

September 1, 2010

National Stock Exchange of India Limited

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

Bombay Stock Exchange of India Limited

Phiroze Jeejeebhoy Towers,
Dalal street, Mumbai – 400 001

Sub : Result of Postal Ballot

Dear Sirs,

Pursuant to the listing Agreement, we wish to inform you that the Members of the Company have accorded their approval for the Resolution mentioned below through Postal Ballot Mechanism. The said Postal Ballot was conducted in accordance with the applicable provision including provision of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

Following resolutions have been passed with requisite majority:-

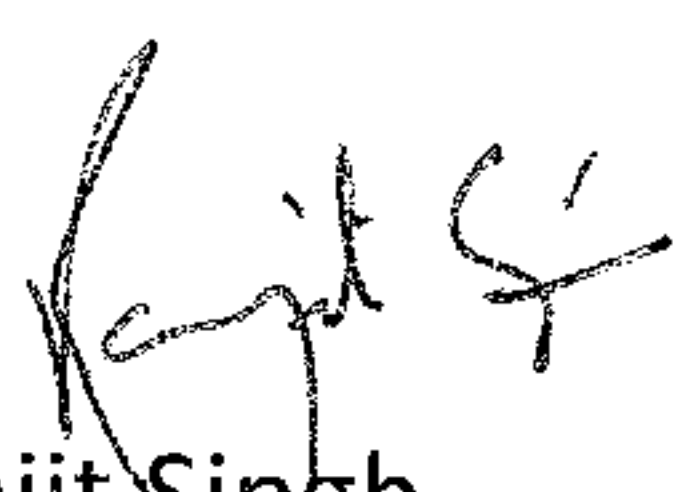
- Special Resolution under Section 31 of the Companies Act, 1956 for alteration of the Article of Association of the Company by amendment of Article 1, insertion of New Article No. 100A and substitution of the existing "Article 80" with new "Article 80"
- Special Resolution under Section 17 of the Companies Act, 1956 for alteration of the 'Other Objects' clause of Memorandum of Association of the Company by insertion of new clause no. 124 and consent under Section 149 of the Companies Act, 1956 for commencing all or any of the business set out therein.

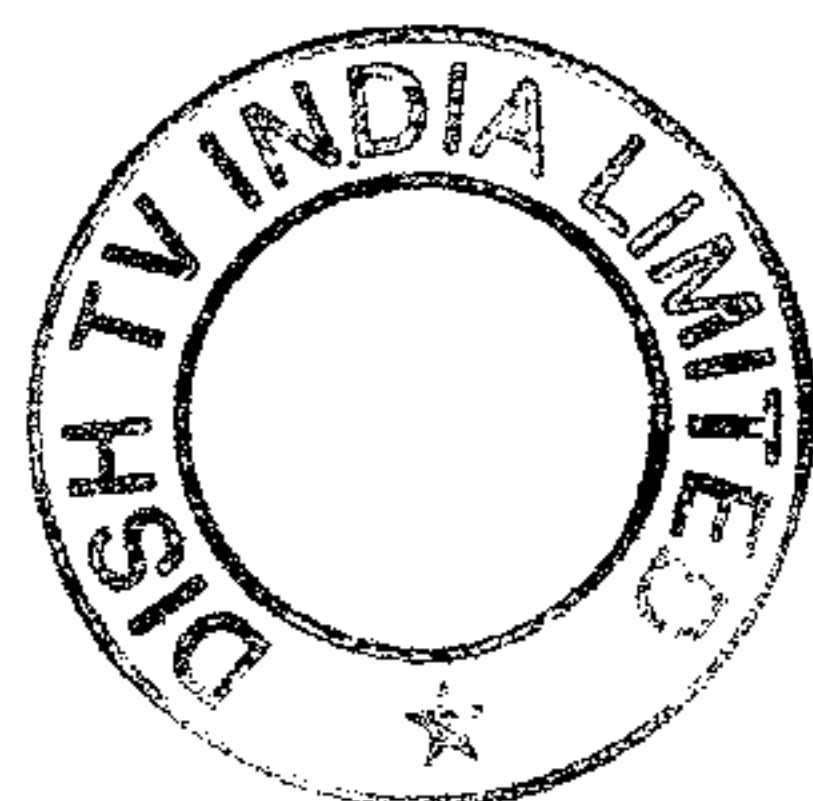
Copy of the report dated August 30, 2010 submitted by the scrutinizer, Mrs. Neelam Gupta, of Neelam Gupta and Associates, Company Secretaries, to the Managing Director of the Company, is enclosed herewith. Based on the Scrutinizer's Report, Mr. Jawahar Lal Goel, Managing Director of the Company has announced the result of Postal Ballot today at the Registered Office of the Company at B-10, Essel House, Lawrence Road Industrial Area, Delhi – 110 035.

