



## DISH TV INDIA LIMITED

Registered Office: 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013

Corporate Office: FC-19, Sector 16A, Noida - 201 301 (U.P)

Tel: 0120- 2467005/2467000, Fax: 0120-4357078

CIN: L51909MH1988PLC287553, E-Mail: investor@dishtv.in, Website: www.dishtv.in

### POSTAL BALLOT NOTICE

Dear Members,

**Notice** is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to transact the Special Business set out below by the Members of Dish TV India Limited, by passing the Ordinary Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolution annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reason for the Resolution, is also appended herewith. Mr. Jayant Gupta, Practicing Company Secretary (PCS No.:9738), has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer, at the Corporate Office of the Company at FC - 19, Sector 16A, Noida – 201 301, Uttar Pradesh, **on or before 5:00 P.M. on Thursday, the 23<sup>rd</sup> day of November, 2017**, which is last date for receipt of completed Postal Ballot Form(s). Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company or any other person authorized by the Chairman and Managing Director of the Company upon completion of scrutiny of the Physical Postal Ballot Forms and E-Voting data provided by National Securities Depository Limited ('NSDL'), in a fair and transparent manner and the result of the Postal Ballot will be announced on **Saturday, the 25<sup>th</sup> day of November, 2017** at the Registered Office of the Company. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz. www.dishtv.in and also be displayed at the Registered Office and Corporate Office of the Company. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. **Thursday, the 23<sup>rd</sup> day of November, 2017**.

#### **E-Voting Option**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer E-Voting facility through E-Voting Platform of National Securities Depository Limited ('NSDL'), as an alternate, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote in writing in the duly filled in physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Notice.

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1: Re-classification from Promoter Group Category to Public Category**

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

**"RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals of Regulatory authorities including the Securities and Exchange Board of India ('SEBI') and / or Stock Exchanges, and such other approvals as may be necessary, and pursuant to the communication(s) received from Outgoing Promoters (viz. Dr. Subhash Chandra, Mr. Ashok Kumar Goel and Mr. Ashok Mathai Kurien, along-with their respective family members / relatives, the entities controlled by them and persons acting in concert with them, who are currently categorized as Promoters of the Company), the consent of the Company be and is hereby accorded to re-classify the status of the Outgoing Promoters from the "Promoter and Promoter Group" category to the "Public" category with effect from the date of this resolution or such other date, as may be decided by the SEBI and / or Stock Exchanges while granting their approval.

**RESOLVED FURTHER THAT** on receipt of the requisite approvals of the SEBI / Stock Exchanges for re-classification of the Outgoing Promoters (as stated above), the Company shall effect such re-classification in the Statement of Shareholding Pattern under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 from immediate succeeding quarter and shall also comply with the requirements prescribed, if any, under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** subject to such regulatory approvals as may be required, the Outgoing Promoters (as stated above), whether or not holding any shares in the Company, shall not be considered as Persons Acting in concert and / or relatives of the continuing Promoters for the purpose of applicable SEBI Regulations including Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or Company Secretary of the Company or any other officer(s) of the Company, as it may consider appropriate, in order to give effect to this Resolution including filing of necessary applications / forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other concerned authorities for re-classification and to take such steps expedient or desirable to give effect to this resolution and 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 without requiring to secure any further consent or approval of the members of the Company or of the Board."

By Order of the Board  
For **DISH TV INDIA LIMITED**

Sd/-

**RANJIT SINGH**

Company Secretary  
Membership No. A15442

Place: Noida

Date: October 11, 2017

**Notes:**

- 1) Explanatory Statement in terms of Section 102 of the Companies Act, 2013, setting out the material facts are appended herein below.
- 2) The Postal Ballot Notice will be dispatched / sent to all the Members whose names appear in the Register of Members / Records of Depositories as on **Friday, the 13<sup>th</sup> day of October, 2017** viz. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
- 3) Members who have registered their E-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by E-mail and Members who have not registered their E-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form in physical form.
- 4) Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website i.e. www.dishtv.in or seek duplicate Postal Ballot Form from the Company.
- 5) Voting period will commence on and from **October 25, 2017 at 9:00 A.M.** and ends on **November 23, 2017 at 5:00 P.M.**
- 6) Members are also requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer at the Corporate Office of the Company at FC – 19, Sector 16A, Noida – 201 301, Uttar Pradesh, **on or before 5:00 P.M. on Thursday, the 23<sup>rd</sup> day of November, 2017.** Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may download the Postal Ballot Form from the Company's website www.dishtv.in or seek duplicate Postal Ballot Form from the Company.
- 7) All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. up to **Thursday, the 23<sup>rd</sup> day of November, 2017** (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).
- 8) Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.

**INSTRUCTIONS FOR VOTING**

**Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.**

**PHYSICAL VOTING**

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

**E-VOTING**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged National Securities Depository Limited ("NSDL"), to provide E-Voting facility to its Members. E-Voting is optional.

