



## **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)

E Mail: investor@dishtv.in Web Site: www.dishtv.in

### **POSTAL BALLOT NOTICE**

**(Pursuant to section 192A of the Companies Act, 1956)**

Dear Shareholder,

**Notice** is hereby given pursuant to Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, to transact the following special businesses by the Members of Dish TV India Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement under Section 173(2) of the Companies Act, 1956, setting out the material facts and the reasons for the Resolutions, is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. Mr. Jayant Gupta, Practicing Company Secretary has been appointed by the Board of Directors of your Company as the Scrutinizer.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed 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 16 A, Noida – 201 301, Uttar Pradesh, on or before close of business hours on **Thursday, the 22<sup>nd</sup> day of November, 2012**, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

#### **E-Voting Option**

We are pleased to offer E-Voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of Physical Postal Ballot form. E-Voting is optional. Please carefully read and follow the instructions on E-Voting printed in this Notice.

The Scrutinizer will submit his report to the Managing Director of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on Monday, the 26<sup>th</sup> day of November, 2012 at the Registered Office of the Company. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website [www.dishtv.in](http://www.dishtv.in), besides communicating to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.

#### **Special Business:**

##### **Item No. 1 : Increase of Authorised Share Capital of the Company and consequence change in Clause V of the Memorandum of Association of the Company relating to share capital**

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

**"RESOLVED THAT** in accordance with the provisions of Section 16, 94 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) and Rules framed thereunder and the provisions of other statutes as applicable, the Authorised Share Capital of the Company be and is hereby increased from Rs. 135,00,00,000/- (Rupees One Hundred and Thirty Five Crores Only) divided into 135,00,00,000 (One Hundred and Thirty Five Crores) Equity Shares of Re. 1/- each to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Re. 1/- each by creation of additional 15,00,00,000 (Fifteen Crores) Equity Shares of Re. 1/- each and in consequence thereof the existing Clause V of the Memorandum of Association of the Company relating to share capital be substituted by the following clause :

The Authorised Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Re. 1/- (Rupees One) each with the power to increase or decrease, consolidate or sub-divide the shares under the provisions of the Companies Act, 1956."

##### **Item No. 2: Amendments to Articles of Association of the Company**

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

**"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) and Rules framed

thereunder and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and is hereby amended in the manner and to the extent as is set out herein below:

- (i) After the existing Article 68, the following new Article titled 'Participation through Electronic Mode – Shareholder's Meeting / Postal Ballot' and numbered as 68A be inserted:

**Participation through Electronic Mode – Shareholder's Meeting / Postal Ballot**

**68A.** Notwithstanding anything contrary contained in the Articles of Association of the Company, the Company may provide Video Conference facility, Electronic Postal Ballot Voting mechanism, and/or any other permissible electronic or communication facility to enable the Shareholders of the Company to participate in General Meeting(s) and / or vote on matters requiring approval of the Shareholder(s) of the Company. Such participation by the Shareholder(s) at General Meeting(s) or in the Postal Ballot voting process of the Company through Video Conference facility, e-mail or approved electronic platforms and/or use of any other permissible electronic or communication facility shall be subject to the Rules, Guidelines and Permissions issued / laid down by the Regulatory / Statutory Authorities in this regard and shall be governed by Legal or Regulatory Provisions applicable to the Company from time to time.

- (ii) After the existing Article 88, the following new Article titled 'Participation Through Electronic Mode – Board / Committee Meetings' and numbered 88A be inserted:

**Participation through Electronic Mode – Board / Committee Meetings**

**88A.** Notwithstanding anything contrary contained in the Articles of Association of the Company, the Director(s) of the Company may participate in Meeting(s) of the Board and / or Committees thereof, through Video Conference facility and/or any other permissible electronic or communication facility. Such participation by the Director(s) at Meeting(s) of the Board and Committees thereof, through Video Conference facility and/or use of any other permissible electronic or communication facilities shall be subject to the Rules, Guidelines and Permissions issued / laid down by the Regulatory / Statutory Authorities in this regard and shall be governed by Legal or Regulatory Provisions applicable to the Company from time to time.