We request you to kindly take the above intimation on record

Thanking You,

For **Dish TV India Ltd.**


Ranjit Singh
Company Secretary



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: customercare@dishtv.in

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

NEELAM GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

August 30, 2010

The Chairman,
Dish TV India Limited
B-10, Essel House,
Lawrence Road Industrial Area,
Delhi - 110035

Subject: Special Resolutions under Section 31 and 17, of the Companies Act, 1956 -
Passing of resolution by means of Postal Ballot in terms of Section 192A of
the Companies Act, 1956 read with the Companies (Passing of Resolution by
Postal Ballot) Rules, 2001, as amended.

Dear Sir,

Please refer to your letter dated June 11, 2010 appointing me as a Scrutinizer for the purpose of ascertaining the result of the abovesaid resolutions undertaken by means of Postal Ballots under the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 as amended. The Company had sought the approval of its members through the Postal Ballot Mechanism by way of special resolutions for the following two resolutions:

RESOLUTION NO. 1 Alteration of the Articles of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) the Articles of Association of the Company be and are hereby altered /amended by addition and/or substitution, as the case may be, of the following:

The following interpretations shall be included in the existing Article 1 in addition to the interpretations already given therein:



Interpretation *"Apollo Affiliate" means an affiliate of, or person affiliated with Apollo and, is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with Apollo.*

"Apollo" means Apollo India Private Equity II (Mauritius) Ltd., a Company incorporated and existing under the laws of Mauritius, bearing Company No. 089226 C1/GBL and having its registered office at Floor 4, Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius 999999.

"Budget Committee" means a permanent committee of the Board of Directors constituted to unanimously approve Company's annual budget and any amendment(s) thereto and shall include the Apollo Nominee Director.

"GDRs" means any or all of 117,035 Global Depository Receipts issued by the Company representing 1000 (one thousand) underlying Equity Shares of Re. 1 each for each such GDR.

The following **Article 100A** be inserted after the existing Article 100:

Rights of Apollo **of RIGHTS OF APOLLO**

100A. Notwithstanding anything contained in any other Article, so long as Apollo and/or Apollo Affiliates continue to hold atleast (i) 5.0% of fully paid up Equity Shares of the Company represented by GDRs issued and allotted by the Company (including those exchanged for the underlying Equity Shares), on a fully diluted and converted basis or (ii) 55% of the total GDRs issued by the Company (including those exchanged for the underlying Equity Shares), Apollo shall be entitled to the following rights:

