible Debentures, in one or more series / tranches / currencies, to such person(s) / institution(s) as it may deem fit including Financial Institution(s), Mutual Fund(s), Bank(s), Body Corporate(s), person(s) etc., whether Indian or foreign, on private placement basis, in conformity with statutes, rules, regulations and enactments, as applicable from time to time, on such terms and conditions, as the Board may consider fit and proper, including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds, the face value, issue price, issue size, amount, security, coupon / interest rate(s), yield, allotment and other terms and conditions of issue and all matters connected with or incidental thereto, such that the aggregate amount of which shall not exceed, at any given point of time, ₹ 500 Crores (Rupees Five Hundred Crores Only), and that the said borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board of the Company be and is hereby authorized to give all such directions / authorization as may be necessary, incidental or desirable and also to settle any question or difficulty that may arise in regard to the above, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors or any other Officer or Officers of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient, desirable, incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 4: To authorise the Board of Directors for making investment / giving any loan or guarantee/ providing security

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed, by any of them, while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers, including powers conferred by this resolution and/or by duly authorized persons thereof for the time being, exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person(s) or other body corporate(s) or to give any guarantee to any person(s) or other body corporate(s) or to provide security in connection with a loan taken by the subsidiary(ies) / associate(s) of the Company or any person(s) or other body corporate(s) or to acquire by way of subscription, purchase or otherwise securities of any other body corporate(s), on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loans / guarantees so far given by the Company, along with the proposed investments may exceed 60% of the paid up share capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan / guarantee given / security provided by the Company, at any point of time, shall not exceed the sum of ₹ 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution."

By Order of the Board
For **DISH TV INDIA LIMITED**

Sd/-

RANJIT SINGH

Company Secretary

Membership No.-A15442

Place: Delhi

Date: July 22, 2014

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts are appended herein below.
2. The Postal Ballot Notice will be dispatched / sent to all the members whose names appear in the Register of Members / Records of Depositories as on Friday, the 25th day of July, 2014.
3. Voting period will commence on and from August 8, 2014 at 9:00 A.M and end on September 6, 2014 at 6:30 P.M.
4. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer at the Corporate Office of the Company at FC – 19, Sector 16A, Noida – 201 301, Uttar Pradesh, on or before the 6:30 P.M of Saturday, the 6th day of September, 2014. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.
5. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 A.M. to 1:00 P.M. up to Wednesday the 10th day of September, 2014 (i.e the date of declaration of the Postal Ballot Result).
6. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.

INSTRUCTIONS FOR VOTING

Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that member shall be treated as invalid.

PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

In compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide E-Voting facility to its members. E-Voting is optional.

The E-voting period begins on August 8, 2014 at 9:00 A.M and ends on September 6, 2014 at 6:30 P.M. The E-Voting module shall be disabled by CDSL for voting after 6:30 P.M on September 6, 2014. During this period, the members of the Company, holding shares in physical form or in demat form, as on the cut-off date viz. July 25, 2014, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions and process for voting electronically by the members are as under:

- I. Open your web browser during the voting period and log on to the e-voting website <https://www.evotingindia.com>
- II. Click on "Shareholders" tab to cast your vote.
- III. Enter your USER ID-
For CDSL: 16 Digit beneficiary ID
For NDSL: 8 Digits DP ID followed by 8 Digit Client ID
For members holding shares in Physical form: Folio Number registered with the Company
- IV. Enter the Captcha Code as displayed and click on 'LOGIN'.
- V. If you are holding shares in Demat form and have logged on to the website <https://www.evotingindia.com> and have cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used. If Demat Account holder has forgotten the changed password then enter the user id and captcha code click on forgot password and enter the details as prompted by the system.
- VI. If you are first time user, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your Demat Account or in the Company records for the said Demat Account or folio in dd/mm/yyyy format OR
Dividend Bank Details	Enter the Dividend Bank details as recorded in your Demat Account or in the Company records for the said Demat Account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by 8 digit of demat account Client ID /folio number in the PAN field. In case the folio number is less than 8 digits, then enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar and your folio number is 1234 then enter RA00001234 in the PAN field

Please enter the details in order to login. In case the details are not recorded with the depository, please enter the number of shares held by you as on July 25, 2014 in the Dividend Bank details field.

