

October 31, 2018

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400 051

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Sub: Completion of Dispatch of Postal Ballot Notice along with Postal Ballot Form and Business Reply Envelope

Dear Sir,

This is in furtherance to our communication dated October 25, 2018, wherein it was informed that the Board of the Company has approved the Postal Ballot Notice for seeking consent of the Shareholders of the Company.

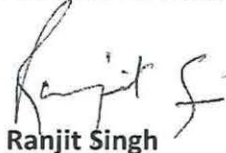
In this regard, we wish to inform you that pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (the "Act"), read with rules made thereunder, the Company has completed the dispatch of Postal Ballot Notices dated October 25, 2018 (both physically and electronically), along with the Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, on Wednesday, the 31st day of October, 2018 to all the Members whose names appear in the Register of Members / Records of Depositories as on Friday, the 26th day of October, 2018, the cut-off date for the said purpose.

In compliance with the applicable regulations including Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice along with Postal Ballot Form for your information and records.

Thanking You.

Yours truly,

For Dish TV India Limited



Ranjit Singh

Company Secretary & Compliance Officer
Membership No. - A15442



Encl: As above



DISH TV INDIA LIMITED

Registered Office: 18th Floor, A Wing, Marathon Futorex, N.M. Joshi Marg, Lower Parel, Mumbai – 400 013

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

Tel: 0120- 5047005/5047000, Fax: 0120-4357078

CIN: L51909MH1988PLC287553, E-Mail: investor@dishd2h.com, Website: www.dishd2h.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the 'SEBI SBEB Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), to transact the Special Businesses set out below and proposed to be passed by the Shareholders of Dish TV India Limited (the 'Company'), by passing the Special Resolution(s) through Postal Ballot / voting by electronic means ('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 reason for the Resolutions, is also appended herewith along with the postal ballot form (the 'Form' or the 'Postal Ballot Form'). Mr. Jayant Gupta, Practicing Company Secretary (CP No.: 9738) of Jayant Gupta & Associates, Company Secretaries, 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 peruse the proposed resolutions along with the explanatory statement thereto and carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and return the physical Postal Ballot Form in original duly filled and signed (at the marked places in the Form) along with your vote, as Assent (FOR) or Dissent (AGAINST) for the said resolutions. Members have the option to vote either by means of physical Postal Ballot Form or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot Form are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects 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 5:00 P.M. on Friday, the 30th day of November 2018**, which is last date for receipt of completed Physical Postal Ballot Form(s). Postal Ballot Form(s) received after this date and time will be considered as invalid.

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, 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 in physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company or any other person authorized by him, upon completion of scrutiny of the Physical Postal Ballot 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 Saturday, the **1st day of December, 2018** at 05:00 PM (IST) at the Registered and Corporate Office of the Company. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the equity shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz. www.dishd2h.com. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms (or) E-Voting i.e. **Friday, the 30th day of November 2018**.

SPECIAL BUSINESSES:

ITEM NO. 1: EXTENSION OF BENEFITS OF DISH TV INDIA LIMITED 'EMPLOYEES STOCK OPTION SCHEME 2018' ("ESOP 2018") – FOR EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with circulars / guidelines issued by SEBI, provisions contained in the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable rules, regulations and circulars/ guidelines, approval of such other Regulatory / Statutory / Government authority (ies), as may be necessary in this context and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC")

constituted by the Board, or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SEBI SBEB Regulations, 2014, the consent of the Shareholders of the Company be and is hereby accorded to the Board to extend the benefits of "Employee Stock Option Scheme 2018" ("ESOP 2018") of Dish TV India Limited, as approved by the shareholders of the Company vide special resolution (at item no. 6) passed at the 30th Annual General Meeting of the Company held on September 28, 2018, and to create, grant, offer, issue and allot, at any time, and in one or more tranches, under ESOP 2018, options exercisable into 180,00,000 (One crore eighty lakhs only) equity shares of face value of ₹ 1/- (Rupee One only) each, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP 2018 scheme of the Company and in due compliance with the SEBI SBEB Regulations and other applicable laws, rules and regulations, to the present and future permanent eligible employees of any of the Company's Subsidiary Company (ies), (both Present and Future), whether working in India or Outside India, and / or to the eligible Directors of the Subsidiary Company(ies), whether whole time or not, but excluding Independent Director(s) and to such other persons as may be decided by the Board and / or permitted under applicable rules, regulations, guidelines and laws but excluding (i) an employee who is a promoter or a person belonging to the promoter group; and (ii) a director who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, (hereinafter referred to as "eligible employees") under ESOP 2018 scheme of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms and Conditions mentioned in the explanatory Statement forming part of the Postal Ballot Notice, the consent of the shareholders of the Company be and is hereby accorded to the Board to extend the benefits of "Employee Stock Option Scheme 2018" ("ESOP 2018") to the eligible employees of the present and future Subsidiary Company (ies).