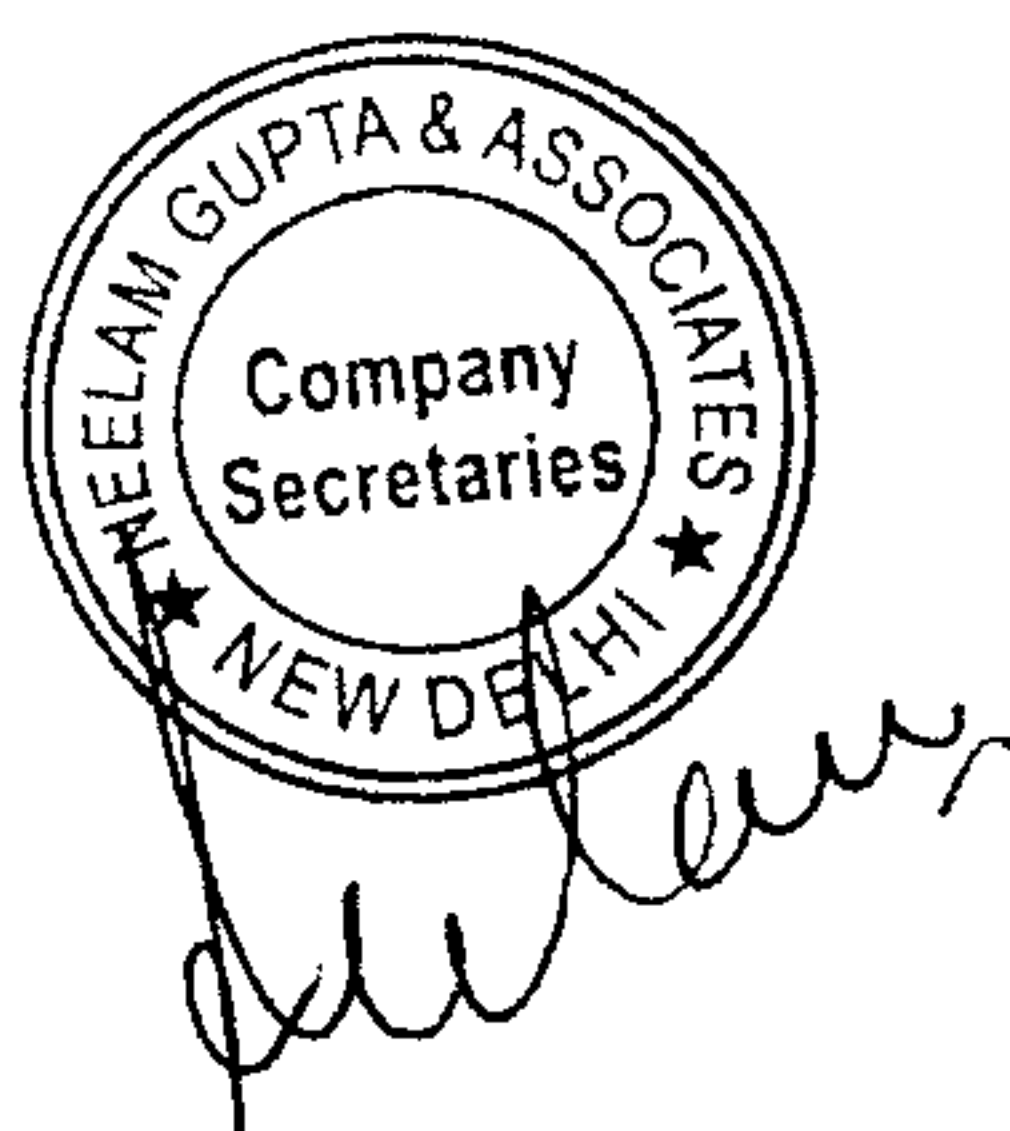
(a) To nominate from time to time any person as a Director on the Board of Directors of the Company (such person shall hereinafter be referred to as 'Apollo Nominee Director') and to remove such person so nominated and to nominate any other person in his place, provided that such person(s) shall not be a director on the board of directors of any competitor(s) of the Company or any of the affiliates of the competitor(s);

(b) Subject to Clause (a) and Article 80, to nominate an Alternate Director on the Board of Directors of the Company to act for the Apollo Nominee Director;

(c) To appoint the Apollo Nominee Director to act as a representative of Apollo and be a member to the Budget Committee of the Company;

