



DISH TV INDIA LIMITED

Registered Office : Essel House, B-10, Lawrence Road, Industrial Area, Delhi -110035

Tel. No. +91-66088432 / +91-66088430; Fax : +91-27184863 / 27147627

Website: www.dishtv.in

COURT CONVENED MEETING OF THE SECURED CREDITORS OF DISH TV INDIA LIMITED	
Day	: Thursday
Date	: November 11, 2010
Time	: 12:00 Noon
Venue	: NCUI Auditorium, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016

Sr. No.	Contents	Page No.
1.	Notice of Court Convened Meeting of the Secured Creditors of Dish TV India Limited	2-4
2.	Explanatory Statement under Section 393 of the Companies Act, 1956	5-28
3.	Form of Proxy	29-30
4.	Attendance Slip	31
5.	Composite Scheme of Amalgamation and Arrangement under Sections 391 to 394 of the Companies Act, 1956	Ann (1-25)

**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

**NOTICE CONVENING THE MEETING OF SECURED CREDITORS OF DISH TV INDIA
LIMITED, THE DE-MERGED COMPANY**

To,

The Secured Creditors of

Dish TV India Limited, the De-merged Company

TAKE NOTICE that by an Order dated the 8th day of October, 2010 in the above Company Application (M) No. 135 of 2010, the Hon'ble High Court of Judicature at Delhi has directed that a meeting of the Secured Creditors of Dish TV India Limited, the De-merged Company be convened and held, for the purpose of considering and if thought fit, approving, with or without modification(s), the arrangement embodied in the Composite Scheme of Amalgamation and Arrangement between Dish TV India Limited (De-merged Company), Integrated Subscriber Management Services Limited (Resulting / Transferee Company) and Agrani Satellite Services Limited (Transferor Company) and their respective shareholders and creditors.

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the Secured Creditors of Dish TV India Limited, the De-merged Company will 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 12:00 Noon, under the Court appointed Chairman Shri. Pragyan Pradip Sharma at which place, date and time you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you or your authorized representative is deposited at the Registered Office of the De-merged Company at Essel House, B-10, Lawrence Road, Industrial Area, Delhi - 110035 not later than 48 hours before the said meeting.

This Hon'ble High Court has appointed Shri. Pragyan Pradip Sharma, Advocate as Chairman and failing him, Ms. Madhurima Panwar Mridul, Advocate as the Alternate Chairman of the said meeting.

A copy of the Explanatory Statement under Section 393 of the Companies Act, 1956, the Composite Scheme of Amalgamation and Arrangement, Form of Proxy and the Attendance Slip are enclosed.

-sd/-

Pragyan Pradip Sharma
Chairman appointed for the meeting

Dated this 16th day of October 2010

Registered Office:

Essel House, B-10, Lawrence Road, Industrial Area, Delhi -110035

Notes:

1. All alterations made in the Form of Proxy should be initialed.
2. Only the Secured Creditors of the De-merged Company may attend and vote (either in person or by proxy or by authorized representative under Section 187 of the Companies Act, 1956) at the Secured Creditors meeting. Corporate Secured Creditors intending to send their authorized representatives to attend the meeting are requested to bring along with them, a certified true copy of the resolution of the Board of Directors or its committee thereof / power of attorney, authorizing such person to attend and vote on its behalf at the meeting.

Enclosed – As above

**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

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1 Pursuant to an Order dated the 8th day of October, 2010 passed by the Hon'ble High Court of Judicature at Delhi in the Company Application referred to hereinabove, a meeting of the Secured Creditors of Dish TV India Limited, the De-merged Company is being convened and held at NCU Auditorium, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016 on Thursday, the 11th day of November, 2010 at 12:00 noon, for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Composite Scheme of Amalgamation and Arrangement

between Dish TV India Limited ('Dish TV' or 'De-merged Company'), Integrated Subscriber Management Services Limited ('ISMSL' or 'Resulting/Transferee Company'), Agrani Satellite Services Limited ('ASSL' or 'Transferor Company') and their respective Shareholders and Creditors ('Scheme').

- 2 The proposed Scheme envisages de-merger of the Non-DTH Business of Dish TV (as defined under Clause 1.8 of the Scheme) into ISMSL and thereafter merger of ASSL with ISMSL pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956.
- 3 A copy of the Scheme setting out in detail the terms and conditions of the proposed arrangement, which has been approved by the Board of Directors of Dish TV at their meeting held on June 11, 2010 and by the Board of Directors of ISMSL and ASSL at their respective meetings, held on June 10, 2010 is attached herewith and forms a part of this Explanatory Statement.

4 Background of the Companies involved in the Scheme are as under:

4.1 Dish TV India Limited

(a) Dish TV India Limited was incorporated on August 10, 1988 under the provisions of the Companies Act, 1956 under the name and style Navpad Texturisers Private Limited vide Certificate of Incorporation No. 11-48445 of 1988 issued by the Registrar of Companies, Maharashtra. Subsequently, the name of the Company was changed to ASC Enterprises Private Limited on September 29, 1995. The Company was then converted into a public company as ASC Enterprises Limited and a fresh certificate of incorporation was issued on December 13, 1995. The Registered office of the Company was changed from the State of Maharashtra to NCT of Delhi with effect from October 4, 1999. The name of the Company was then changed to Dish TV India Limited and a fresh certificate of incorporation number U51909DL1988PLC101836 was issued by the Registrar of Companies, NCT of Delhi and Haryana on March 7, 2007.

