



March 24, 2014

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal street, Mumbai – 400 001

Sub : Results of Postal Ballot

Dear Sirs,

This is with reference to our earlier intimation(s) dated:

- (a) **February 14, 2014**, wherein it was intimated that the Board of Directors of the Company at their meeting held on Friday, February 14, 2014 had approved the Postal Ballot Notice and Postal Ballot Form for seeking consent of the members of the Company on certain matters as set out in the Notice of Postal Ballot dated February 14, 2014, by way of Postal Ballot Mechanism.
- (b) **February 19, 2014**, wherein it was intimated that the Company has completed the Dispatch of the Postal Ballot Notices including Explanatory Statement thereto along with Postal Ballot Form and pre-paid Business Reply Envelope on February 19, 2014 (electronic as well as physical) to all its members. The Company also submitted three copies of the Postal ballot Notice including Explanatory Statement thereto with the Postal Ballot Form in compliance with applicable clause of the Listing Agreement.
- (c) **February 20, 2014**, wherein it was intimated that the Company has duly published requisite intimation with respect to the 'Completion of Physical Dispatch of Postal Ballot Notice including Explanatory Statement along with the Postal Ballot Form and self-addressed postage pre-paid business reply envelope and Completion of sending of E-Mail through National Securities Depository Limited (NSDL) for Electronic Voting' in Business Standard English Newspaper having circulation all over India and Business Standard Hindi Newspaper having circulation in Delhi dated February 20, 2014, and intimation of the same has also been published on the Company's website viz. www.dishtv.in. Along with the said intimation, Company has also furnished three copies of above stated Newspaper Advertisement for record.

Handwritten signature



DISH TV India Limited

FC-19, Film City, Sector – 16A, Noida – 201301 UP, Tel: 0120-2599391/2599555, Fax: 0120-4357075

Customer Care: 1-860-180-3474, Email: customer care@dishtv.in

Regd Office: Essel House, B-10, Lawrence Road Industrial Area, Delhi – 110035

www.dishtv.in



Pursuant to the Listing Agreement, we would like to inform you that on **March 24, 2014**, the Members of the Company have accorded their approval with requisite majority through Postal Ballot Mechanism (including e-voting) for the Special Resolutions mentioned below. The said Postal Ballot was conducted in accordance with the applicable provision including provision of Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time.

The following Special Resolutions have been passed with requisite majority on March 24, 2014:-

Resolution Number	Resolution Description
1	Special Resolution under Section 372A of the Companies Act, 1956 to approve making loans / investments or giving guarantee or providing any security, for an additional amount of Indian Rupees 30 Crores, the aggregate amount of loans / investments / guarantees not exceeding Indian Rupees 100 Crores, in Dish T V Lanka (Private) Limited over and above the limits prescribed under the said Section.
2	Special Resolution under Section 372A of the Companies Act, 1956 to approve making an initial investment of upto Indian Rupees 1 lakh for acquiring / investing through purchase / transfer, the entire share capital of Xingmedia Distribution Private Limited over and above the limits prescribed under the said Section.

Result of the Voting conducted through Postal Ballot Mechanism on the Special Resolutions mentioned above under Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 is as follows:

Postal Ballot Form sent and Postal Ballot Forms received / e-voted

1.	Total number of Postal Ballot Forms issued and dispatched	162921
2.	Total number of Postal Ballot Forms received (Physical)	376
3.	Total number of Folios voted (Electronically)	648

Rajiv S.