(d) Notwithstanding the provisions of Article 93, in case of a meeting of the Board or any committee of the Board or in case of any resolution proposed by circular resolution, as the case may be, in respect of matters listed below, any decision or resolution shall require an approval or consent of the Apollo Nominee Director or any Alternate Director acting for the Apollo Nominee Director:

i. Any transaction by the Company or any of its subsidiary with any related party the aggregate value of which exceeds US\$5 million individually or 10% of



the revenues of the Company (calculated in aggregate based on the most recently completed financial year) and any amendment to any existing arrangement or agreement with related party which has the effect of increasing the value of such transaction by 15% per annum.

ii. Merger, amalgamation, de-merger, voluntary dissolution, liquidation, winding up, reconstruction, any re-organization or changes in capital structure or re-capitalisation of the Company.

iii. Any alteration to the Memorandum and Articles of Association of the Company.

iv. Incorporation and / or acquisition of a new subsidiary of the Company.

v. Approval and adoption of the Company's annual business plan and any deviation there from or any revisions thereto in excess of 15% from the approved budgeted line items.

(e) The option and first right of refusal for subscription to, or acquisition of, any fresh issue of equity shares or any other securities convertible into equity shares to Apollo or its nominees on the same terms and conditions as offered to any other person. Apollo or its nominee(s), as the case may be, have the option to subscribe to all of such equity securities or a pro rata portion of such equity securities proposed to be issued or none at all. The manner of such offer and option/first right of refusal shall be in accordance with the terms agreed to between Apollo and the Company.

Article 80 be deleted and the following new Article be substituted therefor:

**Appointment of
Alternate
Directors**

80. The Board may appoint an alternate director duly recommended for such appointment by a director (hereinafter called the 'original director') to act for him during his absence for a period of not less than three months from the State in which the meeting of the board are ordinarily held, provided that in case of Apollo Nominee Director, Apollo shall have the right to nominate and/or replace any other person as an Alternate Director. An alternate director appointed under this Article shall not hold office as such for a longer period than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original directorship is determined, before he so returns to the said state. Any provision in the Act or these articles for the automatic reappointment of retiring directors in default of another appointment shall apply to the original director and not to the alternate director.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or person, which the Board may constitute/nominate to exercise its powers conferred under this Resolution) of the Company be and is hereby authorised to take all such actions and do all such things as may be necessary for giving effect to the above resolution and matters incidental thereto."



RESOLUTION NO. 2 : Alteration of the 'Other Objects' clause of Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), Sub-Clause C of Clause III of Memorandum of Association of the Company i.e. the 'Other Objects' clause of the Memorandum of Association of the Company be and is hereby altered by adding the following Clause with Serial Number 124 immediately after the existing Clause no. 123:

124. To carry on the business as Internet Service Provider and undertake any and all kinds of internet / web based activities and transactions including but not limited to providing the internet access and data communication services, with or without content, by telecommunication networks, optical fibres or otherwise by any other means whatsoever, and to provide basic and value added internet service; to design, develop, sell, provide, maintain, market, buy, import, export, sell and license computer software, hardware, computer systems and programs products, services and to give our computer machine time and to carry on the business of collecting, collating, devising other systems including software programs and systems.

RESOLVED FURTHER THAT pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or person, which the Board may constitute/nominate to exercise its powers conferred under this Resolution) for commencing all or any of the business set out in the said clause 124 of the 'Other Objects' clause of the Memorandum of Association of the Company."

As per the information furnished by the Company and according to the scrutiny of Postal Ballot Forms received from the members of the Company, I hereby submit my report as under:

1. The Company completed the dispatch of ballot forms along with postage prepaid business reply and postal ballot notice to its members on **July 22, 2010** whose names(s) appeared on the Register of Members/ list of beneficiaries as on July 2, 2010.
2. Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
3. The sealed postal ballot forms received by me and were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The postal ballot forms were opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on July 2, 2010.