RESOLVED FURTHER THAT outstanding Options granted under Company's ESOP 2018 Scheme before any issue of bonus shares or stock splits or consolidation of shares shall be suitable adjusted for the number as well as the exercise price as applicable and such outstanding options may be further adjusted at the discretion of the Board for any Corporate Action(s).

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby accorded to the Board to:

- Issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2018 and such equity shares allotted shall in all respects rank *pari passu* with the existing equity shares of the Company;
- take necessary steps for listing of the Securities allotted under ESOP 2018 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;
- conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2018;
- re-price the options at any time as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2018;
- make any modifications, changes, variations, alterations or revisions in ESOP 2018, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2018, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2018;
- do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto."

ITEM NO. 2: EXTENSION OF BENEFITS OF DISH TV INDIA LIMITED 'EMPLOYEES STOCK OPTION SCHEME 2018' ("ESOP 2018") – FOR EMPLOYEES OF ANY FUTURE HOLDING COMPANY OF THE COMPANY

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with circulars / guidelines issued by SEBI, provisions contained in the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable rules, regulations and circulars / guidelines, approval of such other Regulatory / Statutory / Government authority (ies), as may be necessary in this context and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SEBI SBEB Regulations, 2014), the consent of the Shareholders of the Company be and is hereby accorded to the Board to extend the benefits of "Employee Stock Option Scheme 2018" ("ESOP 2018") of Dish TV India Limited, as approved by the shareholders of the Company vide special resolution (at item no. 6) passed at the 30th Annual General Meeting of the Company held on September 28, 2018, and to create, grant, offer, issue and allot, at any time, and in one or more tranches, under ESOP 2018, options exercisable into 180,00,000 (One crore eighty lakhs only) equity shares of face value of ₹ 1/- (Rupee One only) each, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP 2018 scheme of the Company and in due compliance with the SEBI SBEB Regulations and other applicable laws, rules and regulations, to the eligible

employees of any future Holding Company of the Company, whether working in India or Outside India, and / or to the eligible Directors of the future Holding Company, whether whole time or not, but excluding Independent Director(s) and to such other persons as may be decided by the Board and / or permitted under applicable rules, regulations, guidelines and laws but excluding (i) an employee who is a promoter or a person belonging to the promoter group; and (ii) director who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, (hereinafter referred to as "eligible employees") under ESOP 2018 scheme of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms and Conditions mentioned in the explanatory Statement forming part of the postal ballot notice, the consent of the shareholders of the Company be and is hereby accorded to the Board to extend the benefits of "Employee Stock Option Scheme 2018" ("ESOP 2018") to the eligible employees of any future Holding company.

RESOLVED FURTHER THAT outstanding Options granted under Company's ESOP 2018 Scheme before any issue of bonus shares or stock splits or consolidation of shares shall be suitable adjusted for the number as well as the exercise price as applicable and such outstanding options may be further adjusted at the discretion of the Board for any Corporate Action(s).

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby accorded to the Board to:

- Issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2018 and such equity shares allotted shall in all respects rank pari passu with the existing equity shares of the Company;
- take necessary steps for listing of the Securities allotted under ESOP 2018 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;
- conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2018;
- re-price the options at any time as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the eligible employees who have been granted stock options under ESOP 2018;
- make any modifications, changes, variations, alterations or revisions in ESOP 2018, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2018, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the eligible employees who have been granted stock options under ESOP 2018.
- do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto."

