
DISH TV INDIA LIMITED

Regd. Office: Essel House, B-10, Lawrence Road Industrial Area, Delhi - 110 035
Corporate Office: FC-19, Sector-16A, Noida (U.P.) - 201 301

NOTICE

Notice is hereby given that the **23rd Annual General Meeting** of the Members of Dish TV India Limited will be held at NCUI Auditorium, 3, Siri Institutional Area, August Kranti Marg, New Delhi - 110 016, on Tuesday the 30th day of August, 2011, at 11:30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2011, the Profit & Loss Account for the Financial Year ended on that date on a stand-alone and consolidated basis and the Reports of the Auditors' and Board of Directors' thereon.
2. To appoint a Director in place of Mr. Ashok Mathai Kurien, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bhagwan Dass Narang, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s B S R & Co., Chartered Accountants, Gurgaon, having Firm Registration No. 101248W, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the approval of the Selection Committee and the Board of Directors of the Company, provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof) read with Director's Relatives (Office or Place of Profit) Rules, 2011 and subject to the approval of the Central Government, Mr. Gaurav Goel, relative of Mr. Subhash Chandra, Chairman and Mr. Jawahar Lal Goel, Managing Director, of the Company, be and is hereby appointed in the Company to hold an Office or Place of Profit as 'Zonal Head – Delhi Zone' with effect from October 1, 2011 (or any other designation and roles which the 'Board' - the term which shall include any committee thereof, as may decide from time to time) at a remuneration of ₹ 32,40,000 (Rupees Thirty Two Lacs and Forty Thousand) per annum and such other terms (including any increase or modification in remuneration during the period of appointment as may be approved by the Board from time to time), as detailed in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT upon commencement of employment of Mr. Gaurav Goel with the Company, which shall be upto his retirement age as per the policy of the Company, Mr. Gaurav Goel will also be eligible for all other perquisites and benefits including medical benefits, group medical insurance, gratuity, leave encashment and other benefits as per the policy of the Company, applicable to other employees of the Company under similar cadre/grade, but such benefits shall exclude Stock Options under the ESOP Scheme of the Company.

RESOLVED FURTHER THAT subject to the approval by the Board of Directors, Mr. Gaurav Goel shall also be entitled to merit based annual increment not exceeding 25% of remuneration per annum, promotion, incentive/performance linked bonus from time to time as per the policy of the Company.

RESOLVED FURTHER THAT the appointment of Mr. Gaurav Goel and terms thereof will be subject to such modification as the Central Government may suggest or require which the Board of Directors are hereby authorized to accept on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute and file all such applications, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the aforesaid resolution.”

By order of the Board

Place : Noida
Date : July 20, 2011

Ranjit Singh
Company Secretary

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

NOTES:

1. **A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company.**
Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting.
3. Members/Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name and attending the meeting will be entitled to vote.
5. Members/Proxies should bring their Attendance Slips along with copy of the Annual Report to the meeting.
6. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
7. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
8. Brief details of all Directors including those proposed to be re-appointed, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report of Corporate Governance, forming part of the Annual Report.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, July 11, 2011 to Thursday, July 14, 2011 (both days inclusive)
10. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary, seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
11. Recognizing the spirit of the Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, the Company proposes to send Annual Report and other documents/notices to shareholders to the email address provided to the Depository/Company. Shareholders are requested to register and/or update email address with the respective Depository Participant or the Company, to ensure that documents from the Company reach their preferred email address.
12. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
13. Members holding equity shares in physical form are requested to notify the change of address, if any, to the Company's Registrar and Share Transfer Agent, Sharepro Services (India) Pvt. Ltd., 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,

Sakinaka, Andheri (East), Mumbai 400 072, India. Members holding equity shares in dematerialized form are requested to notify change of their address/bank account details with their Depository Participants.

14. Under Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.2B in duplicate (which will be made available on request) to M/s. Sharepro Services (India) Pvt. Ltd.

By order of the Board

Place : Noida
Date : July 20, 2011

Ranjit Singh
Company Secretary

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Important intimation to Members

Ministry of Corporate Affairs, Government of India ('MCA') has recently introduced 'Green Initiative in Corporate Governance' by allowing paper less compliance by Companies, i.e. service of notice/documents including Annual Report by e-mail to its members. Keeping in view the underlying spirit and pursuant to the said initiative of MCA, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holding with the Depository through their respective Depository Participants. Members holding the shares in physical mode are also requested to register their e-mail addresses with Company's Registrar & Share Transfer Agent viz. Sharepro Services (India) Pvt. Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT,

ITEM NO. 5

The Board of Directors, the Selection Committee and the Remuneration Committee of the Board at their respective meetings held on July 20, 2011 have approved the appointment of Mr. Gaurav Goel as 'Zonal Head – Delhi Zone' with effect from October 1, 2011 upto his retirement age, as per the terms mentioned below and as per the policy of the Company, which appointment will be deemed to be holding an Office or Place of Profit under the extant provisions of the Companies Act, 1956, and shall be subject to approval of the Shareholders and the Central Government.

