

DISH TV INDIA LIMITED

Registered Office: Essel House, B-10, Lawrence Road Industrial Area, Delhi – 110 035

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

Tel: 0120- 2467005/2467000, Fax: 0120-4357082

CIN: L51909DL1988PLC101836, E-Mail: investor@dishtv.in, Web Site: www.dishtv.in

S. No

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole/First named Shareholder	
3.	Registered Folio No./ *DP ID & Client ID (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

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

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

Place:

Date:

(Signature of the Shareholder or Authorised Signatory)

NOTES:

- ❖ Kindly read the instructions printed overleaf carefully before exercising your vote.
- ❖ If the voting rights are exercised electronically, there is no need to use this form.
- ❖ Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 6:30 P.M. on January 29, 2015. Please note that any Postal Ballot Form(s) received after the said date & time will be strictly treated as if reply from the Member has not been received.

ELECTRONIC VOTING PARTICULARS

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

The electronic voting particulars are set out as below:

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

INSTRUCTIONS FOR POSTAL BALLOT

- ✓ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice dated October 29, 2014 is being sought through Postal Ballot Process.
- ✓ Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Ms. Neelam Gupta, Practicing Company Secretary, appointed as the 'Scrutinizer' for the Postal Ballot Process by the Board of Directors of the Company and the address of the Corporate Office of the Company.
- ✓ **The Voting period will commence on and from December 31, 2014 at 9:00 A.M and end on January 29, 2015 at 6:30 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 6:30 PM on January 29, 2015. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office of the Company.
- ✓ Consent must be accorded by placing a tick mark (v) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark (v) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (v) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ✓ The Postal Ballot form should be completed and signed by the shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ✓ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorised Signatory(ies). In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be E-mailed to the Scrutinizer at neelamr@gmail.com and to the Company at investor@dishtv.in with a copy marked to evoting@nsdl.co.in
- ✓ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ✓ An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ✓ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- ✓ Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz Friday, the 19th day of December, 2014.
- ✓ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ✓ No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- ✓ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- ✓ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ✓ The resolutions, if assented by requisite majority, shall be considered as passed on Tuesday, the 3rd day of February, 2015 (i.e. the date of announcement of the Result of the Postal Ballot). The results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges and placed along with the Scrutinizer's report on the Company's website viz; www.dishtv.in and NSDL website. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.
- ✓ In case of any query & grievances in relation to the resolution proposed to be passed may be addressed to Mr. Ranjit Singh, Company Secretary, Dish TV India Limited, FC - 19, Sector-16A, Noida – 201 301, U.P. or email to investor@dishtv.in
- ✓ **E-VOTING: In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of National Securities Depository Limited), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**