



**Dish TV India Limited**

(Formerly known as ASC Enterprises Limited)

**Regd. Office:** B-10, Essel House, 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 **19<sup>th</sup> Annual General Meeting** of the Members of **Dish TV India Ltd.** will be held at Seven Seas, B-28, Ring Road, Lawrence Road, Industrial Area, Delhi - 110 035, on Friday, the 3<sup>rd</sup> day of August, 2007, at 3.00 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007, the Profit and Loss account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of **Mr. Subhash Chandra** who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. MGB & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** Dr. Pritam Singh be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."


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

**"RESOLVED THAT** pursuant to the provisions of Section 81(1A), and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the "SEBI Guidelines") or any statutory modification(s) or re-enactment of the Act or the SEBI Guidelines, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall include any 'Remuneration Committee' or 'Employee Stock Option Committee' of the Board), to introduce and implement an 'Employee Stock Option Scheme - 2007' ('ESOP 2007' or 'the Scheme'), and to grant, offer, issue

and allot in one or more tranches at any time to or to the benefit of such permanent employees of the Company and Directors of the Company, whether Whole-time Directors or otherwise, as may be decided by the Board, Options under ESOP-2007 exercisable or convertible into equity shares (hereinafter referred to as 'the securities') of the Company not exceeding in the aggregate 1% of the issued, subscribed and paid-up capital of the Company as on March 31, 2007 i.e. up to 4,282,228 equity shares of Re. 1 each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be applicable from time to time), on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI Guidelines or any other applicable provisions as may be prevailing at that time.

### RESOLVED FURTHER THAT,

- a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period/schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme;
- b) the Non-Executive Directors of the Company including Independent Directors, be granted up to a maximum of 50,000 Options per annum and up to a maximum of 250,000 Options in the aggregate under the scheme;
- c) the securities may be allotted in accordance with the scheme either directly or through a trust which may be set up in any permissible manner and that the scheme may also envisage for providing any financial assistance to the trust to enable to acquire, purchase or subscribe to the securities of the Company;
- d) any new equity shares to be issued and allotted upon exercise of options from time to time under ESOP-2007 shall rank *pari passu inter se* in all respects with the then existing Equity Shares of the Company;
- e) the Board be and is hereby authorised to take requisite steps for listing of the securities allotted under ESOP-2007 on the Stock Exchanges where the securities of the Company are listed; and
- f) for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds,



matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Special Resolution for extending the benefits to employees of subsidiary/associate companies:**

"**RESOLVED THAT** the benefits of Employees Stock Option Scheme 2007 proposed under Resolution No.5 contained in this Notice be extended to the eligible employees of the subsidiary/holding companies and, if permitted by law, to the eligible employees of associate companies of the Company on such terms and conditions as may be decided by the Board."

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

"**RESOLVED THAT** pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), authority and consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include a Committee of Directors duly authorised in this behalf) to borrow and raise such sum or sums of money or monies from time to time as may be required for the purpose of business of the Company notwithstanding that the money or monies to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserved not set apart for any specific purpose, subject to the proviso that the aggregate of such borrowings shall not exceed Rs.1,000 Crores at any point of time."

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

"**RESOLVED THAT** pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or charge all or any part of the immovable and/or movable properties/assets of the Company wherever situate, both present and future, to or in favour of any Bank(s), Financial Institution(s), Company(ies) or other Organisations or Institutions or Trustees (hereinafter referred to as the 'Lending Agencies') in order to secure the loans (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) advanced/to be advanced by such lending agencies to the Company together with interest at the respective agreed rates, compound/additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts,

deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgages and/or charges as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above resolution."

The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 30th July, 2007 to Friday, 3rd August, 2007 (both days inclusive).

Place : Noida  
Date : June 28, 2007

By order of the Board

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

**Jagdish Patra**  
Company Secretary

**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. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board of Directors for appointment/reappointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
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 dematerialised form are required to bring details of their Depository Account Number for identification.
7. 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.
8. 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.
9. 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., Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai-400 099, India.**

10. 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.**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **ITEM NO. 4**

Dr. Pritam Singh was appointed on April 27, 2007, as an Additional Independent Non-Executive Director of the Company in terms of Section 260 of the Companies Act, 1956, ("the Act").

Dr. Singh vacates his office at this Annual General Meeting pursuant to the provisions of Section 260 of the Act. Due notice under Section 257 of the Act has been received from a Member proposing Dr. Singh's appointment as Director of the Company. Dr. Singh, has filed requisite consent to act as a Director, if appointed. Dr. Singh does not hold any shares in the Company.

None of the Directors of the Company, except Dr. Singh is interested in the Resolution.

The Board recommends the resolution for your approval.

### **ITEM NO. 5**

Internationally, Stock Options have long been recognised as an effective instrument, to align the interests of the employees with those of the Company and its shareholders, providing an opportunity to employees to share the growth of the Company and to create long-term wealth in the hands of the employees. Employee rewards through the mechanism of Stock Options has been well tested over a period of time globally. The main objective of Stock Option schemes is to give well-performing employees an opportunity to gain from the Company's performance thereby acting as a retention tool and to attract best talent available in the market.