5. All postal ballot forms received / receivable upto the close of working hours on August 21, 2010, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
6. Any postal ballot form received after August 21, 2010 has not been taken into account.
7. The Company has received 1240 sealed envelopes containing Postal Ballot Forms which were posted to the registered shareholders of the Company but returned undelivered. These envelopes were not opened and are separately kept in the safe custody of the Company Secretary of the Company.

A brief of list of relevant dates relating to Postal Ballot Process is as under:

1.	The date of determination of entitlement to receive Postal Ballot Forms.	July 2, 2010
2.	Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot Form(s) and Business Reply Envelope.	July 22, 2010
3.	Date of Public Announcement with respect to completion of dispatch of Postal Ballot Forms in two newspapers: • Business Standard (English daily) and • Business Standard (Hindi daily)	July 23, 2010
4.	Last date to receive the Postal Ballot Forms from members of the Company.	August 21, 2010

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 (5.00PM) on August 21, 2010 were 850 containing 856 Postal Ballot Forms.

The sealed envelopes were opened on August 22, 2010 with the help of Mr Jayant Gupta, a representative of the undersigned, who was associated in the process of scrutiny of the Postal Ballot Forms so received. On physical counting, it was found that a few envelopes were having more than one Postal Ballot Forms. However, I did not find any defaced or mutilated Postal Ballot Form.



A brief summary containing details of the postal ballot received, found invalid and percentage of voting is appended herein below:

A brief summary of the scrutiny process is as under:

1.	Total number of Postal Ballot Forms issued and dispatched	213,530
2.	Total number of Postal Ballot Forms received	856

A brief summary of the Postal Ballot Forms received is as under:

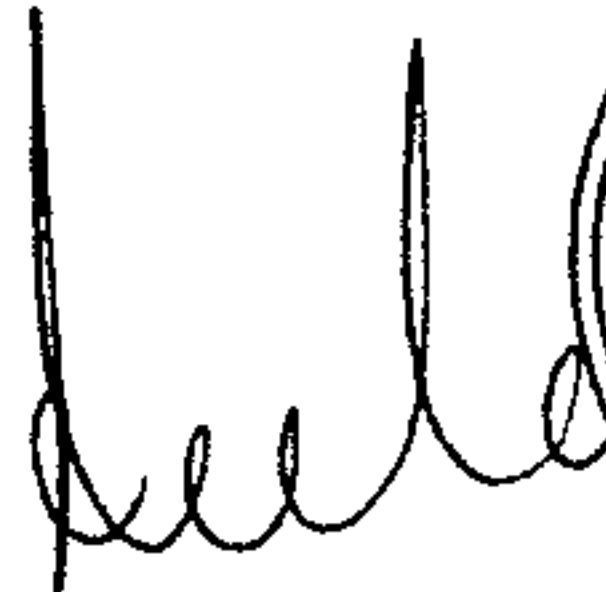
	Particulars	Resolution no. 1	Resolution no. 2
1.	Total Postal Ballot Forms received	856	856
2	Less: Invalid Postal Ballot Forms	0	0
3	Net Valid Postal Ballot Forms	856	856
4.	Total no. of votes	826754384	826754384
5	No. of assent votes for the Resolution	826744049	826735043
6	No. of dissent votes for the resolution	2369	2358
7	Percentage of total valid votes cast in favour	100%	100%
8	Percentage of total valid votes cast against	Negligible	Negligible

A detailed report on the Postal Ballot Forms received is annexed hereto as Annexure and forms a part of this report. The Postal Ballot Forms and all other related records are kept in my custody and shall be handed over to Mr. Ranjit Singh, Company Secretary, Dish TV India Limited, who is authorized by the Board to supervise the Postal Ballot process.



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

Thanking you,
Yours faithfully,



Neelam Gupta
Neelam Gupta & Associates
Company Secretaries
Scrutinizer

Place: New Delhi