(b) That at present, the Registered Office of Dish TV is situated at Essel House, B-10, Lawrence Road, Industrial Area Delhi -110035.

- (c) The main objects specified in the Memorandum of Association of Dish TV are, *inter-alia* as follows:

“III. The objects for which the company is established are:-

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To plan, establish, develop, provide, operate, maintain and market various services, including cable or satellite based communications and networking services or broadcasting or broadcasting content services, direct-to-home (DTH) services, satellite based transmission services and maintain telecommunication networks, systems, services including telephones, telex, message, relay, data transmission, facsimile, television, telematics, value added network services, paging cellular, mobile, audio and video services, maritime and Aeronautical communication services and other telecommunication services as are in use elsewhere or to be developed in future and to act as satellite based service provider and carry on the business of generation, distribution, redistribution, reception, transmission, re-retransmission of audio, video, data and radio signals.
2. To carry on business of manufacture, assemble, put to place, set up, plant, establish, develop, acquire, purchase, launch, relaunch, hire, lease, time share, manage, maintain, operate, run, replace, sale, upgrade, or otherwise commercially exploit, satellite, space craft, ground station assets, transponders, control stations, via uplink or downlink or otherwise for the purpose of transmitting relaying, telecommunicating, broadcasting, narrowcasting, telecasting, any form of radio, audio, video signals both terrestrially and spatially including obtaining rights of distribution and marketing of communication signals and electronic data by means of satellite, wireless, wire or other electronic or mechanical methods of delivery or otherwise and to providing consultancy services relating to telecommunication, satellite, transponder, communication, broadcasting network systems, mobile systems, telephony, information technology and exploiting software associated with provision and management of telecommunication and broadcasting / channel distribution services.
3. To receive, buy, sell, procure, develop, produce, commission, decrypt, aggregate, turnaround, encrypt and distribute various kinds of entertainment contents/software (programmes), data for their aggregation, exhibition, distribution and dissemination on TV channels / TV signals / video and audio signals, be it satellite TV channels or terrestrial TV channels or cable channels or through any other mode or through encryption, decryption of signals / channels using existing and/or emerging technologies, including distribution via internet, distribution via internet protocol or webcasting or exhibition in cinema and/or video theater in all forms, be it an analogue signals or digital signals or through sale of physical material like cassettes including audio cassettes, video cassettes, digital video discs, CD ROM's etc. and any emerging technology.

(d) The share capital of Dish TV as on March 31, 2010, was as under:

Authorized Share Capital	Amount (in Rupees)
135,00,00,000 Equity shares of Re. 1/- each.	135,00,00,000
Total	135,00,00,000
Issued & Subscribed Share Capital	Amount (in Rupees)
106,34,19,475 Equity shares of Re 1/- each	106,34,19,475
Paid up Share Capital	Amount (in Rupees)
105,90,06,947 Equity shares of Re 1/- each fully paid up	105,90,06,947
34,29,124 Equity shares of Re 1/- each Re.0.75 paid up	25,71,843
9,83,404 Equity shares of Re 1/- each Re.0.50 paid up	4,91,702
Total	1,06,20,70,492

Subsequent to March 31, 2010, there has been change in the issued and paid-up capital of the Demerged Company on account of receipt of call money on partly paid up shares issued under Rights Issue and allotment of shares under ESOP Scheme of the De-merged Company.

The Pre (as on September 30, 2010) and Post (expected) Capital Structure of the De -merged Company, i.e., Dish TV India Limited is as under:

Particulars	Amount (in Rupees)
Authorised Capital	
135,00,00,000 Equity shares of Re. 1/- each.	135,00,00,000
TOTAL	135,00,00,000

Issued and Subscribed Capital	
106,36,33,725 Equity shares of Re 1/- each	106,36,33,725
Paid-up Capital	
106,05,85,011 Equity shares of Re 1/- each fully paid up	106,05,85,011
20,77,544 Equity shares of Re 1/- each Re.0.75 paid up	15,58,158
9,71,170 Equity shares of Re 1/- each Re.0.50 paid up	4,85,585
TOTAL	106,26,28,754

Since there will not be any issue of shares by the Demerged Company under the Scheme, there will be no change in the Capital Structure of Demerged Company pursuant to the Scheme.

- (e) Dish TV has not issued any debentures which are outstanding as at the date of Court Application.
- (f) Fully paid Equity Shares of Dish TV are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.
- (g) Dish TV has granted 16,74,050 stock Options (net), as on September 30, 2010 to its employees and Directors, which upon exercise will increase the issued, subscribed and paid up equity share capital of Dish TV.
- (h) Global Depository receipts ("GDRs") of Dish TV are listed on Luxembourg Stock Exchange.