- VII. After entering these details appropriately, click on 'SUBMIT' tab.
- VIII. Members holding shares in physical form will then reach directly to the EVSN selection screen. Members holding equity shares in physical form can use these details only for e-voting on the resolution contained in this Notice.
- IX. Members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. Select the 'Electronic Voting Sequence Number (EVSN)' **140730007** along with 'Dish TV India Limited' and click on 'SUBMIT'.
- XI. On the voting page, you will see Description of Resolution and option 'Yes/No' for voting. Select the option Yes or No as desired. The option 'Yes' implies that you assent to the resolution & 'No' implies that you dissent to the resolution.
- XII. Click on the Resolution file link, if you wish to view the entire Postal Ballot Notice
- XIII. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XIV. Once you click 'OK' and confirm your vote, a confirmation box will appear which will state that "Vote(s) have been successfully recorded. Do you wish to print current voting status?" Press "OK" to take out print of the voting done by you, else press "Cancel".
- XV. Institutional Members (viz other than Individuals, HUF, NRI etc) are required to log on to website <https://www.evotingindia.com> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same. Else, they can vote without registration, in which case, they shall be required to mail the scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format to Mr. Jayant Gupta, Practicing Company Secretary, the Scrutinizer to the postal ballot at pcs.jga@gmail.com with a copy to helpdesk.evoting@cdslindia.com.
- XVI. Members may also note that the Postal Ballot Notice will also be available on the Company's Website viz. www.dishtv.in for downloading
- XVII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ["FAQs"] and e-voting manual available at www.evotingindia.com under help section or send email to helpdesk.evoting@cdslindia.com.

Contact Details	
Company	Dish TV India Limited, Corp Office: FC – 19, Sector 16A, Noida – 201 301, Uttar Pradesh, E-mail: investor@dishtv.in
Registrar & Transfer Agent	Sharepro Services (I) Private Limited, Unit: Dish TV India Limited, 13AB, Samhita Warehousing Complex, 2 nd Floor, Saki Naka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072. Tel. No. 022–6772 0300/6772 0400/2851 1872, Email: sharepro@shareproservices.com
E-voting Agency	Central Depository Services (India) Limited, Email: helpdesk.evoting@cdslindia.com
Scrutinizer	Mr. Jayant Gupta, Practicing Company Secretary, E-mail: pcs.jga@gmail.com

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE POSTAL BALLOT NOTICE DATED JULY 22, 2014 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THERETO

ITEM NO. 1

The Members of the Company, at the 21st Annual General Meeting of the Company held on August 3, 2009, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Company, for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount (apart from temporary loans obtained or to be obtained in the ordinary course of business) not exceeding at any time ₹ 3,000 Crores (Rupees Three Thousand Crores), over and above the paid up share capital of the Company and its free reserves.

However, upon Section 180(1)(c) of the Companies Act, 2013 coming into effect from September 12, 2013 and repeal of Section 293(1)(d) of the Companies Act, 1956 from the said date and in accordance with clarification issued by Ministry of Corporate Affairs vide Circular No. 04/2014 dated March 25, 2014, the Ordinary Resolution passed by the Members on August 3, 2009 will be valid only uptill September 11, 2014.

In view of the above, and as per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors can borrow money in excess of paid-up capital and free reserves of the Company, subject to approval of the Members of the Company by way of Special Resolution. Whilst no increase in the said limits is currently being proposed, the Members' approval is being re-sought pursuant to Section 180(1)(c) of the Companies Act, 2013 read with rules made thereto by way of Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

The Board of Directors, at their meeting held on July 22, 2014, approved the above item and have recommended the same for your approval as a Special Resolution through Postal Ballot.

ITEM NO. 2

In compliance with Section 293(1)(a) of the Companies Act, 1956, Members of the Company at their meeting held on December 16, 2010, authorised the Board of Directors to create charge on assets / undertakings of the Company to secure its borrowings from time to time. Consequent to repeal of Section 293(1)(a) of Companies Act, 1956 and provision of Section 180(1)(a) of the Companies Act, 2013, coming in to effect from September 12, 2013 and in accordance with clarification issued by Ministry of Corporate Affairs vide Circular No. 04/2014 dated March 25, 2014, the Ordinary Resolution passed by the Members under Section 293(1)(a) on February 20, 2006 shall remain valid only uptill September 11, 2014.

To facilitate the Board to create mortgage / charge on assets and/or undertakings of the Company from time to time, to secure borrowings of the Company, it is recommended that your Board be re-authorised for the purpose under Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) read with Section 110 of the Companies Act, 2013, the authority to the Board to sell / lease / create charge on the undertaking(s) of the Company would be subject to approval of the Members of the Company by passing a Special Resolution by way of Postal Ballot. Accordingly, the Members' approval is being sought pursuant to Section 180 of the Companies Act, 2013 read with rules made thereto by way of Special Resolutions.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Special resolution.

The Board of Directors, at their meeting held on July 22, 2014, approved the above item and have recommended the same for your approval as a Special Resolution through Postal Ballot.

ITEM NO. 3

The Board of Directors envisages the need for meeting the funding requirements of the Company with various Instruments, viz. equity, project loans, general purpose corporate loans, borrowings from banks and financial institutions, debentures etc. A mix of these instruments would result in availability of funds at optimum cost and to meet the various business requirements of the Company. The Board of Directors of the Company are evaluating the feasibility of borrowing money through the issue of non-convertible debentures on private placement basis, subject to the approval of the Members of the Company by passing a Special Resolution.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain previous approval of its members of the Company by means of a special resolution only once in a year for all the offers or invitations for such debentures during that year.

Accordingly the consent of the members is being sought under Sections 42, 71 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Rules framed thereunder, by Postal Ballot to enable the Board of Directors to offer or invite subscriptions for issue of Redeemable Non-Convertible Debentures, in one or more series or tranches, as may be required.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Special resolution.