- (iii) The following proviso be inserted in the existing Article 89 titled as "Quorum":

Provided further that participation by a Director in the Meeting of Directors and / or Committees thereof through use of Video Conference or any other electronic or any other permissible electronic or communication facility, as permitted by applicable laws from time to time, shall be counted for the purpose of quorum, subject to the applicable Legal or Regulatory provisions applicable to the Company from time to time.

- (iv) After the existing Article 119, the following new Article titled 'Service of Document in Electronic Mode' and numbered 119A be inserted:

**Service of Document in Electronic Mode**

**119A.** Notwithstanding anything contrary contained in the Articles of Association of the Company, any document may be served by the Company on any Member of the Company by such electronic mode of communication as may be permitted under Applicable laws from time to time and such service of document shall be deemed to have been effected in the manner provided by law, subject to compliance with applicable Legal or Regulatory provisions applicable to the Company in this regard, from time to time."

**Item No. 3: Increase In Foreign Investment Limits**

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

**"RESOLVED THAT** in accordance with the provisions of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Foreign Exchange Management Act, 1999 and the rules framed there under, the Companies Act, 1956 or such other applicable laws, rules, regulations, guidelines, notifications, press releases, circulars for the time being in force (including Press Note 7 (2012 Series) dated September 20, 2012 issued by the Department of Industrial Policy & Promotion, Ministry of Commerce & Industry, Government of India), and subject to the approval, permissions, sanctions of the Central Government, Reserve Bank of India and other regulatory bodies, if required, and subject to such terms, conditions and modifications as may be prescribed by any of these authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company, the consent of the Company be and is hereby accorded for foreign investment (including by way of foreign direct investment, and investment by foreign institutional investors and non resident Indians) in the share capital of the Company up to a limit not exceeding 74% of the total paid up share capital of the Company or such other limit as may be prescribed from time to time by the appropriate authorities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and do all such other acts, deeds, matters and things and accept any alteration/s or amendment/s or correction/s as they may deem fit and appropriate and give such directions/instructions as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."

#### **Item No. 4: Raising of Funds through further Issue of Securities**

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

**“RESOLVED THAT** pursuant to Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI Regulations”) and the provisions of the Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India (“GoI”), the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of the Company of face value Re. 1 each (“Equity Shares”) are listed (the “Indian Stock Exchanges”) and the stock exchange where the global depository receipts of the Company are listed (together the “Stock Exchanges”) and any other appropriate regulatory authorities, institutions or bodies, as may be applicable in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the Indian Stock Exchanges (the “Listing Agreements”), and subject to such approvals, consents, permissions and sanctions, if any, of the GoI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) consent of the shareholders be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot from time to time, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of public issue, private placement or qualified institutions placement (“QIP”) within the meaning of the SEBI Regulations to one or more persons whether or not they are members of the Company, Equity Shares (including through depository receipts such as global depository receipts (“GDRs”) and American depository receipts (“ADRs”), or foreign currency convertible bonds (“FCCBs”), or any other securities convertible into or exchangeable for Equity Shares at the option of the Company and/or the holder(s) of the securities (including warrants with or without debentures), or securities linked to Equity Shares (together “Securities”), provided however that the aggregate amount raised by the issue of Securities shall not exceed the Rupee equivalent of US\$ 200 Million (each such tranche or transaction, the “Offering”).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Offering may have all or any terms or combination of terms in accordance with the prevalent market conditions, including but not limited to those relating to payment of interest, dividend, premium or redemption at the option of the Company and/or the holders of the Securities, variation of the price and period of conversion or exchange of Securities into Equity Shares, and listing on one or more stock exchanges in India or overseas; and the Board be and is hereby authorized to determine such terms as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities and to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in regard to the Offering.

**RESOLVED FURTHER THAT** in the event the Offering comprises issue of Equity Shares through depository receipts, or FCCBs, or securities convertible into or exchangeable for Equity Shares, the relevant date on the basis of which price of resultant Equity Shares shall be determined, shall be as specified under applicable law.