4.2 Integrated Subscriber Management Services Limited

- (a) ISMSL was incorporated as a Public Limited Company under the name and style Agrani Telecom Limited on June 25, 2001 vide Certificate of Incorporation No. U64201DL2001PLC111421 issued by the Registrar of Companies, NCT of Delhi & Haryana, ('the RoC'). Name of the Company was subsequently changed to Integrated Subscriber Management Services Limited and a fresh certificate of incorporation was issued on September 15, 2003.

- (b) That presently, the Registered Office of ISMSL is situated at Essel House, B-10, Lawrence Road, Industrial Area, Delhi 110035.
- (c) That after incorporation, ISMSL obtained Certificate for Commencement of Business on June 25, 2001 and commenced its business.
- (d) The main objects specified in the Memorandum of Association of ISMSL are, *inter-alia* as follows:

“III. The objects for which the company is established are:-

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To engage in the business of subscriber management services including billing services, payment handling, credit card gateways, interfaces with authorization system, customer care, price and product handling, subscription handling, conditional access interfaces, managing call centre, market research, mass communication services and to provide all these services through access and to configure, construct, install, commission and operate a comprehensive subscriber management system including but not limited to billing system, subscriber's information and request entitlement management messages and subscriber authorization system.
2. To receive, buy, sell, procure, develop, commission, decrypt, aggregate, turnaround, encrypt and distribute various kinds of entertainment contents, software (programmes) and data for their exhibition, distribution and dissemination on TV channels, be it satellite TV channels or terrestrial channels or cable channels or through DTH, HITS or any other mode or through pay channels using existing and/or emerging technologies, including distribution via internet, or webcasting or exhibition in cinema and/or video theater in all forms, be it analogue signals or through sale of physical material like cassettes including audio cassettes, video cassettes, digital video discs CD ROM's etc., to engage in the process of digitizing, cataloging and enabling the search, retrieval, management, delivery and secure sale of media assets such as audio, video, text and/or images, bibliography of films, entertainment programmes, musical videos, clippings, entertainment events, game shows, talk shows, news shows, current affairs programmes, etc., and heritage, preservation, archives, and all related areas; to acquire copyrights, cable rights, satellite rights, cinema and video rights, pay per view right, pay per telecast right, rights of reproduction, dubbing and all other rights in respect thereof; to carry out undertake, organize and provide all facilities for research and development.
3. To market various kinds of entertainment services including Direct To Home (DTH) services, Headend In The Sky (HITS) services, Cable Television Networking Services and any other electronic media related services by establishing comprehensive marketing network, and to act as marketing

agent, advertising sales concessionaire, or event manager and engage in tele-marketing, tele-campaigning, and marketing and selling of all kinds of media and information products including I.T. Products and services in India and abroad.

4. To plan, establish, develop, provide, operate, maintain and market various services, including various kinds of entertainment services such as cable or satellite based communications and networking services or broadcasting or broadcasting content services, direct-to-home (DTH) services, satellite based transmission services and maintain telecommunication networks, systems, services including telephones, telex, message, relay, data transmission, facsimile, television, telematics, value added network services, paging cellular, mobile, audio and video services, maritime and Aeronautical communication services and other telecommunication services as are in use elsewhere or to be developed in future and to act as satellite based service provider and carry on the business of generation, distribution, redistribution, reception, transmission, re-retransmission of audio, video, data and radio signals and to act as marketing agent, advertising sales concessionaire, or event manager and engage in tele-marketing, tele-campaigning, and marketing and selling of all kinds of media and information products including I.T Products and services in India and Abroad.

5. To carry on business of manufacture, assemble, put to place, set up, plant, establish, develop, acquire, procure, purchase, launch, relaunch, hire, lease, time share, manage, maintain, operate, run, replace, sale, provide on rent, upgrade, or otherwise commercially exploit, deal, trade, provide satellite, space craft, ground station assets, transponders, Customer premises Equipments including Set top Boxes, Dish Antennas, LNB's, control stations, via uplink or downlink or otherwise for the purpose of transmitting relaying, telecommunicating, broadcasting, narrowcasting, telecasting, any form of radio, audio, video signals both terrestrially and spatially including obtaining rights of distribution, engaging consignment agents and marketing of communication signals and electronic data / equipments by means of satellite , wireless, wire or other electronic or mechanical methods of delivery or otherwise and to providing consultancy services relating to telecommunication, satellite, transponder, communication, broadcasting network systems, mobile systems, telephony, information technology and exploiting software associated with provision and management of telecommunication and broadcasting / channel distribution services.

(e) The share capital of ISMSL as on March 31, 2010, was as under:

Particulars	Amount (in Rupees)
Authorised Capital	
50,000 Equity Shares of Rs 10 each	500,000
TOTAL	500,000

Issued, Subscribed and Paid-up Capital	
50,000 Equity Shares of Rs 10 each fully paid-up	500,000
TOTAL	500,000

Subsequent to March 31, 2010, there has been no change in the capital structure of Resulting/ Transferee Company.

Upon the 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 becoming effective and consequent upon allotment of shares in pursuance to the said scheme, the issued, subscribed and paid-up share capital of Integrated Subscriber Management Services Limited shall increase to 1,50,000 equity shares of Rs. 10 each.

