



DISH TV INDIA LIMITED

Registered Office: B-10, Essel House, Lawrence Road Industrial Area, Delhi – 110 035
 Corporate Office: FC-19, Sector 16A, Noida – 201 301 (U.P)
 E Mail: investor@dishtv.in Web Site: www.dishtv.in

POSTAL BALLOT NOTICE

Dear Shareholder,

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended from time to time, to transact the following special businesses by the members of Dish TV India Limited by passing the resolutions through Postal Ballot.

Your consideration and approval is sought for the annexed Postal Ballot Resolutions. The Explanatory Statement under Section 173(2) of the Companies Act, 1956, for the Postal Ballot Resolutions, is also appended herewith.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed form in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before close of business hours on August 21, 2010, the last date for the receipt of the completed Postal Ballot Forms.

The Scrutinizer will submit her report to the Managing Director of the Company after completion of the scrutiny and the result of the postal ballot will be announced on Wednesday, the 1st day of September, 2010 at the Registered Office of the Company. The results of the Postal Ballot shall also be announced thereafter through newspaper advertisement.

To consider and if thought fit, to give assent / dissent to the following resolutions:

Special Business:

ITEM NO. 1 (As Special Resolution): Alteration of the Articles of Association of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) the Articles of Association of the Company be and are hereby altered /amended by addition and/or substitution, as the case may be, of the following:

The following interpretations shall be included in the existing **Article 1** in addition to the interpretations already given therein:

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| Interpretation | <p>“Apollo Affiliate” means an affiliate of, or person affiliated with Apollo and, is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with Apollo.</p> <p>“Apollo” means Apollo India Private Equity II (Mauritius) Ltd., a Company incorporated and existing under the laws of Mauritius, bearing Company No. 089226 C1/GBL and having its registered office at Floor 4, Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius 999999.</p> <p>“Budget Committee” means a permanent committee of the Board of Directors constituted to unanimously approve Company’s annual budget and any amendment(s) thereto and shall include the Apollo Nominee Director.</p> <p>“GDRs” means any or all of 117,035 Global Depository Receipts issued by the Company representing 1000 (one thousand) underlying Equity Shares of Re. 1 each for each such GDR.</p> |
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The following **Article 100A** be inserted after the existing Article 100:

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| Rights of Apollo | <p>RIGHTS OF APOLLO</p> <p>100A. Notwithstanding anything contained in any other Article, so long as Apollo and/or Apollo Affiliates continue to hold atleast (i) 5.0% of fully paid up Equity Shares of the Company represented by GDRs issued and allotted by the Company (including those exchanged for the underlying Equity Shares), on a fully diluted and converted basis or (ii) 55% of the total GDRs issued by the Company (including those exchanged for the underlying Equity Shares), Apollo shall be entitled to the following rights:</p> <p>(a) To nominate from time to time any person as a Director on the Board of Directors of the Company (such person shall hereinafter be referred to as ‘Apollo Nominee Director’) and to remove such person so nominated and to nominate any other person in his place, provided that such person(s) shall not be a director on the board of directors of any competitor(s) of the Company or any of the affiliates of the competitor(s);</p> <p>(b) Subject to Clause (a) and Article 80, to nominate an Alternate Director on the Board of Directors of the Company to act for the Apollo Nominee Director;</p> <p>(c) To appoint the Apollo Nominee Director to act as a representative of Apollo and be a member to the Budget Committee of the Company;</p> |
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| | <p>(d) Notwithstanding the provisions of Article 93, in case of a meeting of the Board or any committee of the Board or in case of any resolution proposed by circular resolution, as the case may be, in respect of matters listed below, any decision or resolution shall require an approval or consent of the Apollo Nominee Director or any Alternate Director acting for the Apollo Nominee Director:</p> <ol style="list-style-type: none"> i. Any transaction by the Company or any of its subsidiary with any related party the aggregate value of which exceeds US\$5 million individually or 10% of the revenues of the Company (calculated in aggregate based on the most recently completed financial year) and any amendment to any existing arrangement or agreement with related party which has the effect of increasing the value of such transaction by 15% per annum. ii. Merger, amalgamation, de-merger, voluntary dissolution, liquidation, winding up, reconstruction, any re-organization or changes in capital structure or re-capitalisation of the Company. iii. Any alteration to the Memorandum and Articles of Association of the Company. iv. Incorporation and / or acquisition of a new subsidiary of the Company. v. Approval and adoption of the Company's annual business plan and any deviation there from or any revisions thereto in excess of 15% from the approved budgeted line items. <p>(e) The option and first right of refusal for subscription to, or acquisition of, any fresh issue of equity shares or any other securities convertible into equity shares to Apollo or its nominees on the same terms and conditions as offered to any other person. Apollo or its nominee(s), as the case may be, have the option to subscribe to all of such equity securities or a <i>pro rata</i> portion of such equity securities proposed to be issued or none at all. The manner of such offer and option/first right of refusal shall be in accordance with the terms agreed to between Apollo and the Company.</p> |
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Article 80 be deleted and the following new Article be substituted therefor:

