

**IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORDINARY ORIGINAL COMPANY JURISDICTION)
COMPANY APPLICATION (M) No. 135 of 2010**

In the matter of the Companies
Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to
394 of the Companies Act, 1956;

AND

In the matter of Composite
Scheme of Amalgamation and
Arrangement between Dish TV
India Limited, Integrated
Subscriber Management Services
Limited and Agrani Satellite
Services Limited and their
respective shareholders and
creditors

Dish TV India Limited, a Company)
incorporated under the Companies Act,)
1956 having its Registered Office at
Essel House, B-10, Lawrence Road,
Industrial Area, Delhi -110035.

...De-merged Company

FORM OF PROXY

I/We _____ the undersigned,
being the Unsecured Creditor(s) of Dish TV India Limited, the
Demerged Company do hereby appoint Mr. / Ms.
_____ of
_____ and failing him/her
_____ of
_____ as my / our proxy, to act for
me / us at the meeting of the unsecured creditors of the Demerged
Company to be held at NCUI Auditorium, 3, Siri Institutional Area,
August Kranti Marg, New Delhi – 110 016 on Thursday, the 11th day of
November, 2010 at 1:00 p.m, for the purpose of considering and, if
thought fit, approving, with or without modification(s), the proposed
Composite Scheme of Amalgamation and Arrangement between Dish
TV India Limited, Integrated Subscriber Management Services
Limited and Agrani Satellite Services Limited and their respective
shareholder and creditors and at such meeting, and any
adjournment/ adjournments thereof, to vote, for me/us and in
my/our name(s) _____
(here if 'for' insert 'for', if 'against' insert 'against' and in the latter
case strike out the words "either with or without modifications" after
the word "Arrangement") the said arrangement embodied in the

Composite Scheme of Amalgamation and Arrangement *either with or without modifications* as my/our proxy may approve.

** Strike out what is not necessary*

Dated this _____ day of _____ 2010

Name	:		<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> Affix Re. 1 Revenue Stamp </div> <p style="text-align: center; margin-top: 20px;">Signature across the Stamp</p>
Address	:		

Signature:

NOTES:

1. Alterations, if any, made in the Form of Proxy should be initialed.
2. Proxy must be deposited at the Registered Office of the Demerged Company, not less than FORTY EIGHT hours before the time scheduled / fixed for the said Meeting.
3. In case of multiple Proxies, the Proxy later in time shall be accepted.
4. Copy of the Scheme of Arrangement and Amalgamation / Explanatory Statement / Proxy form may be obtained from the registered office of Dish TV India Limited.
5. The proxy form can be downloaded from the website of the company, i.e., www.dishtv.in.