The Pre (as on September 30, 2010) and Post (expected) Capital Structure of the Transferee Company, i.e., Integrated Subscriber Management Services Limited is as under:

Pre (as on September 30, 2010) Scheme Capital Structure:

Particulars	Amount (in Rupees)
Authorised Capital	
50,000 Equity Shares of Rs 10 each	500,000
TOTAL	500,000
Issued, Subscribed and Paid-up Capital	
50,000 Equity Shares of Rs 10 each fully paid-up	500,000
TOTAL	500,000

Post Scheme Capital Structure:

Particulars	Amount (in Rupees)
Authorised Capital	
10,00,50,000 Equity Shares of Rs 10 each	100,05,00,000
TOTAL	100,05,00,000
Issued, Subscribed and Paid-up Capital	
1,50,000 Equity Shares of Rs 10 each fully paid-up	1,500,000
TOTAL	1,500,000

- (f) ISMSL has not issued any debentures which are outstanding as at the date of Court Application.
- (g) ISMSL is not listed on any Stock Exchange.

4.3 Agrani Satellite Services Limited

- (a) ASSL was incorporated as a Public Limited Company under the name and style Agrani Satellite Services Limited on June 30, 2000 vide Certificate of Incorporation No. 55-106553 of 2000-2001 issued by the Registrar of Companies, NCT of Delhi & Haryana, ('the RoC').
- (b) That presently, the Registered Office of ASSL is situated at Essel House, B-10, Lawrence Road, Industrial Area, Delhi 110035.
- (c) That after incorporation, ASSL obtained Certificate for Commencement of Business on June 30, 2000 and commenced its business.
- (d) The main objects specified in the Memorandum of Association of ISMSL are, *inter-alia* as follows:

"III. The objects for which the company is established are:-

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. Development , acquisition, launch , operation and maintenance of all kinds of Communications satellites in outer space for procuring all kinds of telecommunications, audio and video distribution / broadcasting, multi-media, messaging, data and Internet Protocol (IP) services;
2. Marketing , Distribution and sales of all kinds of satellite capacities and services involving telecommunications, audio and video distribution / broadcasting, multimedia, messaging , data and Internet Protocol (IP) services

(e) The capital structure of ASSL as on March 31, 2010 is as follows:

Particulars	Amount (in Rupees)
Authorised Capital	
100,000,000 Equity Shares of Rs 10 each	100,00,00,000
TOTAL	100,00,00,000
Issued, Subscribed and Paid-up Capital	
9,44,01,004 Equity Shares of Rs 10 each fully paid-up	94,40,10,040
TOTAL	94,40,10,040

Subsequent to March 31, 2010, there has been no change in capital structure of ASSL.

(f) ASSL has not issued any debentures which are outstanding as at the date of this Application.

(g) ASSL is not listed on any stock exchange

5. The Promoters are holding 64.8% in the paid up share capital of Dish TV as on September 30, 2010, i.e. 689,222,979 fully paid equity shares of Dish TV.

6. Rationale for the Composite Scheme of Arrangement –

Demerger of non DTH Business from Dish TV to ISMSL will facilitate the Company to focus on its core DTH business and merger of ASSL with ISMSL will result in simplification of group structure and cost efficiency.

7. The Scheme is not prejudicial to the interests of the shareholders as well as creditors of Dish TV, ISMSL and ASSL. Under the Scheme, none of the Unsecured Creditors of the Demerged Company – Dish TV India Limited are being transferred to the Transferee Company – Integrated Subscriber Management Services Limited, except the liability pertaining to security deposit received from one of the group company – Wire and Wireless (India)

Limited amounting to Rs. 23.15 Crores which has given its Consent / No Objection for such transfer.

8. The Scheme was placed before the Board of Directors of Dish TV on June 11, 2010 and before the respective Board of Directors of ISMSL and ASSL on June 10, 2010.

9. Consideration/ Share Exchange Ratio

i. In consideration of transfer of non-DTH business of Demerged Company to Resulting/ Transferee Company, the Resulting/ Transferee Company shall issue 1,00,000 (One lakh only) fully paid equity shares of Rs.10 each to Demerged Company. Since transfer of business will take place between Demerged Company and its wholly owned subsidiary, there is no requirement of valuation.

ii. Pursuant to Part 2A of the Scheme, Transferor Company shall become a wholly owned subsidiary of Resulting/ Transferee Company as on the date of merger of Transferor Company with Resulting/ Transferee Company. Since Resulting/ Transferee Company is not permitted to issue shares to itself under the provisions of the Companies Act, 1956, no new shares shall be issued or allotted by Resulting/ Transferee Company, as consideration of amalgamation of Transferor Company.

10. It is therefore proposed to de-merge the Non-DTH Business of Dish TV into ISMSL and thereafter merge ASSL with ISMSL by way of a Composite Scheme of Amalgamation and Arrangement under Sections 391 to 394 of the Companies Act, 1956.

11. Salient features of the Scheme are as under :-

(a) The Scheme envisages the de-merger of the Non-DTH Business of Dish TV into ISMSL and thereafter merger of ASSL with ISMSL pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 on a going concern basis in the manner provided for in the Scheme.

