



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

Dear Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013, 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 102 of the Companies Act, 2013, 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 for the said Postal Ballot process.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Postal Ballot Notice and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer, at the Corporate Office of the Company at FC – 19, Sector 16 A, Noida – 201 301, Uttar Pradesh, on or before close of business hours of **Friday, the 21st day of March, 2014**, 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 sending Physical Postal Ballot Form. However, please note that E-Voting is optional and the members who do not have e-voting facility are open to send their assent/dissent in writing. 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 24th day of March, 2014 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, besides communicating to the National Stock Exchange of India Limited and BSE Limited. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.

The date of declaration of the result of the Postal Ballot shall be the date on which the resolutions shall be deemed to have been passed by the members, if approved by the requisite majority.

Special Business:

ITEM NO. 1: Approval for making Loans, Investments or to give Guarantee or provide Security pursuant to Section 372A of the Companies Act, 1956

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 372A of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and the notified applicable provisions of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s) and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' – which expression shall include a Committee of Directors duly authorized in this behalf), the Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make / grant further loans and / or provide securities / guarantees for and on behalf of and / or to make investment(s) in any kind of securities including but not limited to equity shares, convertible or non-convertible preference shares and/or optionally convertible debentures, from time to time in one or more tranches, in Dish T V Lanka (Private) Limited, a Company incorporated in and existing under the laws of Sri Lanka, for an additional amount of Indian Rs. 30,00,00,000 (Indian Rupees Thirty Crores only), the aggregate amount not exceeding Indian Rs. 100,00,00,000/- (Indian Rupees Hundred Crores only) at any given point of time in place of the existing Indian Rs. 70,00,00,000 (Indian Rupees Seventy Crores only) which has been approved by the members of the Company, notwithstanding that such loans, securities, guarantees and investments of the Company in Dish T V Lanka (Private) Limited together with the Company's existing loans to other body corporate(s), guarantees / securities provided to / or on behalf of other body corporate(s) and investments in other body corporate(s), are in excess of the limits prescribed under Section 372A of the Companies Act, 1956.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board of Directors (which term shall be deemed to include any committee thereof) be and are hereby authorized to take all such actions and to give all such directions / authorization as may be necessary, incidental or desirable and also to settle any question or difficulty that may arise in regard to the above, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors or any other Officer or Officers of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient, desirable, incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM NO. 2: Approval for Investment pursuant to Section 372A of the Companies Act, 1956

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

“RESOLVED THAT pursuant to Section 372A of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and the notified applicable provisions of Companies Act, 2013 (including any statutory modification or re-enactment thereof

for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s) and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' – which expression shall include a Committee of Directors duly authorized in this behalf), the Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make an initial investment of upto Indian Rs. 1,00,000/- (Indian Rupees one lakh only) in one or more tranches for acquiring / investing through purchase / transfer, the entire share capital of XINGMEDIA DISTRIBUTION PRIVATE LIMITED on such terms and conditions as may be decided by the Board of Directors of the Company, notwithstanding that the aggregate of investments made so far, loans and guarantees given so far by the Company alongwith the proposed investment may exceed 60% of the paid up capital and free reserves of the Company or 100% of its free reserves, whichever is more.

RESOLVED FURTHER THAT pursuant to the said transfer of shares, XINGMEDIA DISTRIBUTION PRIVATE LIMITED, will become a Wholly Owned Subsidiary of Dish TV India Limited ('Company') and the entire share capital of XINGMEDIA DISTRIBUTION PRIVATE LIMITED would vest in the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee thereof) be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, permissions, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings including transfer deeds that may be required, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors or any other Officer or Officers of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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

Sd/-
RANJIT SINGH
Company Secretary

Place: Delhi
Date: February 14, 2014

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses mentioned above pursuant to Section 192A(2) of the Companies Act, 1956 read with Section 102 of the Companies Act, 2013, setting out the 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 7th day of February, 2014.
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. Members are requested to read carefully the instructions printed on the Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer on or before the close of Business Hours of **Friday, the 21st day of March, 2014**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
5. 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 24th day of March, 2014 (i.e the date of declaration of the Postal Ballot Result)**
6. Members are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote.

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 viceversa. 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

7. 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 Friday, the 21st day of March, 2014. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.**
8. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
9. 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).
10. 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).
11. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
12. 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.
13. 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.

14. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on Friday, the 7th day of February, 2014.
15. 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. 4 above.
16. 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.
17. 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.
18. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
19. The Resolutions, if assented by requisite majority, shall be considered as passed on Monday, the 24th day of March 2014 (i.e. the date of declaration of the Postal Ballot Result).