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

Sd/-
RANJIT SINGH

Company Secretary
Membership No. A15442

Place: Noida

Date: October 25, 2018

Notes:

- 1) Explanatory Statement in terms of Section 102 read with Section 110 of the Companies Act, 2013, setting out the material facts are appended herein below. This Postal Ballot Notice shall also be available on the website of the Company viz. www.dishd2h.com.
- 2) The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link '<https://www.evoting.nsdl.com/>'.
- 3) The Postal Ballot Notice will be dispatched / sent to the Members of the Company whose names appear in the Register of Members / Records of Depositories as on **Friday, the 26th day of October, 2018** viz. the cut-off date and a person who is not a shareholder as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
- 4) 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 along with a postage prepaid self-addressed Business Reply Envelope.
- 5) Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, the 26th day of October, 2018** will be considered for the purpose of voting.
- 6) 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 i.e. www.dishd2h.com or seek duplicate Postal Ballot Form from the Company.

- 7) Voting period will commence on and from **November 1, 2018 at 9:00 A.M. (IST)** and ends on **November 30, 2018 at 5:00 P.M. (IST)**. During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. [Friday, the 26th day of October, 2018], may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. Members are also 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 5:00 P.M. (IST) on Friday, the 30th day of November, 2018**. 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 download the Postal Ballot Form from the Company's website www.dishd2h.com or seek duplicate Postal Ballot Form from the Company.
- 8) 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 2.00 P.M. to 4.00 P.M. up to **Friday, the 30th day of November, 2018** (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).
- 9) 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.
- 10) The Scrutinizer will submit his report upon completion of scrutiny of the Physical Postal Ballot 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 **Saturday, the 1st day of December, 2018** at 05:00 PM (IST) at the Registered and Corporate Office of the Company. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement. In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. **Friday, the 30th day of November 2018**.

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 notwithstanding whichever option is exercised first.

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility, for its Shareholders, to enable them to cast their votes electronically. 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 **November 1, 2018 at 9:00 A.M. (IST)** and ends on **November 30, 2018 at 5:00 P.M. (IST)**. The E-Voting module shall be disabled by NSDL for voting after 5:00 P.M. (IST) on November 30, 2018. During this period, the Shareholders of the Company, holding shares in Physical form or in Demat form, as on the cut-off date *viz.* October 26, 2018, may cast their vote electronically. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

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

- A.** The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (ii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 110198 and folio number is 001*** then user ID is 101456001***

(v) Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

(vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of 'Dish TV India Limited' viz. 110198
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company and Scrutiniser through e-mail to investor@dishd2h.com and pcs.jga@gmail.com, with a copy marked to evoting@nsdl.co.in

C. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the User ID and password by following process mentioned above or sending a request at evoting@nsdl.co.in or investor@dishd2h.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or seek clarification from the Company by sending email to investor@dishd2h.com.
- E. You can also update your mobile number and E-Mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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.nsdl.com/> or contact NSDL at the toll free No. 1800-222-990. For any further clarifications, you may also contact the following officials:

Contact Details	
Company	Dish TV India Limited Corp Office: FC – 19, Sector 16A, Noida – 201 301, Uttar Pradesh E-mail: investor@dishd2h.com / Tel. No. : 0120- 5047005/5047000
Registrar & Transfer Agent	Link Intime India Private Limited Unit: Dish TV India Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083. Tel. No. 022–49186000 / Fax- 022 – 49186060 E-mail: rnt.helpdesk@linkintime.co.in
Scrutinizer	Mr. Jayant Gupta, Practicing Company Secretary, E-mail: pcs.jga@gmail.com
E-voting Agency / Contact details of person responsible to address the grievances connected with the electronic voting	National Securities Depository Limited, Mr. Amit Vishal-022-24994360 / 022-24994738, 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. E-mail: evoting@nsdl.co.in Toll Free No. : 1800-222-990

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION(S) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED OCTOBER 25, 2018 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THERETO

ITEM NO. 1 and 2

The Board of Directors of the Company at their meeting held on August 17, 2018, with a view to encourage value creation and value sharing with the employees and with an objective to attract, retain, motivate and incentivize employees, had subject to the receipt of approval of the Shareholders of the Company, approved the implementation of “Employee Stock Option Scheme 2018” (“ESOP 2018”) and to create, grant, offer, issue and allot, at any time, and in one or more tranches, under ESOP 2018, options exercisable into 180,00,000 (One crore eighty lakh only) equity shares of face value of ₹ 1/- (Rupee One only) each, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP 2018 scheme of the Company and in due compliance with the SEBI SBEB Regulations and other applicable laws, rules and regulations, to the present and future permanent eligible employees of the Company, its subsidiary company (ies), its holding Company, whether working in India or Outside India, and / or to the Directors of the said Companies, whether whole time or not, but excluding Independent director(s) and to such other persons as may be decided by the Board and / or permitted under applicable rules, regulations, guidelines and laws (hereinafter referred to as “eligible employees”) under ESOP 2018 scheme of the Company.