(b) **“Appointed Date”** means the closing hour of 31st day of March, 2010 or such other date as may be approved by the High Court of Judicature at Delhi or any other appropriate authority.

- (c) **“Effective Date”** means the later of the dates on which the certified copy of the Order of High Court of Judicature at Delhi or any other appropriate authority sanctioning the Scheme, is filed with the Registrar of Companies, Delhi by ASSL, Dish TV and ISMSL.
- (d) **“Court”** or **“High Court”** means the High Court of Judicature at Delhi and shall include the National Company Law Tribunal (‘NCLT’), if applicable .
- (e) **“Non- DTH Business”** means the businesses comprising of Equity share capital in ASSL and Share application money to the extent of pre-operative expenses, Equity share capital in Agrani Convergence Limited, Fixed Assets and Capital Work-in-Progress and Security Deposit received pertaining to HITS facility including but not limited to the following assets, liabilities and employees as follows:
- all assets wherever situated, whether movable or immovable, leasehold or freehold, tangible or intangible, including all land, capital work in progress, building, plant & machinery, facilities and assets (including pre operative expenses) related to Non DTH Business, equipment, trademarks, trade names, brands, investments (including shares of ASSL and Agrani Convergence Limited), IP rights, vehicles, furniture, fixtures, office equipment, computer installations, electrical appliances and accessories;
 - all liabilities present, future and contingent pertaining to or relatable to the Non DTH Business;
 - all rights and licenses, all assignments and grants thereof, all permits, registrations, quota rights, rights (including rights under any agreement, contracts, applications, letters of intent, or any other contracts), approvals, regulatory approvals, entitlements, cash balances, bank balances, bank accounts, receivables, loans and advances including any provisions made in relation thereto, privileges, all other claims, rights and benefits, powers and facilities of every kind, nature and description whatsoever, inventory, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds, benefits of all

agreements, contracts and arrangements and all other interests in connection with or relating to the Non DTH Business;

- all employees of Dish TV substantially engaged in the Non DTH Business as determined by the Board of Directors of Dish TV;
- all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, earnest moneys and/ or security deposits paid or received by Dish TV, directly or indirectly in connection with or in relation to the Non DTH Business;
- all books, records, files, papers, directly or indirectly relating to the Non DTH Business; but shall not include any portion of the Remaining Business of Dish TV.

(f) With effect from the Appointed Date or such other date as may be fixed or approved by the High Court or National Company Law Tribunal or any other appropriate authority and upon the Scheme becoming effective, the whole of the Non DTH Business of Dish TV, as defined in Clause 1.8 of the Scheme, shall, under the provisions of Sections 391 and 394 and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to the order of the High Court or NCLT or other appropriate authority, if any, sanctioning the Scheme shall without any further act, deed, matter or thing, stand transferred to and vested in and/ or deemed to be transferred to and vested in ISMSL at fair value.

(g) With effect from the Appointed Date or such other date as may be fixed or approved by the High Court or NCLT or any other appropriate authority and upon the Scheme becoming effective, the business and whole of the undertaking of ASSL, shall, under the provisions of Sections 391 and 394 and other applicable provisions, if any, of the Companies Act, 1956, and pursuant to the order of the Hon'ble High Court of jurisdiction at Delhi or NCLT or other appropriate authority, if any, sanctioning the Scheme shall without any further act, deed, matter or thing, stand transferred to and vested in and/ or deemed to be transferred to and vested in ISMSL at fair value.

- (h) Upon the Scheme becoming effective and in consideration for the transfer and vesting of the Non DTH Business of Dish TV in ISMSL, ISMSL shall issue and allot 1,00,000 (One lakh) equity shares of Rs 10 each to Dish TV.

Pursuant to the de-merger of the Non DTH Business of Dish TV, ASSL shall become a wholly owned subsidiary of ISMSL as on the date of merger of ASSL with ISMSL. Since ISMSL is not permitted to issue shares to itself under the provisions of the Companies Act, 1956, no new shares shall be issued or allotted by ISMSL, as consideration of amalgamation of ASSL.

- (i) The issue and allotment of New Equity Shares by ISMSL to Dish TV as provided in the Scheme is an integral part thereof and shall be deemed to have been carried out without requiring any further act on part of the ISMSL or its shareholders and as if the procedure laid down under Section 81(1A) and any other applicable provisions of the Companies Act, 1956 and such other statutes and regulations as may be applicable were duly complied with.
- (j) On the Scheme becoming operative, all staff, workmen and employees of Dish TV in respect of Non DTH Business and ASSL, who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date become and be engaged as the employees of ISMSL, without any break or interruption in service and on terms and conditions not less favourable than those on which they are engaged by Dish TV or ASSL immediately preceding the Effective Date
- (k) The Scheme provides that upon this Scheme becoming effective, the authorised share capital of ISMSL shall automatically stand increased without any further act, instrument or deed on the part of ISMSL including payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of ASSL and the Memorandum of Association and Articles of Association of ISMSL (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this

amendment, and no further resolution(s) under Sections 16, 31, 94 and 394 and applicable provisions of the Companies Act, 1956 would be required to be separately passed, as the case may be and for this purpose the stamp duties and fees paid on the authorised capital of ASSL shall be utilised and applied to the increased authorised share capital of ISMSL and there would be no requirement for any further payment of stamp duty and/or fee by ISMSL for increase in the authorised share capital to that extent.