E-VOTING

20. In compliance with provisions of Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013 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. 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.nsd.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 pcs.jga@gmail.com or investor@dishtv.in with a copy marked to 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 (Electronic Voting Event Number)	USER ID	PASSWORD

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
21. 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.nsd.com
22. If you are holding shares and had logged on to www.evoting.nsd.com/ and casted your vote earlier for EVEN of any other company, then your earlier login id and password are to be used.
23. 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.
24. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
25. 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).
26. 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.nsd.com or seek duplicate Postal Ballot Form from the web site of the Company viz. 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 February 20, 2014 and ends on March 21, 2014.
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 24th day of March, 2014 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 members 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 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 FEBRUARY 14, 2014 PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956 READ WITH SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

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

Your Company is constantly reviewing opportunities for expansion of its business operations either directly or through its subsidiaries/ joint ventures/ body corporates, in India or abroad and would, therefore, may be required to provide financial support by way of loan(s)/ and/or guarantee(s) and/or security(ies) / investments in securities of its subsidiaries/ joint ventures / body corporate to facilitate speedy implementation of various projects.

With a view to seize business opportunity of DTH operations in SAARC Countries, the Board of Directors of your Company approved formation of a Joint Venture Company in Sri Lanka. In April 2012, your Company formed a Joint Venture Company with Satnet (Private) Limited, in the name and style of Dish T V Lanka (Private) Limited. Your Company holds 70% of the share capital in the said Subsidiary Company and the balance 30% is being held by Satnet (Private) Limited. The Management is in the process of initiating the commercial operations of the said Company.

Your Company has already invested in the equity share capital of Dish T V Lanka (Private) Limited. The members of the Company vide Postal Ballot Notice dated August 9, 2012, had approved making loans / investment / guarantee / security in Dish T V Lanka (Private) Limited upto Indian Rs. 70 Crores. Under the said approval, your Company has been extending loans to Dish T V Lanka (Private) Limited for initiating and establishing the business operations. It is now further proposed to obtain your consent for making further loans/investments in or give guarantee or provide security to Dish T V Lanka (Private) Limited by an additional amount of Indian Rs. 30 Crore, the aggregate amount not exceeding Indian Rs. 100 crores, notwithstanding the same to be in excess of the limits prescribed under Section 372A of the Companies Act, 1956. The said loans / investment / guarantee / security shall be utilized for initiating, establishing and expanding the business operations in Sri Lanka by Dish T V Lanka (Private) Limited. The Company shall be utilizing the internal accruals for funding the said loans / investment / guarantee / security.

Provisions of section 372A of the Companies Act, 1956 provide that in order for the Company to make / grant loans and / or provide securities / guarantees for and behalf of and / or to make investment(s), in excess of limits mentioned in the said Section, approval of the Members by way of Special Resolution is required. Further, Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 stipulates that the consent of the Members of the Company for this matter is required to be obtained through Postal Ballot Mechanism.

The Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested in the Resolution No. 1 as set out in the Notice only to the extent of their shareholding in the Company.

The Board of Directors, at their meeting held on February 14, 2014, approved the above item and have recommended the same for your approval as a Special Resolution through Postal Ballot.

ITEM NO. 2

Xingmedia Distribution Private Limited is a Private Limited Company incorporated under the provisions of Companies Act, 1956 read with notified applicable provisions of Companies Act, 2013. The principal business of this Company is to provide support services for satellite based communication services, broadcasting content services, direct to home services, direct to home related services and value added services. With the strategy of the Company to focus on core business activities, strengthen and expand its operations in this field, acquisition of Xingmedia Distribution Private Limited will help the Company to take necessary steps in this direction expeditiously and effectively.

As per the provisions of Section 372A of the Companies Act 1956, the Board of Directors of a Company can make investments in the securities of other bodies corporate to the extent of 60% of its paid-up share capital and free reserves or 100 % of its free reserves, whichever is higher. Where the aggregate Investment made exceeds the aforesaid limits, prior approval of the members is required by way of a special resolution.

As the inter-corporate Investment stated in the body corporate mentioned in the resolution exceeds the prescribed limits, the approval of the members is being sought pursuant to the provisions of Section 372A of the Companies Act, 1956, as amended from time to time, to give powers to the Board of Directors for making investment of Indian Rs. 1 lakh to acquire entire share capital of Xingmedia Distribution Private Limited. The Investment is proposed to be made out of internal accruals of the Company.

Pursuant to the said Investment, Xingmedia Distribution Private Limited, will become a Wholly Owned Subsidiary of the Company and the entire share capital of Xingmedia Distribution Private Limited would vest in the Company.

The Board recommends the passing of the resolution set out under Item no. 2 of the accompanying Notice as Special Resolution. Section 192A of the Companies Act, 1956 and notified applicable provisions of Companies Act, 2013 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, stipulates that the consent of the Members of the Company for this matter is required to be obtained through Postal Ballot Mechanism.

The Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested in the Resolution No. 2 as set out in the Notice only to the extent of their shareholding in the Company.

The Board of Directors, at their meeting held on February 14, 2014, approved the above item and have recommended the same for your approval as a Special Resolution through Postal Ballot.

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

Sd/-
RANJIT SINGH
Company Secretary

Place: Delhi
Date: February 14, 2014

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