The members of the Company at their Annual General Meeting held on September 28, 2018 had approved by way of special resolution the Dish TV India Limited ‘Employees Stock Option Scheme 2018’ (“ESOP 2018”) for the Employees of the Company.

The Company in order to accomplish its objectives works in conjunction with its Subsidiary (ies) Company. The employees of the subsidiary Company (ies) play an important role in growth of Company and employee stock option schemes are an effective tool to attract and retain the best talent and also serves to attract, incentivize and motivate professionals and reward exceptional performance. Therefore, as a reward/ appraisal to the said employees of subsidiary company (ies), it is proposed to extend the benefits of the ESOP Scheme 2018 of the Company, as approved by the shareholders at the 30th Annual General Meeting to the employees of the Subsidiary Company (ies) i.e. present as well as future, by way of separate special resolution. Further, it is also proposed to extend the benefits of the said ESOP Scheme 2018 of the Company, by way of separate special resolution, to the eligible employees of any of the future Holding Company. The Board and the Shareholders of the Company had approved a grant of maximum of 180,00,000 (One crore eighty lakhs only) stock options under the ESOP 2018 of the Company. The extension of the said ESOP 2018 of the Company to the present and/or future Subsidiary and to the future holding Company shall be within the maximum of 180,00,000 (One crore eighty lakhs only) stock options under the ESOP 2018 of the Company.

As per the requirement of SBEB Regulations, approval of shareholders by way of separate special resolution is being sought for grant of options under the Scheme to the eligible employees of present and future Subsidiaries and any future Holding Company.

The salient features of ESOP 2018 are set out as per SEBI circular and are as under:

a) Brief description of ESOP 2018

The Company recognizes and appreciates the critical role played by the employees of the Subsidiary company in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company, approval of the shareholders is being sought for issue of stock options under the ESOP 2018 to the employees of the Subsidiary Company, present and future, and to the employees of any future Holding Company.

b) The total number of options to be granted

A maximum of 180,00,000 (One crore eighty lakhs only) stock options, subject to adjustments as may be required due to any corporate action. Each stock option is exercisable into 1 (one) equity share of the Company of face value of Re. 1 each.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

c) Identification of classes of employees entitled to participate in the ESOP 2018

All permanent employees or directors of any present and future Subsidiary Company (ies) and / or any future Holding Company, whether whole-time or not, but excludes:

- I. an employee who is a Promoter or belongs to the Promoter Group;
- II. a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company; and
- III. Independent director.

d) Requirements of vesting and vesting period

The options granted shall vest so long as the employee continues to be in the employment of the Subsidiaries and / or Holding Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the maximum vesting period as specified below).

The options have a minimum vesting period of one year from the date of grant and a maximum vesting period of four years from the date of grant

e) Maximum period within which the options shall be vested

The options would vest not later than four years from the date of grant of options.

f) Exercise price or pricing formula

The options will be granted at an exercise price equal to the 'market price' which shall be the latest available closing price, prior to the date of the meeting of the Nomination and Remuneration Committee, in which options are granted on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered.

g) Exercise period and the process of Exercise

The Exercise period shall commence from the date of vesting of Options and would expire not later than four year from the date of vesting. The options so expired would be available for being re-granted at a future date.

The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee of the Company from time to time. The options will lapse if not exercised within the specified exercise period.

h) The appraisal process for determining the eligibility of employees to the ESOP 2018

The Eligible Employees as per the criteria determined by the Board can be granted Options based on performance linked parameters such as work performance, company performance, business performance and such other parameters as may be decided from time to time.

i) Maximum number of Options to be issued per employee and in aggregate

The total number of options that may be granted to any specific employee under one or more tranches during any one year shall not exceed 10,00,000 stock options and options that may be granted to any specific employee in aggregate shall not exceed 50,00,000 stock options.

j) Whether the scheme is to be implemented and administered directly by the Company or through a Trust:

The ESOP 2018 shall be implemented and administered by the Company directly.

k) Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

Company's ESOP 2018 scheme involves new issue of equity shares by the Company.

l) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI SBEB Regulations and those issued by Institute of Chartered Accountants of India, including the disclosure requirements.

m) The method which the company shall use to value its options whether fair value or intrinsic value

The Company shall use the Fair Value method for valuation of the Options granted to calculate the employee compensation cost.