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Postal Ballot Voting Result Summary

S. No	Particulars	Resolution no. 1	Resolution no. 2
1.	Total Postal Ballot Forms / Folios Voted:	1005	1024
	— Physical	376	376
	— Electronic	629	648
2	Less: Invalid Postal Ballot Forms (Physical)	13	13
3	Net Valid Postal Ballot Forms / Folios:	992	1011
	— Physical	363	363
	— Electronic	629	648
4.	Total no. of votes under all Forms/Folios:	895893497	896189870
	— Physical	820447547	820447547
	— Electronic	75445950	75742323
5.	Total no. of valid votes Casted:	895884559	896180892
	— Physical	820438660	820438570
	— Electronic	75445899	75742322
6.	Total no. of votes Casted in favour:	883464479	895965205
	— Physical	819055758	820437999
	— Electronic	64408721	75527206
7.	Total no. of votes Casted against:	12420080	215687
	— Physical	1382902	571
	— Electronic	11037178	215116
8.	Percentage of total valid votes cast in favour:	98.61%	99.98%
9.	Percentage of total valid votes cast against	1.39%	0.02%
10	Result	Approved	Approved

A Copy of the Scrutinizer's Report dated March 24, 2014 submitted by the scrutinizer, Mr. Jayant Gupta, Practicing Company Secretary, to the Company, is enclosed herewith. Based on the Scrutinizer's Report, the Company Secretary of the Company has also duly announced the result of Postal Ballot today at B-10, Essel House, Lawrence Road Industrial Area, Delhi – 110 035, the Registered Office of the Company.

We request you to kindly take the above intimation on record

Thanking You,

For Dish TV India Ltd.

Ranjit Singh
Company Secretary



Encl: Scrutinizer Report

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JAYANT GUPTA & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

The Board of Directors
Dish TV India Limited
B-10, Lawrence Road,
Industrial Area,
Delhi-110035

Kind Attention: Mr. Jawahar Lal Goel, Managing Director

Subject: Resolutions under the provisions of the Companies Act, 1956 - Passing of shareholders' resolutions by means of Postal Ballot in terms of Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, as amended.

Dear Sir,

Please refer to your letter dated 14th February, 2014 appointing me as a Scrutinizer for the purpose of conducting the Postal Ballot Voting process including ascertaining the result of the resolutions to be passed by means of Postal Ballot Mechanism under the provisions of Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 as amended.

The Company had sought the approval of its members through the Postal Ballot Mechanism for the following resolutions proposed by the Company through its Postal Ballot Notice dated 14th February, 2014:

1. Special resolution under Section 372A of the Companies Act, 1956 to make loans/ investments or give guarantee or provide security, for additional amount of Rs. 30 Crores, aggregate amount of Loan/investments/guarantee not exceeding Rs. 100 Crores, in Dish T V Lanka (Private) Limited over and above limits prescribed.
2. Special resolution under section 372A of the Companies Act, 1956 to approve making initial investment of upto Indian Rs. 1 Lakh for acquiring/investing through purchase/transfer, the entire share capital of Xingmedia Distribution Private Limited.

The information, in respect of the details of the members of the Company eligible for voting and their voting rights were furnished to me by the Company and the Registrar and Transfer Agent of the Company viz. Sharepro Services (India) Private Limited. The Company also furnished all the relevant and required details in respect of the Postal Ballot Mechanism through which the



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approval of the members of the Company for the above mentioned Resolutions were sought. Further, as per the report from the National Securities Depository Limited ('NSDL') e-voting platform and upon scrutiny of Postal Ballot Forms received from members of the Company, I hereby submit my report as under:

- i) The Company completed on 19th February, 2014, the dispatch of ballot forms along with postage prepaid business reply to its members whose names(s) appeared on the Register of Members/ List of beneficiaries as on 07th February, 2014.
- ii) In addition to the option for physical voting, the Company also offered E-Voting facility (on NSDL platform) as an alternative for its Members, which enabled them to cast votes electronically, instead of voting through the Physical Postal Ballot form. E-mailers were sent by NSDL to all members having valid e-mail ids, offering them E-voting facility and explaining the process. E-Voting was optional and members had to logon to the NSDL E-voting platform viz. <https://www.evoting.nsdl.com> and cast their vote. The Company informed its members that each Member had to opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. In case of Member(s) who casted their vote via both modes i.e. Physical Ballot as well as E-Voting, voting done through a valid Physical Postal Ballot Form was treated as prevailing over the E-Voting of that member.
- iii) Particulars of postal ballot forms received from the members have been entered in a register separately maintained by me for the purpose.
- iv) The report on the E Voting carried out by the members was downloaded by me from the NSDL website through my unique digital signatures based login, built in the NSDL platform for scrutiny of votes casted electronically.
- v) The sealed physical postal ballot forms were received by me and were kept under my safe custody before commencing scrutiny of such postal ballot forms.
- vi) The postal ballot forms were opened and scrutinized by me. All postal ballot forms received upto the close of working hours on March 21, 2014 in case of physical postal ballot and upto mid-night of March 21, 2014 in case of electronic voting, the last date and time fixed by the company for receipt of the forms, were considered.
- vii) Any postal ballot form received after March 21, 2014 has not been taken into account.

