



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- 2467005/2467000, 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 modification(s) or re-enactment(s) thereof, for the time being in force, Clause 35B of the Listing Agreement and other applicable laws and regulations, to transact the following special business by the Members of Dish TV India Limited, by passing the Resolution through Postal Ballot / E-Voting.

Your consideration and approval is sought for the Resolution 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 the Resolution, is also appended herewith. Ms. Neelam Gupta, Practicing Company Secretary, (PCS No.: 6950) 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 Thursday, the 29th day of January, 2015**, 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 National Securities Depository Limited ('NSDL') in a fair and transparent manner and the result of the Postal Ballot will be announced on **Tuesday, the 3rd day of February, 2015** 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 along with the Scrutinizer's report on the Company's website viz: www.dishtv.in and NSDL website. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.

The date of declaration of the result of the Postal Ballot viz February 3, 2015, shall be the date on which the resolution 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 108 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 National Securities Depository Limited ("NSDL"), as an alternate, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote 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: Sale / Transfer of the Company's undertaking pertaining to Company's Non-Core Business (including set top boxes, dish antenna and related services) to its Wholly owned Subsidiary, as a going concern basis.

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) read with the Companies (Management and Administration) Rules, 2014, the provisions of Memorandum and Articles of Association of the Company, Listing Agreement with the Stock Exchange(s) and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate authorities including but not limited to Central and / or State Government and/or local authorities, departments, institutions, bodies, banks, financial institutions and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to transfer, sell, hive-off or otherwise dispose off, assign, convey and deliver or cause to be sold, assigned, transferred and delivered, the Company's non-core business (including set top boxes, dish antenna and related services) together with its respective assets and liabilities, as a going concern on a 'slump sale basis', by way of business transfer agreement

or in manner as may be decided by the Board to Dish Infra Services Private Limited (Dish Infra), the Wholly Owned Subsidiary of the Company for a consideration of not less than its Book Value in cash, as may be agreed by the Board and Dish Infra.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions to sell, transfer, hive-off or otherwise dispose off, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Company's non-core business and to finalize, execute, deliver and perform such agreements (including but not limited to Business Transfer Agreement), contracts, deeds, undertakings, and other documents, file applications, and make representations in respect thereof and seek the requisite approvals, as may be applicable, from the appropriate authorities including but not limited to Central and / or State Government and/or local authorities, departments, institutions, bodies, agencies, banks and financial institutions, suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and / or State Government and/or local authorities, including but not limited to Courts, Municipal Authorities, Registrar of Companies, Custom Authorities, Excise Authorities, Income Tax Authorities, Sales Tax Authorities, VAT Authorities, any other regulatory authorities and / or to represent the Company before the said authorities and to sign and submit such applications, letters, forms, returns, deeds, documents and to settle any question, difficulty, doubt that may arise, if any with regard to this dealing and reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution, to any Director(s), or to any committee of Director or any other officer(s) / Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

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

Sd/-
RANJIT SINGH

Company Secretary
Membership No.-A15442

Place: Delhi
Date: October 29, 2014

Notes:

- 1) Explanatory Statement and reasons for the proposed Special Business mentioned above pursuant to Section 180(1) (a) read with Section 102 of the Companies Act, 2013, 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 19th day of December, 2014 viz the cut-off date.
- 3) Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form in physical form.
- 4) Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website www.dishtv.in or seek duplicate Postal Ballot Form from the Company.
- 5) Voting period will commence on and from **December 31, 2014** at 9:00 A.M and ends on **January 29, 2015** at 6:30 P.M.
- 6) 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 on Thursday, the 29th day of January, 2015. 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.
- 7) 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 Tuesday the 3rd day of February, 2015 (i.e the date of declaration of the Postal Ballot Result).
- 8) 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 National Securities Depository Limited ("NSDL"), to provide E-Voting facility to its Members. E-Voting is optional.

The E-voting period begins on December 31, 2014 at 9:00 A.M and ends on January 29, 2015 at 6:30 P.M. The E-Voting module shall be disabled by NSDL for voting after 6:30 P.M on January 29, 2015. During this period, the Members of the Company, holding shares in physical form or in demat form, as on the cut-off date viz. December 19, 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:

A. In case of Members receiving E-mail from NSDL:

- i. Open e-mail and open PDF file attached in the mail with your Client ID or Folio No. as password. The PDF file contains your user ID and Password for E-voting on the resolution mentioned in the Postal Ballot Notice. Please note that the password is an initial password and has to be changed at the first login
- ii. If you are registered with NSDL for E-voting then you can use your existing User ID and Password for casting your vote.
- iii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- iv. Click on Shareholder – "Login".
- v. Put user ID and Password as noted in step (i) above. Click Login.
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
- vii. Please note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. The Home page of "e-Voting" opens. Click on "e-Voting - Active Voting Cycles".
- ix. Select "EVEN" (E-Voting Event Number) 101507 of Dish TV India Limited and click on "SUBMIT".
- x. Now you are ready for e-Voting as Cast Vote page opens.
- xi. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xii. Upon confirmation, the message "Vote cast successfully" will be displayed. Kindly note that vote once cast cannot be modified.
- xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at neelamr@gmail.com and the Company at investor@dishtv.in with a copy marked to evoting@nsdl.co.in

B. In case of Members' receiving Postal Ballot Notice by Post:

- i. Initial password is provided at the bottom of Postal Ballot Form.