Regulation 6(1) and 6(3) of SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution in a general meeting. Further, as ESOP 2018 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Any variation in ESOP 2018 carried out by the Company in respect of any or all of the above stated conditions shall automatically be applicable in such varied form to the eligible employees of the subsidiary and holding company(ies) as well.

The Options to be granted under ESOP 2018 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOP 2018 conforms to the SEBI SBEB Regulations.

Directors and/or Key Managerial Personnel of the Company or their relatives who may be granted Options under ESOP 2018 may be deemed to be concerned or interested in the aforesaid Special Resolutions. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

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

Sd/-

RANJIT SINGH
Company Secretary
Membership No. A15442

Place: Noida
Date: October 25, 2018

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

DISH TV INDIA LIMITED

Regd. Office: 18th Floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai – 400 013

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

Tel No.: 0120-5047005/5047000, Fax No.: 0120-4357078

Website: www.dishd2h.com, E-mail: investor@dishd2h.com, CIN: L51909MH1988PLC287553

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 Resolutions to be passed through Postal Ballot / E-voting for the business stated in the Postal Ballot Notice of the Company dated October 25, 2018 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 extension of benefits of Dish TV India Limited 'Employees Stock Option Scheme 2018' ("ESOP 2018") – for employees of the Subsidiary Company(ies) of the Company.			
Special Resolution for extension of benefits of Dish TV India Limited 'Employees Stock Option Scheme 2018' ("ESOP 2018") – for employees of any future holding Company of the Company			

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 5:00 P.M. on November 30, 2018. 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 PARTICULARSThe 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
110198		

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED:

- (a) A Form other than one issued by the Company has been used or the Form has not been signed by or on behalf of the Member;
- (c) Signature on the postal ballot form doesn't match the specimen signatures with the Company / Depository;
- (d) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- (e) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (g) The envelope containing the Postal Ballot Form is received after the last date prescribed;
- (h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (i) It is received from a Member who is in arrears of payment of calls;
- (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

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 25, 2018 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 Mr. Jayant Gupta, Practicing Company Secretary, appointed as the 'Scrutinizer' for Postal Ballot Process by the Board of the Company & the address of the Corporate Office of the Company.
- ✓ **The Voting period will commence on and from November 1, 2018 at 9:00 A.M. (IST) and ends on November 30, 2018 at 5:00 P.M. (IST).** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on November 30, 2018. 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.
- ✓ 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 pcs.jga@gmail.com and to the Company at investor@dishd2h.com 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 paid up value of shares registered in the name of the Member as on the cut-off date viz. Friday, October 26, 2018.
- ✓ 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 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 Scrutinizer & any extraneous paper found in such envelope would be destroyed by Scrutinizer.
- ✓ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ✓ The resolution, if assented by requisite majority, shall be considered as passed on Monday the 30th day of November, 2018 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or e-voting).
- ✓ The result of the Postal Ballot will be declared / announced on Saturday, the 1st day of December, 2018 at the Registered & Corporate Office of the Company. The results along with the Scrutinizers' Report shall be placed on the website of the Company viz. www.dishd2h.com, be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited & also displayed on website of NSDL viz. www.nsdl.co.in. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.
- ✓ In case of any query and 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@dishd2h.com.
- ✓ Any query or grievance connected with the voting by Postal Ballot, other than E-Voting, may be addressed to the Company Secretary at investor@dishd2h.com or at the corporate office or members may contact Ms. Trupti Parab, Link Intime India Private Limited, the Registrar & Transfer Agent of the Company at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 or at E-mail: rnt.helpdesk@linkintime.co.in.
- ✓ For E-Voting, members may refer to the Frequently Asked Questions (FAQS) and E-Voting user manual for shareholder at the Download Section of www.evoting.nsdl.com or contact NSDL on Toll Free No. 1800-222-990. For any further clarification Members may contact Mr. Amit Vishal-022-24994360/ 022-24994738, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 or at the designated E-mail ID viz. evoting@nsdl.co.in.
- ✓ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 & provisions of Section 108 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 NSDL), 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.**