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| Appointment of Alternate Directors | <p>80. The Board may appoint an alternate director duly recommended for such appointment by a director (hereinafter called the 'original director') to act for him during his absence for a period of not less than three months from the State in which the meeting of the board are ordinarily held, provided that in case of Apollo Nominee Director, Apollo shall have the right to nominate and/or replace any other person as an Alternate Director. An alternate director appointed under this Article shall not hold office as such for a longer period than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original directorship is determined, before he so returns to the said state. Any provision in the Act or these articles for the automatic reappointment of retiring directors in default of another appointment shall apply to the original director and not to the alternate director.</p> |
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RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or person, which the Board may constitute/nominate to exercise its powers conferred under this Resolution) of the Company be and is hereby authorised to take all such actions and do all such things as may be necessary for giving effect to the above resolution and matters incidental thereto."

ITEM NO. 2 (As Special Resolution): Alteration of the 'Other Objects' clause of Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), Sub-Clause C of Clause III of Memorandum of Association of the Company i.e. the 'Other Objects' clause of the Memorandum of Association of the Company be and is hereby altered by adding the following Clause with Serial Number 124 immediately after the existing Clause no. 123:

124. To carry on the business as Internet Service Provider and undertake any and all kinds of internet / web based activities and transactions including but not limited to providing the internet access and data communication services, with or without content, by telecommunication networks, optical fibres or otherwise by any other means whatsoever, and to provide basic and value added internet service; to design, develop, sell, provide, maintain, market, buy, import, export, sell and license computer software, hardware, computer systems and programs products, services and to give our computer machine time and to carry on the business of collecting, collating, devising other systems including software programs and systems.

RESOLVED FURTHER THAT pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or person, which the Board may constitute/nominate to exercise its powers conferred under this Resolution) for commencing all or any of the business set out in the said clause 124 of the 'Other Objects' clause of the Memorandum of Association of the Company."

By Order of the Board
For DISH TV INDIA LIMITED

Sd/-
RANJIT SINGH
Company Secretary

Place: Delhi
Date: June 11, 2010

Notes:

1. Explanatory Statement and reasons for the proposed special businesses mentioned above pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 are given hereunder.
2. The Company has appointed Mrs. Neelam Gupta, Practicing Company Secretary, who has given her consent to act as a scrutinizer, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent under certificate of posting to all the members whose names would appear in the Register of Members as on Friday, July 2, 2010.
4. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the registered member will also be accepted. The envelopes containing the Postal Ballot should reach the Company not later than the close of **business hours on Saturday, the 21st day of August, 2010.**
5. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
6. The result of the Postal Ballot shall be announced by the Managing Director of the Company, or in his absence by any other person, so authorized by the Managing Director on **Wednesday, the 1st day of September, 2010 at 4.00 P.M. at the Registered Office of the Company at B-10, Essel House, Lawrence Road Industrial Area, Delhi – 110035** and the resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot shall also be announced through a newspaper advertisement and the website of the Company at **www.dishv.in** besides communication to the Stock Exchanges where the Company's shares are listed.
7. Copy of the Memorandum of Association of the Company and other documents referred to in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, **except Saturdays, between 11.00 A.M. to 1.00 P.M. up to August 21, 2010.**
8. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED JUNE 11, 2010 PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956

ITEM NO. 1

The Members are aware that the main business of your Company viz. Direct-to-Home ("DTH") business is highly capital intensive requiring huge financial resources from time to time. Your Board has been meeting these requirements through borrowings from Banks / Financial Institutions, rights issue proceeds, funding from Promoter Group and attracting strategic investments in the Company from time to time. During its fund raising initiatives, the Company had entered on November 23, 2009 into Subscription Agreement with Apollo India Private Equity II (Mauritius) Ltd. ("Apollo"), an entity incorporated and existing under the laws of Mauritius, pursuant to which an offering of 117,035 Global Depository Receipts ("GDRs") representing 117,035,000 equity shares with a nominal value of Re.1 each (the "Shares") was made. Each GDR, issued at USD 854.50, represents 1,000 equity shares and are listed in Luxembourg Stock Exchange (the "LuxSE") for trading on the Euro MTF market of the LuxSE. The GDR issue helped the Company to raise USD 10 Crore (approx.) in aggregate.