The Board of Directors, at their meeting held on July 22, 2014, approved the above item and have recommended the same for your approval as a Special Resolution through Postal Ballot.

ITEM NO. 4

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013, prior approval of the members of the Company by means of a special resolution passed at a general meeting is necessary.

Your Company has embarked upon a growth path and is constantly reviewing opportunities for expansion of its business operations, either directly or through its subsidiaries / joint ventures / associate companies, and therefore it may require to provide financial support to meet long term and working capital requirements by way of loan(s) and/or guarantee(s) and/or security(ies) / investment in securities to/of such subsidiaries / joint ventures / associate companies / other body corporate(s).

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) from time to time in/to any one or more of the subsidiaries / joint ventures / associate companies / other body corporate(s). The Investments, loans, guarantees and securities will be made on terms and conditions beneficial to the Company. Since the above investments, loans, guarantees and/or securities proposed together with the loans and investments already made, guarantee and securities already given may exceed the limit as specified in Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014 and Rule 22 of Companies (Management and Administration) Rules, 2014, approval of the members of the Company is required for the same.

These investments, guarantees and securities are made / proposed to be made out of own funds / surplus funds/ internal accruals / borrowed funds or from such other sources as the Board may deem appropriate, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Special resolution.

The Board of Directors, at their meeting held on July 22, 2014, approved the above item and have recommended the same for your approval as a Special Resolution through Postal Ballot.

By Order of the Board
For **DISH TV INDIA LIMITED**

Sd/-

RANJIT SINGH

Company Secretary

Membership No. -A15442

Place: Delhi

Date: July 22, 2014

Encl:- 1. Postal Ballot Form
2. Self-Addressed Postage Pre-Paid Envelope



DISH TV INDIA LIMITED

Registered Office: Essel House, B-10, Lawrence Road Industrial Area, Delhi – 110 035

Corporate Office: FC-19, Sector 16A, Noida – 201 301 (U.P)

Tel: 0120-2599391/2599555, Fax: 0120-4357082

CIN: L51909DL1988PLC101836, E-Mail: investor@dishtv.in, Web Site: www.dishtv.in

S. No

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the sole/first named Shareholder	
3.	Registered folio No./ *DP ID & Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot/E-voting for the businesses stated in the Postal Ballot Notice of the Company dated July 22, 2014 by sending my/our assent or dissent to the said resolutions by placing a tick mark (V) in the appropriate box below:

Description	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
To authorise the Board of Directors, pursuant to new provisions of Companies Act, 2013, to borrow up to Rs. 3000 Crores over and above the paid-up share capital and free reserves of the Company			
To authorise the Board of Directors, pursuant to new provisions of Companies Act, 2013, for creation of Charge / Mortgage on assets of the Company upto an amount of Rs. 3,000 Crores			
To offer or invite for Subscription of Non-Convertible Debentures on private placement basis upto Rs. 500 Crores			
To authorise the Board of Directors for making investment / giving any loan or guarantee/ providing security upto Rs. 500 Crores			

Place:

Date:

(Signature of the Shareholder or
Authorised Signatory)

Note:

1. Kindly read the instructions printed overleaf carefully before exercising your vote.
2. If the voting rights are exercised electronically, there is no need to use this form.
3. Last date for receipt of Postal Ballot Form by Scrutinizer is September 6, 2014 on or before 6:30 P.M

INSTRUCTIONS

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot Process.
2. A Member desiring to exercise his/her vote by postal ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Mr. Jayant Gupta, Practicing Company Secretary, appointed as the 'Scrutinizer' by the Board of Directors of the Company and the address of the Corporate Office of the Company.
3. The Voting period will commence on and from August 8, 2014 at 9:00 A.M and end on September 6, 2014 at 6:30 P.M. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 6:30 P.M. on September 6, 2014. Please note that any Postal Ballot Form(s) received after the said date & time will be strictly treated as if reply from the Member has not been received.
4. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally.
5. A Member has to convey his/her Assent or Dissent in the Postal Ballot Form only, by placing a tick mark (v) in the appropriate column(s). Postal ballot form bearing (v) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
6. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
7. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorised Signatory(ies).
8. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
9. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
10. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz Friday, the 25th day of July, 2014.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
13. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
14. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
16. The resolutions, if assented by requisite majority, shall be considered as passed on Wednesday, the 10th day of September, 2014 (i.e. the date of announcement of the Result of the Postal Ballot). The results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and placed alongwith the Scrutinizer's report on the Company's website viz; www.dishtv.in and CDSL website viz; www.cdslindia.com. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.
17. In case of any query & grievances in relation to the resolutions proposed to be passed by Postal ballot may be addressed to Mr. Ranjit Singh, Company Secretary, Dish TV India Limited, FC-19, Sector-16A, Noida-201301, U.P. or email to investor@dishtv.in
18. **E-VOTING: In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of Central Depository Services (India) Limited), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to Electronic Voting.**