- (l) This Scheme is and shall be conditional upon and subject to:
- The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
 - The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of Dish TV, ASSL and ISMSL, as the case may be, and as directed by the High Court of Judicature at Delhi.
 - The Scheme being sanctioned by the High Court of Judicature at Delhi or any other authority under Sections 391 to 394 and other applicable provisions of the Act.
 - The certified copies of the Orders of High Court of Judicature at Delhi sanctioning the Scheme being filed with the Registrar of Companies, Delhi by Dish TV, ASSL and ISMSL respectively.
- (m) The Scheme provides that in the event of any of the said sanctions and approvals not being obtained and/ or the Scheme not being sanctioned by the High Court or such other competent authority and / or the Order not being passed as aforesaid before March 31, 2011 or such other date as may be agreed by the respective Board of Directors of Dish TV, ASSL and ISMSL, the Scheme shall become null and void, and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

- (n) The Scheme also provides for:
- (i) the manner of vesting and transfer of the assets of Non DTH Business of Dish TV and ASSL, respectively to ISMSL;
 - (ii) the transfer of contracts, deeds, bonds, agreements, arrangements, assurances and other instruments of whatsoever nature of Non DTH Business of Dish TV and ASSL, respectively to ISMSL;
 - (iii) the transfer of all debts, liabilities, duties, and obligations of Non DTH Business of Dish TV and ASSL, respectively to ISMSL. Under the Scheme, none of the Unsecured Creditors of the Demerged Company – Dish TV India Limited are being transferred to the Transferee Company – Integrated Subscriber Management Services Limited, except the liability pertaining to security deposit received from one of the group company – Wire and Wireless (India) Limited amounting to Rs. 23.15 Crores which has given its Consent / No Objection for such transfer.;
 - (iv) the transfer of all legal proceedings by or against of Non DTH Business of Dish TV and ASSL, respectively to ISMSL;
 - (v) the manner in which the business is to be carried on in trust by the Dish TV and ASSL, respectively for the benefit of ISMSL from the Appointed Date till the Effective Date;
 - (vi) all costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of Dish TV, ISMSL and ASSL arising out of or incurred in carrying out and implementing this Scheme (including in relation to issuance of shares by ISMSL) and matters incidental thereto to be borne by Dish TV.

The features set out above being only the salient features of the Composite Scheme of Amalgamation and Arrangement, the Shareholders are requested to read the entire text of the Composite Scheme of Amalgamation and Arrangement to get themselves fully acquainted with the provisions thereof.

12. No investigation proceedings have been instituted or are pending in relation to Dish TV, ISMSL and ASSL under Sections 235 to Section 250 of the Companies Act, 1956.
13. Dish TV has obtained the approval to the Scheme, in terms of Clause 24(f) of the Listing Agreement from Bombay Stock Exchange Limited and National Stock Exchange of India Limited vide their letters No. DCS/ AMAL/ SI/ 24(f)/ 340/ 2010-11 dated July 2, 2010, and NSE/ LIST/ 140896-X. dated June 25, 2010 respectively.
14. None of the Directors of Dish TV, ISMSL and ASSL have any material personal interest in the Scheme of Arrangement and Amalgamation except in their capacity as shareholders and to the extent of their respective shareholding as appearing in the Register of Directors' Shareholding maintained by Dish TV, ISMSL and ASSL respectively or to the extent the said Directors are common Directors in the companies, or to the extent the said Directors are partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the companies.
15. The details of the Shareholding of Directors of Dish TV in Dish TV, ISMSL and ASSL as on September 30, 2010 are as follows:

Name of Director	Designation	No. of Equity Shares Held in Dish TV	No. of Equity Shares Held in ISMSL	No. of Equity Shares Held in ASSL
Mr. Subhash Chandra	Chairman	500,000	NIL	NIL
Mr. Jawahar Lal Goel	Managing Director	176,800	NIL	NIL
Mr. Ashok Kurien	Non-executive Director	11,74,150	NIL	NIL
Mr. Arun Duggal	Independent director	NIL	NIL	NIL

Mr. B D Narang	Independent director	NIL	NIL	NIL
Dr. Pritam Singh	Independent director	NIL	NIL	NIL
Mr. Eric Zinterhofer	Independent director	NIL	NIL	NIL
Mr. Mintoo Bhandari	Alternate to Mr. Eric Zinterhofer	NIL	NIL	NIL
Mr. Lakshmi Chand	Additional Independent director	NIL	NIL	NIL

Out of the above directors, Mr. Arun Duggal, Mr B D Narang, Dr. Pritam Singh and Mr. Eric Zinterhofer have been granted 7500 stock options each on August 28, 2008 in accordance with the terms of Employee Stock Option Plan 2007 of the Demerged Company.