Your Board, therefore, proposes to evolve an Employee Stock Option Scheme - 2007 ('ESOP-2007' or the 'Scheme') for the benefit of the permanent employees including Executive/Non-Executive Directors of the Company and such other persons in accordance with the provisions of prevailing regulations. To promote the culture of employee ownership, approval of the shareholders is being sought for issue of stock options to the employees of the Company.

The following are the salient features of the Scheme, and various disclosures as required by Clause 6 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the "SEBI Guidelines"):

#### **1. Total number of options to be granted:**

A number of options to be granted under the Scheme shall not exceed 1% of the issued, subscribed and paid-up equity shares of the Company as on March 31, 2007, i.e. up to 4,282,228 Equity Shares of Re.1 each of the Company. In the event of any corporate action(s) viz. bonus, consolidation or other reorganisation of the capital structure of the Company, number of options/shares to be issued shall undergo fair, reasonable and appropriate adjustments pursuant to the SEBI Guidelines. Each option when

exercised would be converted into one Equity Share of Re.1 each fully paid-up.

Any vested option(s) that lapse due to non-exercise or unvested option(s) that get cancelled due to resignation of the employees or otherwise, would be available for being regranted at a future date.

#### **2. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):**

All permanent employees of the Company, including the Directors, whether Whole-time Directors or otherwise, but excluding the promoters of the Company, as may be decided by the Remuneration Committee from time to time, would be entitled to be granted stock options under the ESOP Scheme(s).

#### **3. Transferability of employee stock options:**

The stock options granted to an employee will not be transferable to any other person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee/stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

#### **4. Requirements of vesting, period of vesting and maximum period of vesting:**

The Options granted shall vest, not earlier than one year and not later than five years from the date of grant of options, so long as the employee continues to be in the employment of the Company, as the case may be. Vesting shall happen in one or more tranches, subject to such terms and conditions of vesting as may be decided by the Board including but not limited to certain performance metrics (on the achievement of which the granted options would vest) and the proportion in which options granted would vest.

#### **5. Exercise Price or Pricing Formula:**

The Options would be granted at an exercise price equal to the 'market price' within the meaning as defined in the SEBI Guidelines i.e. the latest available closing market price (on that stock exchange where there is highest trading volume) on the date prior to the date on which the options are to be granted to the employees.

#### **6. Exercise Period and the process of Exercise:**

The Exercise period would commence from the date of vesting and will expire on completion of four years from the date of vesting of options. The options will lapse if not exercised within the specified exercise period or such other period as may be decided by the Board.

The options will be exercisable by the Employees by a written application to the designated officer of the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time.

#### **7. Appraisal Process for determining the eligibility of the employees to ESOP:**

The Company has a formal performance appraisal system established in line with emerging standards, wherein the performance of employees is assessed each year on the basis of various functional and managerial parameters. Stock Options



would be granted based on performance linked parameters, value creation, leadership, role/designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Board at its sole discretion. The Board may at its sole discretion extend the benefits to a new entrant on such basis as it may deem fit.

**8. Maximum number of options to be issued per employee and in aggregate:**

The number of options that may be granted to any specific employee under the Scheme will depend upon the rank/designation of the employee and shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

**9. Disclosure and Accounting Policies:**

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Guidelines.

**10. Method of option valuation**

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the options granted.

In case the Company calculates the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognised if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As the employee stock option schemes provide for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 81(1A) and all other applicable provisions, if any, of the Act and as per Clause 6(1) of the SEBI Guidelines.

As per Clause 6(3) of the SEBI Guidelines, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to employees of subsidiary or holding company. The Company will extend the benefits of ESOP 2007 to the eligible employees of associate companies, if permitted by law.

Your Board recommends the resolution for your approval. None of the Directors of the Company is, in any way, deemed to be concerned or interested in passing of the Resolution.

**ITEM NOS. 6 & 7**

Members, at the meeting held on 30th September, 2005, had authorised the Board to borrow up to Rs.500 Crores from Banks/Financial Institutions etc. notwithstanding that the money or monies to be borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose. To facilitate future business expansions, your Company would require more infusion of funds, either in the form of equity or debt from financial institutions, Banks or others. It is, therefore, proposed to enhance the borrowing limits from existing Rs.500 Crores to Rs.1,000 Crores by seeking appropriate authorisation from the Members of the Company under the provisions of Section 293(1)(d) of the Companies Act, 1956.

The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company.

Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board of Directors, may be construed as disposal of the Company's undertaking within the meaning of Section 293(1)(a) of the Companies Act, 1956. It is therefore considered necessary for the Members to authorise the Board to create mortgage/charge on Company's Assets in the manner proposed in the resolution to secure the funds borrowed by the Company from time to time.

Your Board recommends these resolutions for your approval. None of the Directors of the Company is, in any way, deemed to be concerned or interested in passing of these Resolutions.

Place : Noida  
Date : June 28, 2007

By order of the Board

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

**Jagdish Patra**  
Company Secretary