**RESOLVED FURTHER THAT** in case of issue and allotment of Securities by way of a QIP to Qualified Institutional Buyers (“QIBs”) in terms of Chapter VIII of the SEBI Regulations:

- (i) the relevant date for the purpose of pricing of the Equity Shares to be issued, if issued pursuant to Chapter VIII of the SEBI Regulations, and/ or other applicable regulations, shall be the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of approval from the shareholders of the Company in terms of section 81(1A) of the Companies Act, 1956, and other applicable laws, rules regulations and guidelines in relation to the QIP;
- (ii) the Board or a duly authorised committee of the Board may offer a discount of up to 5% of the price at which the Equity Shares are to be offered pursuant to the QIP, computed in accordance with the SEBI Regulations;
- (iii) the issue and allotment of Equity Shares shall be made only to QIBs within the meaning of the SEBI Regulations, and such Equity Shares shall be fully paid up on its allotment, which shall be completed within 12 months from the date of this resolution approving the proposed issue, or such other time that may be allowed under the SEBI Regulations from time to time;
- (iv) the Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, except as may be permitted by the SEBI Regulations; and
- (v) the total amount raised in such manner should not, together with the over-allotment option, exceed five times of the net worth of the Company as per its audited balance sheet for the previous financial year.

**RESOLVED FURTHER THAT** the Equity Shares issued and allotted under or as a result of the Offering, shall be *pari passu* with the then existing Equity Shares in all respects as may be provided under the terms of the Offering.

**RESOLVED FURTHER THAT** such of the Securities as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of law.

**RESOLVED FURTHER THAT** the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals, to the Board to secure, if necessary, all or any of the Securities to be issued by the creation of mortgage, charge or other encumbrance on all or any of the Company's immovable and/or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

**RESOLVED FURTHER THAT** the Board and/or any entity, agency or body authorised and/or appointed by the Board may, upon issue of Securities under the Offering, issue depositary receipts representing such Securities in negotiable, registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations in or under such form and practices as may be prevalent in the international market.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Offering, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such person, the determination of the terms thereof, including without limitation the entering into of underwriting, marketing and institution/trustee/agents and similar agreements/ with merchant banker(s), book runner(s), lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), trustee(s), stabilization agent(s) and all such agencies as may be involved or for managing, underwriting, marketing, listing thereof with any of the international/ domestic stock exchange(s) and trading, to issue placement documents and to sign all deeds, documents and writing and to remunerate the managers, underwriters and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in the Offering, with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to the Offering as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and approve the offering circular/ placement document for the Offering and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized person may consider necessary, desirable or expedient and for the purpose of aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized persons(s), be required from time to time, and to arrange for the submissions of the offering circular/ placement document, and any amendments and supplements thereto, with any applicable stock exchange(s) (whether in India or abroad), government and regulatory authority, institution or bodies, as may be required.

**RESOLVED FURTHER THAT** the Company do apply for in-principle approval and listing of the new Equity Shares as may be issued with the Indian Stock Exchanges or any other stock exchange(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the Offering as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Company do apply to National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the aforementioned Equity Shares to be allotted.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution".

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

Place: Delhi  
Date: October 18, 2012

Sd/-  
**RANJIT SINGH**  
Company Secretary

**Notes:**

1. Explanatory Statement and reasons for the proposed Special Businesses mentioned above pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 setting out material facts are appended herein below.

2. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, the 12<sup>th</sup> day of October, 2012.
3. The Company has appointed Mr. Jayant Gupta, Practicing Company Secretary, as the "Scrutinizer" to conduct the Postal Ballot process in a fair and transparent manner.
4. 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 Monday, the 26<sup>th</sup> day of November, 2012 (i.e the date of declaration of the Postal Ballot Result).**

## 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) do cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through a valid Physical Postal Ballot Form shall prevail and E-Voting of that member shall be treated as invalid.

### PHYSICAL VOTING

5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Form and return the same duly completed in the enclosed self addressed postage pre-paid Business Reply Envelope to the Scrutinizer. Postage on self addressed pre-paid Business Reply Envelope will be borne by the Company. However, Envelopes containing Postal Ballot Form, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the **close of business hours on Thursday, the 22<sup>nd</sup> day of November, 2012. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.**
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. 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).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted if the same is accompanied by a certified true copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorised signatory(ies).
9. A Member neither needs to use all his / her votes nor needs to cast all his / her votes in the same way.
10. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the column will render the form invalid.
11. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on Friday, October 12, 2012.
13. 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 in Point No. 5 above.
14. 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.
15. Members are requested not to send any other paper(s) 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.
16. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
17. The Resolutions, if assented by requisite majority, shall be considered as passed on Monday, the 26<sup>th</sup> day of November 2012 (i.e. the date of declaration of the Postal Ballot Result).