16. The details of the Shareholding of Directors of ISMSL in Dish TV, ISMSL and ASSL as on September 30, 2010 are as follows:

Name of Director	No. of Equity Shares Held in Dish TV	No. of Equity Shares Held in ISMSL	No. of Equity Shares Held in ASSL
Mr. Subhash Chand Garg	NIL	NIL	NIL
Mr. Rajendra Kumar Jagnani	NIL	NIL	NIL
Mr. Mukesh Mittal	NIL	100*	NIL

* Mr. Mukesh Mittal Director of ISMSL holds 100 shares in ISMSL as nominee of Dish TV

Out of the above directors, Mr. Rajendra Kumar Jagnani has been granted 40,000 stock options on May 28, 2009 in accordance with the terms of Employee Stock Option Plan 2007 of the Demerged Company.

17. The details of the Shareholding of Directors of ASSL in Dish TV, ISMSL and ASSL as on September 30, 2010 are as follows:

Name of Director	No. of Equity Shares Held in Dish TV	No. of Equity Shares Held in ISMSL	No. of Equity Shares Held in ASSL
Mr. Subhash Chandra	500,000	NIL	NIL
Mr. Rajendra Kumar Jagnani	NIL	NIL	NIL
Mr. Mukesh Mittal	NIL	100*	NIL

* Mr. Mukesh Mittal Director of ISMSL holds 100 shares in ISMSL as nominee of Dish TV

Out of the above directors, Mr. Rajendra Kumar Jagnani has been granted 40000 stock options on May 28, 2009 in accordance with the terms of Employee Stock Option Plan 2007 of the Demerged Company.

18. The Pre (as on September 30, 2010) and Post (expected) Shareholding Pattern of the De-merged Company, i.e., Dish TV India Limited is as under:

Category Code	Category of Shareholder	PRE		POST	
		Total Number of Equity Shares	% of Shares held	Total Number of Equity Shares	% of Shares held
A	Shareholding of Promoter & Promoter Group				
1	Indian				
a	Individuals / HUF	-	-	-	-
b	Central / State Government	-	-	-	-
c	Bodies Corporate	649,490,204	61.06	649,490,204	61.06
d	Financial Institutions / Banks	-	-	-	-
e	Directors & their Relatives	3,600,650	0.34	3,600,650	0.34
	Sub-total (A)(1)	653,090,854	61.40	653,090,854	61.40
2	Foreign				
a	Individuals (Non-resident Individuals / Foreign individuals)	500,000	0.05	500,000	0.05
b	Bodies Corporate (OCB)	35,632,125	3.35	35,632,125	3.35
c	Institutions	-	-	-	-
d	Any other (Specify)	-	-	-	-
	Sub-total (A)(2)	36,132,125	3.40	36,132,125	3.40
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	689,222,979	64.80	689,222,979	64.80
B	Public Shareholding				
1	Institutions				
a	Mutual Funds and UTI	52,862,764	4.97	52,862,764	4.97
b	Financial Institutions / Banks	101,995	0.01	101,995	0.01
c	Central / State Government	-	-	-	-
d	Venture Capital Funds	-	-	-	-
e	Insurance Companies	11,909,048	1.12	11,909,048	1.12
f	Foreign Institutional Investors	86,529,674	8.14	86,529,674	8.14
g	Foreign Venture Capital Investors			-	

		-	-	-	-
h	Any other (Specify)	-	-	-	-
	Sub-total (B)(1)	151,403,481	14.23	151,403,481	14.23
2	Non-Institutions				
a	Bodies Corporate	41,627,803	3.91	41,627,803	3.91
b-i	Individuals holding shares upto Rs. 1 Lac in nominal value	45,725,937	4.30	45,725,937	4.30
b-ii	Individuals holding shares in excess of Rs. 1 Lac in nominal value	16,154,773	1.52	16,154,773	1.52
c	Any other				
i	Foreign Bodies	33,851	0.00	33,851	0.00
ii	Overseas Corporate Body	8,711	0.00	8,711	0.00
iii	Foreign National	1,075	0.00	1,075	0.00
iv	NRI	2,395,358	0.23	2,395,358	0.23
v	Trust	24,757	0.00	24,757	0.00
	Sub-Total (B)(2)	105,972,265	9.96	105,972,265	9.96
	Total Public Shareholding (B)=(B)(1)+(B)(2)	257,375,746	24.20	257,375,746	24.20
	TOTAL (A)+(B)	946,598,725	89.00	946,598,725	89.00
C	Share held by Custodians and against which Depository Receipts have been Issued	117,035,000	11.00	117,035,000	11.00
	GRAND TOTAL A+B+C	1,063,633,725	100.00	1,063,633,725	100.00

Since there will not be any issue of shares by the Demerged Company under the Scheme, there will be no change in the Capital Structure of Demerged Company pursuant to the Scheme.