The Company is continuously on lookout for well qualified personnel particularly in the area of emerging domain, Industry Practices and pro-activeness and Mr. Gaurav Goel, is a suitable candidate both in terms of qualification as well as experience. Mr. Gaurav Goel is a graduate in Business Administration with specialization in finance and marketing and has rich experience of over eight years in the media industry. He has developed the ability to innovate business processes to fit the business needs. He was Head of Business for business relating to retail food chains across the country and Vice President-Service of the Company's erstwhile subsidiary, Integrated Subscriber Management Services Limited (presently known as Essel Business Processes Limited), a Company engaged in provision of Subscriber Management and Back-end support services.

Brief of terms of appointment including remuneration payable to Mr. Gaurav Goel during the period of his appointment in the Company are as under:

- a) **Date of appointment:** October 1, 2011
- b) **Period of appointment:** From October 1, 2011 upto retirement age as per the policy of the company with remuneration being paid for such appointment effective October 1, 2011. The employment may be terminated by either party by giving two month's notice.
- c) **Position:** Zonal Head – Delhi Zone
- d) **Location:** The appointee shall be located at Delhi
- e) **Salary:**

The Basic Salary of Mr. Gaurav Goel shall be ₹ 109,750 per month, with the authority to the Board of Directors to determine any merit based increase from time to time.

f) **Perquisites, Allowances and other benefits:**

In addition to the Basic salary, Mr. Goel shall also be entitled to the following Perquisites, Allowances and other benefits:

- House Rent Allowance of ₹ 54,875 per month (being 50% of Basic Salary);
- Personal Allowance of ₹ 30,005 per month;
- Medical reimbursement of ₹ 1,250 per month;
- Leave Travel Allowance of ₹ 6,250 per month, Car Allowance of ₹ 14,500 per month, Car Maintenance allowance of ₹ 2,500 per month, Fuel re-imburement of ₹ 18,000 per month, Driver Salary of ₹ 9,000 per month, Entertainment re-imburement of ₹ 5,000 per month, Uniform Allowance of ₹ 4,000 per month, Children Education Allowance of ₹ 200 per month, Re-imburement of residential telephone expenses upto ₹ 1,500 per month and re-imburement of actual mobile telephone expenses used for official purposes, personal accident & medical insurance, and such other perquisites and allowances in accordance with policy of the Company applicable to employees in similar Grade.
- Company's contribution to Provident Fund, Gratuity and Leave Encashment as per the policy of the Company; and
- Annual incentive/performance linked bonus, if any, based on the performance criteria as laid down by or approved by the Board.

At the current scale, the Annual Emolument payable to Mr. Gaurav Goel works out to ₹ 3,240,000 per annum and any merit based increase in the salary and perquisites, which may be considered by the Board from time to time shall be subject to an overall limit of 25% per annum and the annual incentive/performance linked bonus, if any, payable to Mr. Goel, as applicable to other employees in similar grade, shall be considered over and above these limits.

The Board of Directors of the Company (which term shall mean and include Committees of the Board) shall have the authority to grant merit based annual increment not exceeding 25% of remuneration per annum, promotion, incentive/performance linked bonus and other benefits from time to time as per the policy of the Company to Mr. Gaurav Goel.

Mr. Gaurav Goel is related to the Chairman, and Managing Director of the Company and hence his appointment as 'Zonal Head – Delhi Zone' in the Company would amount to holding of Office or Place of Profit under the provisions of Companies Act, 1956 and shall require your consent and the approval of the Central Government in terms of Section 314 of the Companies Act, 1956, read with Director's Relatives (Office or Place of Profit) Rules, 2011. The approval of the Members is therefore being sought by way of Special Resolution for the above appointment of, and remuneration payable to, Mr. Gaurav Goel pursuant to the provisions of Section 314(1B) of the Companies Act, 1956.

None of the Directors of the Company except Mr. Subhash Chandra and Mr. Jawahar Lal Goel, being relatives of Mr. Gaurav Goel, are concerned or interested in the passing of the said resolution.

Your Directors recommend the Special Resolution as set out in item no. 5 for the approval of the members.

By order of the Board

Place : Noida
Date : July 20, 2011

Registered Office:
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Delhi - 110 035

Ranjit Singh
Company Secretary