## E-VOTING

18. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, 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 E-Votes should be casted not later than the close of day of November 22, 2012. E-Voting is optional. The procedure and instructions for the same are as follows:

### A. In case of Members' receiving E-Mail from NSDL

- i. Open E-Mail and open PDF file viz: "Dish TV E-Voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for E-Voting. Please note that the password is an initial password.
- ii. Open your web browser during the voting period and log on to the e-voting website <https://www.evoting.nsdl.com/>
- iii. Click on "Shareholders" tab to cast your vote.
- iv. Enter your user ID and password as initial password noted in Step (i) above. Click LOGIN.
- v. Password Change menu appears. Change the initial password with new password of your choice. The new password has to be minimum eight digits / characters or combination thereof. Note new password. Kindly note that this password is to be used by the holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-Voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home-page of "E-Voting" opens. Click on "E-Voting" : Active Voting Cycles.
- vii. Select "EVEN" of Dish TV India Limited (i.e the Electronic Voting Event Number), from the drop down menu.
- viii. Now you are ready for "E-Voting" as "Cast Vote" page opens.
- ix. Then cast your vote by selecting appropriate options and click on "SUBMIT" and also "CONFIRM" when prompted. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- x. 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at: [jayantgee@yahoo.com](mailto:jayantgee@yahoo.com) or [investor@dishtv.in](mailto:investor@dishtv.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### B. In case of Members' receiving Postal Ballot Form by Post

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

| EVEN<br>(Electronic Voting Event Number) | USER ID | PASSWORD |
|------------------------------------------|---------|----------|
|                                          |         |          |

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
19. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
20. If you are holding shares and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and casted your vote earlier for EVEN of any other company, then your earlier login id and password are to be used.
21. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. You need to select your option.
22. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
23. 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).
24. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or seek duplicate Postal Ballot Form from the web site of the Company viz. [www.dishtv.in](http://www.dishtv.in). After filling in the requisite details and signing, the same needs to be sent to the Scrutinizer.

## GENERAL

1. Voting period commences on and from October 24, 2012 and ends on November 22, 2012.
2. 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 quoting their Folio number.
3. The Scrutinizer will submit the report to the Managing Director of the Company after completion of the scrutiny. The result of the Postal Ballot shall be announced by the Managing Director of the Company, or in his absence by any other person, so authorized by the Managing Director on **Monday, the 26<sup>th</sup> day of November, 2012 at 09:30 A.M. at the Registered Office of the Company at B-10, Essel House, Lawrence Road Industrial Area, Delhi – 110035** and the resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot shall also be announced through a newspaper advertisement and the website of the Company at [www.dishtv.in](http://www.dishtv.in) besides communication to the Stock Exchanges where the Company's shares are listed.
4. Members are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote.

## EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED OCTOBER 18, 2012 PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956

### ITEM NO. 1

Your Company is engaged in two businesses viz. provision of Direct-to-Home ("DTH") Services, in pursuance of a license granted by the Ministry of Information and Broadcasting, Government of India ("MIB"), under the brand "dishtv" for approximately last nine years and Satellite related services/teleport activity, which *inter alia* include uplinking of channels. Your Company is a pioneer in providing DTH Services and has acquired approximately 13 million registered subscribers.

Direct-to-home business is highly capital intensive and huge amount of financial resources are required to meet the expansion and growth requirements from time to time. The Company has been meeting these requirements through borrowings from Banks and/or Financial Institutions, Rights Issue and Global Depository Receipts. Your Directors have been exploring various other means of fund raising including raising of funds through issue of further capital. To facilitate any such capital infusion through issue of further capital, the present authorized capital may need to be augmented. Hence your Board recommends your approval to increase the existing Authorized Share Capital from the present Rs.135 Crores to Rs.150 Crores.

Any increase in the authorized share capital of the Company would need the consent of the shareholders and the amendments in the Memorandum of Association of the Company are consequential in nature.