Further, the aforesaid Subscription Agreement provides for certain rights to Apollo aimed at protecting the interest of Apollo in the Company during the period of their investment. Since the present Articles of Association of your Company do not provide for such authorisations, it is proposed to amend them, to meet the contractual obligations of the Company as per the Subscription Agreement. The proposed amendments in the Articles broadly pertain to granting necessary rights to Apollo including the right to appoint a Nominee Director of Apollo on the Board of Directors of the Company.

The amendments proposed to be made to the Articles are given in the draft resolution at item no. 1 of the annexed Notice and are self explanatory.

The Right including the right to appoint Nominee Director, are being granted to Apollo, since Apollo agreed to subscribe to our entire GDR offering. The said rights are being granted so long as and till such time Apollo and / or its Affiliates continue to hold at least 5.0% of fully paid up Equity Shares (including Equity Shares represented by GDRs) of the Company on a fully diluted and converted basis or 55% of the total GDRs issued by the Company (including those exchanged for the underlying Equity Shares). Apollo has, apart from being a strategic investor in the Company, has vast industry experience and expertise. Their presence on the board of your Company shall further strengthen the functioning of the Company in the present competitive environment.

Pursuant to provisions of Section 31 of the Companies Act, 1956, any amendment to the provisions of Articles of Association of the Company requires the approval of the members by way of Special Resolution.

None of the Directors of the Company is interested or concerned in the proposed resolution.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 2

Your Company is engaged in two major businesses viz. provision of Direct-to-Home ("DTH") Services, in pursuance of a license granted by the Ministry of Information and Broadcasting, Government of India ("MIB"), under the brand "dishtv" from the last six years and Satellite related services/teleport activity, which *inter alia* include uplinking of channels. Your Company is a pioneer in providing DTH Services and has acquired approximately 7 million registered subscribers across all over India.

The Indian Economy is currently growing at a robust rate. It is expected that the pace of growth will get further momentum in the coming years. With India's economic growth gathering pace and increased focus of the Government on investment by Private Sector, the domestic market presents several attractive investment opportunities by way of diversification of business. In the fast changing business and economic environment, it is imperative for every company to keep exploring various opportunities and different business to ensure growth momentum and maximization of shareholders value. Your Company, with requisite financial strength and proven project execution capabilities, stands in a unique position to seize the opportunities being unfolded in the entertainment and media sectors.

Your Board of Directors is considering various proposals to diversify into certain new business ventures. At Dish TV, provision of the Data will be a next step where in the Internet Protocol can be used to deliver content based video services like Push VOD, targeted ads etc., Internet protocols and connectivity can be used to deliver authorisation commands, return path to the Set Top boxes. It will be of vital importance for us to get an ISP license as this would entitle us to operate our own internet protocol services, which will enable us to take bandwidths at preferred rates.

Therefore, as decided by the Board of Directors of the Company at its Meeting held on June 11, 2010, it is proposed to alter the Objects Clause of the Memorandum of Association of the Company by inserting the new Clause 124 in Clause III (C), of the Memorandum of Association of the Company as enumerated out in the draft resolution at item no. 2 of the annexed Notice.

Section 17 of the Companies Act, 1956 ("Act") stipulates that the Object Clause of the Memorandum of Association of a Company can be altered by a Special Resolution passed by the Members of the Company. Further, as per the provisions of Section 149 (2A) of the Companies Act, 1956, the commencement of the aforesaid business requires shareholders approval by way of a Special Resolution. Also Section 192A of the Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 stipulates that the consent of the Members of the Company for this matter is required to be obtained through Postal Ballot Mechanism.

As a matter of expediency, approval of the shareholders is also sought to enable the Directors at such time or times as they may consider appropriate and in the interest of the Company, to commence and undertake the business specified in the newly added Para 124 of the Other Objects Clause (III) (C) of the Memorandum of Association of the Company.

The Directors of the Company may be deemed to be concerned or interested in the Resolution as set out in the Notice to the extent of shares held by them in the Company.

Your Directors recommend the resolution for your approval as a Special Resolution.

By Order of the Board
For DISH TV INDIA LIMITED

Sd/-
RANJIT SINGH
Company Secretary

Place: Delhi
Date: June 11, 2010

- Encl:-**
1. Postal Ballot Form
 2. Postage Prepaid Envelope