



## DISH TV INDIA 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 an Extra-Ordinary General Meeting of the Members of Dish TV India Limited will be held at the "Hall of Culture" Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018 on Thursday, the 29<sup>th</sup> day of May, 2008 at 11:00 AM, to transact the following Special Businesses:

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

**"RESOLVED THAT** in accordance with the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Capital of the Company be and is hereby increased from Rs 73,00,00,000/- (Rupees Seventy Three Crores Only) divided into 73,00,00,000 Equity Shares of Re 1/- each to Rs 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 100,00,00,000 Equity Shares of Re 1/- each by creation of additional 27,00,00,000 Equity Shares of Re 1/- each and in consequence thereof the existing Clause V of the Memorandum of Association of the Company relating to share capital be substituted by the following clause :

"The Authorised Share Capital of the Company is Rs 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 100,00,00,000 (One Hundred Crores) Equity Shares of Re 1/- (Rupees One) each with the power to increase or decrease, consolidate or sub-divide the shares under the provisions of the Companies Act, 1956."

**2. To consider, and if thought fit, to pass, with or without modification, the following resolution 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, reserves not set apart for any specific purpose, provided that the aggregate of such borrowings shall not exceed Rs.2,000 Crores at any point of time."

**By Order of the Board**

**Jagdish Patra**  
**Company Secretary**

Noida  
April 24, 2008

**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 Extra-Ordinary General Meeting, i.e. before 11 A.M. on 27<sup>th</sup> May, 2008.

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, authorizing their representative to attend and vote at the Meeting.
3. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the Special Businesses to be transacted is annexed.
4. Members holding equity shares in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar and Share Transfer Agent, M/s Sharepro Services (India) Pvt. Ltd., Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai-400 099, India.
5. Members who are holding Company's shares in dematerialised form are required to bring details of their Depository Account Number for identification.

***Explanatory Statement under Section 173(2) of the Companies Act, 1956*****Item No. 1**

As the Members are aware, Direct-to-home business is highly capital intensive and huge amount of financial resources are required to meet the expansion and growth requirements from time to time. The Company has been meeting these requirements through borrowings from Banks and/or Financial Institutions and the funding from Promoter Group. Consequent to non-conclusion of the envisaged Preferential Allotment to Private Equity holder(s) as approved by the Members earlier, your Directors have been exploring various other means of fund raising including raising of further capital by issuance of further equity shares to the existing shareholders of the Company. To facilitate any such capital infusion through further issue of shares, the present authorized capital may need to be augmented. Hence your Board recommends your approval to increase the existing Authorized Share Capital from the present Rs.73 Crores to Rs.100 Crores.

Any increase in the authorized share capital of the Company would need the consent of the shareholders and the amendments in the Memorandum of Association of the Company are consequential in nature.

None of the Directors of the Company are in any way concerned or interested in the Resolution. The Board recommends the Resolution for your approval.

**Item No.2**

Members, at the meeting held on August 3, 2007, had authorized the Board to borrow up to Rs.1,000 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 be requiring further 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.1,000 Crores to Rs.2,000 Crores by seeking appropriate approval from the Members of the Company under the provisions of Section 293(1)(d) of the Companies Act, 1956.

None of the Directors of the Company are in any way concerned or interested in the Resolution. The Board recommends the Resolution for your approval.

**By Order of the Board**

**Jagdish Patra**  
**Company Secretary**

Noida  
April 24, 2008

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



**PROXY FORM**

**DISH TV INDIA LIMITED**

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

I / We .....being a Member / Members of  
*DISH TV INDIA LIMITED* hereby appoint .....of .....  
or failing him / her .....of .....as my / our proxy to  
vote for me / us on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held on  
Thursday, May 29, 2008, at 11.00 a.m. and at any adjournment thereof.

Signed this.....day of ..... 2008.

Folio No.....

DP-ID.....Client ID.....

No. of Shares held .....

Affix  
Re.1  
Revenue  
Stamp

(Signature of the Shareholder)

Note : The Proxy Form duly completed and stamped must be lodged with the Company not less than 48 hours  
before the scheduled time for commencement of the meeting.  
All alterations made in proxy form should be initialled.  
In case of multiple proxies, proxy later in time shall be valid and accepted.



**ATTENDANCE SLIP**

**DISH TV INDIA LIMITED**

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

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING HALL.

Name of the attending Member (IN BLOCK LETTERS)	Folio Number or DP-ID & Client ID
Name of the Proxy (IN BLOCK LETTERS) (To be filled in if the Proxy attends instead of the Member)	Number of Equity Shares held

I/We hereby record my/our presence at the EXTRA-ORDINARY GENERAL MEETING of the Company convened on Thursday, May 29, 2008, at 11 a.m. at the "Hall of Culture" Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Member's/Proxy's Signature  
(To be signed at the time of  
handing over this slip)



# **BOOK POST/U.C.P**

If Undelivered Please Return to :

**SHAREPRO SERVICES (INDIA) PVT. LTD.**

**Unit : DISH TV INDIA LIMITED**

Satam Estate, 3rd Floor, Above Bank of Baroda,  
Cardinal Gracious Road, Chakala, Andheri (E),  
Mumbai - 400 099.