The Board of Directors of the Company at its Meeting held on October 18, 2012, approved the proposal to increase the Authorised Share Capital of the Company and the consequential alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company as enumerated out in the draft resolution at item no. 1 of the Notice.

None of the Directors of the Company are in any way concerned or interested in the Resolution.

The Board of Directors recommends the Resolution for your approval as an Ordinary Resolution.

### ITEM NO. 2

The Ministry of Corporate Affairs ("MCA"), Government of India, New Delhi vide General Circulars No. 27/2011 and 28/2011 dated May 20, 2011 and Circular No. 35/2011 dated June 6, 2011 has permitted Companies to hold Board Meetings and Shareholders Meetings through Video Conference facility, as part of the Green Initiatives under Corporate Governance. Further, the MCA, vide its Circular No. 72/2011 dated December 27, 2011, has made the Video Conference facility at the Shareholders Meetings optional to the listed companies.

Section 53 of the Companies Act, 1956 ("the Act") and Article 119 of the Articles of Association of your Company provide for modes of service of documents on a Member of the Company. The MCA has, vide Circular No. 17/2011 dated April 21, 2011, notified that a Company would have complied with Section 53 of the Act, if the service of a document has been made through electronic mode, provided the Company has obtained e-mail addresses of its Members for sending Notices/ Documents through e-mail by giving opportunity to every Shareholder to register their e-mail addresses with the Company. Clause 32 of the Listing Agreement of the Stock Exchanges also permits a Company to send soft copies of full Annual Reports to all Shareholders who have registered their e-mail addresses for the purpose

The Ministry of Corporate Affairs has recently introduced various measures which are contributing towards green initiative in Corporate Governance by allowing paperless compliances by the Companies.

In line of the said Circulars, the Board of Directors of the Company proposes to insert certain additional provisions in the Articles of Association of the Company in order to enable the Company to provide Video Conferencing facilities

for shareholders to attend and vote on the resolutions to be passed at General Meetings and also for Directors to participate at meetings of Board of Directors or Committee Meetings. It is also intended to enable the Company to provide electronic voting facility for passing of resolutions by Postal Ballot Process. Hence it is proposed to insert the relevant provisions in the Articles of Association of the Company.

None of the Directors of the Company are concerned or interested in the said resolution.

The Board of Directors recommends the Resolution for your approval as a Special Resolution.

#### **ITEM NO. 3**

Your Company had, pursuant to its resolution dated March 30, 2007 resolved to allow foreign investment in the Company up to 49%, subject to such approvals as required under applicable law.

The Department of Industrial Policy & Promotion, Ministry of Commerce & Industry, Government of India has recently issued Press Note No. 7 (2012 Series) dated September 20, 2012 allowing foreign investment of up to 49% under automatic route and upto 74% under the approval route. In light of the aforementioned, the proposed resolution is recommended for your approval.

None of the Directors of the Company is concerned or interested in the resolution.

The Board of Directors recommends the Resolution for your approval as a Special Resolution.

#### **ITEM NO. 4**

As the members are aware, the main business of your Company, which is providing Direct-to-home ("DTH") services, is highly capital intensive, requiring huge financial resources from time to time. Your Company has been meeting these requirements through borrowings from banks, financial institutions, rights issue proceeds, issue of global depositary receipts ("GDRs") and requisite funding from the promoter group from time to time. Considering the funding requirements and current market conditions, in order to augment the resources available to the Company, it is proposed to offer, issue and allot, equity shares of face value of Re. 1 of the Company ("Equity Shares") by way of public issue, private placement, qualified institutions placement within the meaning of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Equity Shares through depositary receipts including through GDRs, and/or American Depositary Receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") or any other securities convertible into Equity Shares (together "Securities" and the issue the "Issue").

The detailed terms and conditions, including the size and timing of the Issue will be decided by the Board based on the advice of merchant bankers, book runners, lead managers, and/or underwriters, as may be appointed for the purposes of the Issue and such other authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The Board believes that the Issue is in the interest of the Company and therefore recommends this special resolution for your approval, in terms of the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the listing agreements executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

The Board of Directors recommends the Resolution for your approval as a Special Resolution.

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

Place: Delhi  
Date: October 18, 2012

Sd/-  
**RANJIT SINGH**  
Company Secretary

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