Relevant Dates under the Postal Ballot Mechanism were as under:

1.	The date of determination of entitlement to receive Postal Ballot Forms.	February 07, 2014
2.	Date of completion of dispatch of e-mails, Notice and other enclosures thereon together with Postal Ballot Form(s) and Business Reply Envelope.	February 19, 2014
3.	Date of Public Announcement with respect to completion of dispatch of Postal Ballot Forms in two newspapers: <ul style="list-style-type: none"> • Business Standard (English daily) and • Business Standard (Hindi daily) 	February 20, 2014
4.	Last date to receive the Postal Ballot Forms from members of the Company.	March 21, 2014



I report that I have personally visited the Corporate office of the Company located at FC - 19, Sector 16 A, Film City, Noida, Uttar Pradesh -201 301 from time to time and obtained the custody of the sealed envelopes containing Postal Ballot Forms.

The total number of sealed envelopes received up to the close of the working hours on March 21, 2014 were 373 containing 376 Postal Ballot Forms. The sealed envelopes were opened on March 22, 2014. I did not find any defaced or mutilated Postal Ballot Form. Details of invalid postal ballot forms has been provided in this Report.

A brief summary of the scrutiny process is as under:

1.	Total number of Postal Ballot Forms issued and dispatched	162921
2.	Total number of Postal Ballot Forms received (Physical)	376
3.	Total number of Voters / Folios voted (Electronically)	648

	Particulars	Resolution No. 1	Resolution No. 2
1.	Postal Ballot Forms / Folios Voted:		
	— Physical	376	376
	— Electronic	629	648
	— Total	1005	1024
2.	Less: Invalid Postal Ballot Forms:		
	— Physical	13	13
3.	Net Valid Postal Ballot Forms / Folios:		
	— Physical	363	363
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	— Total	992	1011
4.	Number of votes under all Forms / Folios:		
	— Physical	820447547	820447547
	— Electronic	75445950	75742323
	— Total	895893497	896189870
5.	Number of valid votes Casted :		
	— Physical	820438660	820438570
	— Electronic	75445899	75742322
	— Total	895884559	896180892
6.	Number of votes Casted in favour:		
	— Physical	819055758	820437999
	— Electronic	64408721	75527206
	— Total	883464479	895965205
7.	Number of votes Casted against:		
	— Physical	1382902	571
	— Electronic	11037178	215116
	— Total	12420080	215687
8.	Percentage of total valid votes cast in favour	98.61	99.98
9.	Percentage of total valid votes cast against	1.39	0.02



The Postal Ballot Forms and all other related records were kept in my custody and now are being handed over to Mr. Ranjit Singh, Company Secretary of the Company, who is authorized by the Board to supervise the Postal Ballot process.

Since the number(s) of vote(s) cast in favour of each of the resolutions 1 and 2 are more than three times the number of votes cast against that resolution, I hereby report that the above said special resolutions number 1 and 2 have been duly passed. You may accordingly declare the result of the voting by Postal Ballot.



A handwritten signature in black ink, appearing to read "Jayant Gupta".

Jayant Gupta (Scrutinizer)
PCS: 9738
Jayant Gupta & Associates
Company Secretaries

Place: Ghaziabad, UP
Date: 24th March, 2014