The E-Voting period begins on **October 25, 2017 at 9:00 A.M.** and ends on **November 23, 2017 at 5:00 P.M.** The E-Voting module shall be disabled by NSDL for voting after 5:00 P.M. on November 23, 2017. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. October 13, 2017, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions and process for voting electronically by the Members are as under:

**A. In case of Members receiving E-mail from NSDL:**

- i. Open E-mail and open PDF file attached in the mail with your Client ID or Folio No. as password. The PDF file contains your user ID and Password for E-Voting on the resolution mentioned in the Postal Ballot Notice. Please note that the password is an initial password, which the member may change.
- ii. However, if you are already registered with NSDL for remote E-Voting then you can use your existing user ID and password for casting your vote. In case Shareholders are holding shares in Demat mode, USER-ID is the combination of (DP ID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No + Folio No).
- iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iv. Click on Shareholder – “Login”.
- v. Put user ID and Password as noted in step (i) above. Click Login.
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
- vii. Please note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. The Home page of “e-Voting” opens. Click on “e-Voting - Active Voting Cycles”.
- ix. Select “EVEN” (E-Voting Event Number) of Dish TV India Limited *i.e.* 107975 and click on “SUBMIT”.
- x. Now you are ready for E-Voting as Cast Vote page opens.
- xi. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- xii. Upon confirmation, the message “Vote cast successfully” will be displayed. Kindly note that vote once cast cannot be modified.
- xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at pcs.jga@gmail.com and the Company at investor@dishtv.in with a copy marked to evoting@nsdl.co.in

**B. In case of Members’ receiving Postal Ballot Notice by Post:**

- i. Initial password is provided at the bottom of Postal Ballot Form.

EVEN (E-voting Event Number)	USER ID	Password

- ii. If you are registered with NSDL for E-voting then you can use your existing User ID and Password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800- 222-990.
  - iii. Please follow all steps from Sl. No. (iii) to Sl. No. (xiii) as mentioned in (A) above, to cast vote except Sl. No. (v)
- C. Member cannot exercise his / her vote by proxy on Postal Ballot.  
D. The Scrutinizer’s decision on the validity or otherwise of Postal Ballot / E-Voting will be final.  
E. Members may also note that the Postal Ballot Notice will also be available on the Company’s Website viz. [www.dishtv.in](http://www.dishtv.in) for downloading.  
F. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions [“FAQs”] and e-voting manual for shareholder available at downloads section of <https://www.evoting.nsdl.com/> or contact NSDL at the toll free No. 1800-222-990. For any further clarifications, you may also contact the following officials:

Contact Details	
<b>Company</b>	<b>Dish TV India Limited</b> , Corp Office: FC – 19, Sector 16A, Noida – 201 301, Uttar Pradesh, E-mail: investor@dishtv.in, Tel. No. : 0120- 2467005/2467000
<b>Registrar &amp; Transfer Agent</b>	<b>Link Intime India Private Limited</b> , Unit: Dish TV India Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083. Tel. No. 022-49186000, Fax- 022 – 49186060, E-mail: rnt.helpdesk@linkintime.co.in
<b>Scrutinizer</b>	Mr. Jayant Gupta, Practicing Company Secretary, E-mail: pcs.jga@gmail.com
<b>E-voting Agency / Contact details of the person responsible to address the grievances connected with the electronic voting</b>	<b>National Securities Depository Limited</b> , Mr. Amit Vishal-022-24994360 / Mr Rajiv Ranjan-022-24994738, 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. E-mail: evoting@nsdl.co.in Toll Free No. : 1800-222-990

- G. Members can also update their mobile number and E-mail Id in the user profile details of the folio, which may be used for sending future communications.
- H. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date viz. October 13, 2017.

- I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of E-Voting or voting by Postal Ballot.
- J. The Company has appointed Mr. Jayant Gupta, Practicing Company Secretary as Scrutiniser for providing facility to the members of the Company to scrutinize the voting and E-Voting process in a fair and transparent manner.
- K. The Scrutinizer shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers' report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Postal Ballot Notice and submit the same forthwith to the Chairman and Managing Director of the Company.
- L. The result of the Postal Ballot will be declared / announced on **Saturday, the 25<sup>th</sup> day of November, 2017** at the Registered Office of the Company. The results along with the Scrutinizers' Report shall be placed on the website of the Company viz. www.dishtv.in and on the notice board of the Company at its Registered Office and Corporate Office after the declaration of result. The results shall also be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE POSTAL BALLOT NOTICE DATED OCTOBER 11, 2017 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THERETO**

**ITEM NO. 1**

The Company has received communication referring a family arrangement amongst the exiting Promoters of the Company and consequently a request for re-classification of Dr. Subhash Chandra and Mr. Ashok Kumar Goel, their respective family members / relatives and / or the entities controlled by them and / or persons acting in concert with them (whether or not holding any shares in the Company) from "Promoters" of the Company to Public.