EVEN (E-voting Event Number)	USER ID	Password

- ii. If you are registered with NSDL for E-voting then you can use your existing User ID and Password for casting your vote.
- iii. Please follow all steps from Sl. No. (iii) to Sl. No. (xiii) as mentioned in (A) above, to cast vote except Sl. No. (v)

C. Member cannot exercise his / her vote by proxy on postal ballot.

D. The Scrutinizer's decision on the validity or otherwise of Postal Ballot / E-voting will be final.

- E. Members may also note that the Postal Ballot Notice will also be available on the Company's Website viz. www.dishtv.in for downloading
- F. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ["FAQs"] and e-voting manual for shareholder available at downloads section of <https://www.evoting.nsdcl.com/> or send email to evoting@nsdl.co.in

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, 2nd 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	National Securities Depository Limited, Email: evoting@nsdl.co.in
Scrutinizer	Ms. Neelam Gupta, Practicing Company Secretary, E-mail: neelamrna@gmail.com

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE POSTAL BALLOT NOTICE DATED OCTOBER 29, 2014 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THERETO

Your Company is the pioneer in the DTH (Direct-to-Home) industry and continues to hold the leading position despite the stiff competition and tough regulatory regime. Your Company has acquired great amount of experience, expertise and skill in operating a DTH Platform.

With a strategic view to focus on the core activity of the Company viz., the subscription activities and anticipated growth in the DTH Platform, the Board of Directors and the Audit Committee of the Board, after elaborate discussions at their meetings, have, approved to sell / transfer, as a going concern, on slump sale basis, by way of business transfer agreement, its non-core business undertaking i.e. business of the Company of providing Set top boxes, Low noise block, Dish Antenna, wire excluding VC card (which shall continue to be held by Dish TV India Limited) and related services repairs to Dish Infra Services Private Limited (Dish Infra), the Wholly Owned Subsidiary of the Company, together with its respective assets and liabilities, which shall also include all employees / contracts etc pertaining to such business undertaking, for a consideration of not less than its Book Value in cash, subject to Member's and other requisite approvals.

The employees of the Company engaged in the Non-Core Business, shall be transferred to Dish Infra on no less favourable terms and with continuity of service.

The Non-core business undertaking of the Company is proposed to be transferred as a going concern on a 'slump sale' basis (as defined under Section 2(42C) of the Income-Tax Act, 1961) for a lump sum consideration, without values being assigned to individual assets and liabilities.

In terms of Section 180(1)(a) of the Companies Act, 2013, for disposal of the whole of the undertaking, consent of the Members is required by way of a special resolution only if the investment of the Company in the Undertaking that is being transferred exceeds 20% of the net worth of the Company as per the audited balance sheet of the preceding financial year or if the undertaking generated 20% of the total income of the company during the previous financial year.

The approval of Members is sought to be obtained under the provisions of Section 110 of the Companies Act, 2013 read with provisions of Companies (Management and Administration) Rules, 2014, through postal ballot as set out in the accompanying Notice.

The Board of Directors is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval. The Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested in the above resolution only to the extent of their shareholding in the Company.

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

Place: Delhi
Date: October 29, 2014

Sd/-
RANJIT SINGH
Company Secretary
Membership No.-A15442

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- 2467005/2467000, 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 (*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 to be passed through Postal Ballot / E-voting for the business stated in the Postal Ballot Notice of the Company dated October 29, 2014 by sending my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Resolution Description	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution for Sale / Transfer of the Company's undertaking pertaining to Company's Non Core Business (including set top boxes, dish antenna, and related services) to its Wholly owned Subsidiary as a going concern basis.			

Place:

Date:

(Signature of the Shareholder or Authorised Signatory)

NOTES:

- ❖ Kindly read the instructions printed overleaf carefully before exercising your vote.
- ❖ If the voting rights are exercised electronically, there is no need to use this form.
- ❖ Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 6:30 P.M. on January 29, 2015. 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.

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com/>

The electronic voting particulars are set out as below:

EVEN (ELECTRONIC VOTING EVENT NO.)	USER ID	PASSWORD
101507		

INSTRUCTIONS FOR POSTAL BALLOT

- ✓ 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 Resolution contained in the Postal Ballot Notice dated October 29, 2014 is being sought through Postal Ballot Process.
- ✓ Any Member desiring to exercise his/her vote by Physical 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 Ms. Neelam Gupta, Practicing Company Secretary, appointed as the 'Scrutinizer' for the Postal Ballot Process by the Board of Directors of the Company and the address of the Corporate Office of the Company.
- ✓ **The Voting period will commence on and from December 31, 2014 at 9:00 A.M and end on January 29, 2015 at 6:30 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 6:30 PM on January 29, 2015. 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. Postal Ballot Form(s) may also be deposited personally at the Corporate Office of the Company.
- ✓ Consent must be accorded by placing a tick mark (v) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark (v) in the column 'I / we dissent to the resolution'. 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.
- ✓ The Postal Ballot form should be completed and signed by the shareholder(s). 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).
- ✓ 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). In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be E-mailed to the Scrutinizer at neelamna@gmail.com and to the Company at investor@dishtv.in with a copy marked to evoting@nsdl.co.in
- ✓ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ✓ 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.
- ✓ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- ✓ 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 19th day of December, 2014.
- ✓ 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.
- ✓ 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.
- ✓ 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.
- ✓ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ✓ The resolutions, if assented by requisite majority, shall be considered as passed on Tuesday, the 3rd day of February, 2015 (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 and placed along with the Scrutinizer's report on the Company's website viz; www.dishtv.in and NSDL website. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.
- ✓ In case of any query & grievances in relation to the resolution proposed to be passed may be addressed to Mr. Ranjit Singh, Company Secretary, Dish TV India Limited, FC - 19, Sector-16A, Noida – 201 301, U.P. or email to investor@dishtv.in
- ✓ **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 National Securities Depository 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 E-Voting.**