19. The Pre (as on September 30, 2010) and Post (expected) Capital Structure of the Transferee Company, i.e., Integrated Subscriber Management Services Limited is as under:

Pre Scheme (as on September 30, 2010) shareholding pattern:

Sl. No.	Name of the Shareholder	No. of Shares	%age holding
1.	Dish TV India Limited	49400	98.8
2	Suresh Kumar (as nominee of Dish TV India Ltd.)	100	0.2
3	Vimal Kumar Agarawal (as nominee of Dish TV India Ltd.)	100	0.2
4	Mukesh Mittal (as nominee of Dish TV India Ltd.)	100	0.2
5	Rakesh kumar Singh (as nominee of Dish TV India Ltd.)	100	0.2
6	Suresh Arora (as nominee of Dish TV India Ltd.)	100	0.2
7	JK Jain (as nominee of Dish TV India Ltd.)	100	0.2
	TOTAL	50,000	100

Post Scheme (expected) shareholding pattern:

Sl. No.	Name of the Shareholder	No. of Shares	%age holding
1.	Dish TV India Limited	149400	99.6
2	Suresh Kumar (as nominee of Dish TV India Ltd.)	100	0.066
3	Vimal Kumar Agarawal (as nominee of Dish TV India Ltd.)	100	0.066
4	Mukesh Mittal (as nominee of Dish TV India Ltd.)	100	0.066
5	Rakesh kumar Singh (as nominee of Dish TV India Ltd.)	100	0.066
6	Suresh Arora (as nominee of Dish TV India Ltd.)	100	0.066

7	J K Jain (as nominee of Dish TV India Ltd.)	100	0.066
	TOTAL	150,000	100

20. The Shareholding pattern of ASSL as on September 30, 2010 is as follows:

Sl. No.	Name of the Shareholder	No. of Shares	%age holding
1.	Dish TV India Limited	94,400,997	99.99
2	Ashok Goel (as nominee of Dish TV India Ltd.)	1	0.000001
3	Ganjam Trading Company (as nominee of Dish TV India Ltd.)	1	0.000001
4	Churu Trading Co. Pvt. Ltd. (as nominee of Dish TV India Ltd.)	1	0.000001
5	Prajatma Trading Co. Pvt. Ltd. (as nominee of Dish TV India Ltd.)	1	0.000001
6	Briggs Trading Co. Pvt. Ltd. (as nominee of Dish TV India Ltd.)	1	0.000001
7	Premier Finance And Trading Co. Pvt. Ltd. (as nominee of Dish TV India Ltd.)	1	0.000001
8	Laxmi Narain Goel (as nominee of Dish TV India Ltd.)	1	0.000001
	TOTAL	94,401,004	100

21. The rights and interests of the members and creditors of Dish TV, ISMSL and ASSL will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all, called from them nor are their rights sought to be modified in any manner.
22. The following documents are available for inspection by the secured creditors of Dish TV at the Registered Office of the Company upto one day prior to the date of the meeting between 10.00 A.M to 4.30 P.M on all working days (except Saturdays, Sundays and public holidays) :

- (a) Copy of the Order dated October 8, 2010 of the High Court of Judicature at Delhi passed in Company Application (M) No. 135 of 2010 directing the convening of the meeting of the equity shareholders of Dish TV;
 - (b) Composite Scheme of Amalgamation & Arrangement;
 - (c) Memorandum and Articles of Association of Dish TV, ISMSL and ASSL;
 - (d) Annual Report of Dish TV, ISMSL and ASSL for the financial year ending March 31, 2009;
 - (e) Unaudited Financial Statement of the Applicant Company as on March 31, 2010
 - (f) Register of Directors' shareholding of Dish TV, ISMSL and ASSL;
 - (g) Copies of the letters No. DCS/ AMAL/ SI/ 24(f)/ 340/ 2010-11 dated July 2, 2010 and NSE/ LIST/ 140896-X dated June 25, 2010 issued by Bombay Stock Exchange Limited and National Stock Exchange of India Limited respectively giving their approval to the Scheme.
23. This Statement may also be treated as an Explanatory Statement under Section 173 of the Companies Act, 1956.
24. On the Scheme being approved by the Equity Shareholders as per the requirements of Section 391 of the Companies Act, 1956, Dish TV, ISMSL and ASSL will seek the sanction of the Hon'ble High Court of Judicature at Delhi for sanction of the Scheme . ASSL will seek the sanction of the Hon'ble High Court of judicature at Delhi for dissolution without winding up and upon coming into effect of the Scheme, ASSL shall stand dissolved without winding up.

-sd/-

Pragyan Pradip Sharma

Chairman appointed for the meeting

Dated this 16th day of October 2010

Registered Office:

Essel House, B-10, Lawrence Road, Industrial Area, Delhi -110035

**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 Secured 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 Secured 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 12:00 Noon, 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>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.



Dish TV India Limited

Registered Office: Essel House, B-10, Lawrence Road, Industrial Area, Delhi 110035

ATTENDANCE SLIP

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

I _____ hereby record my presence at the Meeting of the Secured Creditors of Dish TV India Limited, the de-merged company, convened pursuant to an Order dated 8th day of October, 2010 of the Hon'ble High Court of Judicature at New Delhi at NCUI Auditorium, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016 on Thursday, the 11th day of November 2010 at 12:00 noon.

NAME AND ADDRESS OF THE SECURED CREDITOR:	
Signature	

NAME OF THE PROXY HOLDER/AUTHORISED REPRESENTATIVE:

Signature	
-----------	--

NOTE: Secured Creditors attending the Meeting in Person or by Proxy or through Authorised Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting Hall.