The Company has also received a request from Mr. Ashok Mathai Kurien, who presently is also a Promoter and Non-Executive Director of the Company, to re-classify him, his family members / relatives and / or the entities controlled by him and / or persons acting in concert with him (whether or not holding any shares in the Company) from "Promoter" of the Company to Public.

The Promoters/ Promoter group entities who themselves, or through entities controlled by them and / or their respective family members / relatives, who shall be re-classified from the category of "Promoter and Promoter Group" to the "Public" category are:

- 1 Mr. Ashok Mathai Kurien and his family members / relatives / the entities controlled by them\*;
- 2 Ambience Business Services Private Limited (Entity controlled by Mr. Ashok Mathai Kurien);
- 3 Mr. Ashok Kumar Goel and his family members / relatives / the entities controlled by them\*;
- 4 Dr. Subhash Chandra and his family members / relatives / the entities controlled by them\*;
- 5 Direct Media Solutions LLP (Entity part of Dr. Subhash Chandra & family);
- 6 Manaaska Fashions LLP (Entity part of Dr. Subhash Chandra & family);
- 7 Jay Properties Private Limited (Entity part of Dr. Subhash Chandra & family);
- 8 Spirit Textiles Private Limited (Entity part of Dr. Subhash Chandra & family);
- 9 Essel Media Ventures Limited (Entity part of Dr. Subhash Chandra & family).

*\* It includes their respective family members / relatives and / or the entities controlled by them and / or persons acting in concert with them (whether or not holding any shares in the Company).*

For the purpose of this Resolution, applicable SEBI Regulations, including Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the term 'family members / relatives' do not include the Promoters who shall continue to be the Promoters of the Company (viz. Mr. Jawahar Lal Goel and his family members / relatives, whether or not holding any shares in the Company).

Further, continuing promoters can continue as Key Managerial Personnel and / or may be appointed as Key Managerial Personnel, as may be required.

In terms of the above resolution, the consent of the members of the Company is *inter-alia* sought for the re-classification of the Outgoing Promoters - Dr. Subhash Chandra, Mr. Ashok Kumar Goel and Mr. Ashok Mathai Kurien and entities identified as Promoter Group and persons acting in concert with them (including family members / relatives/ the entities controlled by them who do not hold any shares in the Company, but excluding those family members / relatives, who are not part of Outgoing Promoters and shall continue as promoters of the Company), from the "Promoter & Promoter Group" category to "Public" category.

The Outgoing Promoters meet the requirements for re-classification under applicable provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Outgoing Promoters shall not directly or indirectly, exercise control, over the affairs of the Company, nor shall have any special rights through formal or informal arrangements or shareholding agreements and shall only exercise those rights in the Company which are exercisable by an ordinary shareholder.

The Board of Director have accorded its consent to the re-classification of the above mentioned Outgoing Promoters of the Company from the category of "Promoter and Promoter Group" to the "Public" category, subject to such approvals as may be required, including the approval of Members of the Company and the requisite regulatory authorities. Accordingly, the consent of the members is sought for passing a Resolution through Postal Ballot.

The Company would make necessary applications to the National Stock Exchange of India Limited and BSE Limited and any other relevant authority, wherever required, to obtain their approval for re-classification of the aforementioned Outgoing Promoters.

Upon the receipt of requisite approvals, the Outgoing Promoters viz. Dr. Subhash Chandra, Mr. Ashok Kumar Goel and Mr. Ashok Mathai Kurien, the entities controlled by them respectively, along with their respective family members / relatives and persons acting in concert with them (whether or not holding any shares in the Company) shall not be considered as Persons Acting in concert and / or relatives of the existing promoters for the purpose of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except (a) Mr. Jawahar Lal Goel (Chairman & Managing Director of Company), who is the brother of Dr. Subhash Chandra & Mr. Ashok Kumar Goel and holds 176,800 fully paid equity shares in the Company (constituting approx. 0.02% of the Share Capital of the Company) and (b) Mr. Ashok Mathai Kurien, a Non – Executive Director of Company and who holds 1,174,150 fully paid equity shares in the Company (constituting approx. 0.11% of the Share Capital of the Company), to the extent of their shareholding in the Company, are in any way, concerned or interested, financially or otherwise, in the Resolution.

By Order of the Board  
For **DISH TV INDIA LIMITED**

Sd/-  
**RANJIT SINGH**  
Company Secretary  
Membership No. A15442

Place: Noida  
Date: October 11, 2017

Encl:- 1. Postal Ballot Form  
2. Self-Addressed Postage Pre-Paid Envelope