

March 29, 2016

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal street, Mumbai – 400 001
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**Sub: Declaration of Result of Postal Ballot**

Dear Sirs,

This is with reference to our earlier intimation(s) with regard to Postal Ballot of Dish TV India Limited.

Pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') including Regulation 44(3), we would like to inform you that on **March 29, 2016**, the Members of the Company have accorded their approval with requisite majority through Postal Ballot Mechanism (including e-voting) for the Special Resolutions mentioned below. The said Postal Ballot was conducted in accordance with Section 110 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions of the Companies Act, 2013 and Listing Regulations.

<b>Resolution No.</b>	<b>Resolution Description</b>
1	Special Resolution for Amendments to Objects Clause of the Memorandum of Association
2	Special Resolution for Amendment to Clause IV of the Memorandum of Association

In terms of Section 110 of the Companies Act, 2013 read with rules made thereunder, Members consent was sought for the Special resolutions enumerated in the Postal Ballot Notice dated February 3, 2016. The Postal Ballot Notice along with Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereunder along with the Postal Ballot Forms and self-addressed pre-paid Business Reply Envelope was dispatched / sent through e-mail, to the Members of the Company whose names(s) appeared in the Register of Members/ Record of Depositories on Friday, the 12<sup>th</sup> day of February 2016, the cut-off date fixed for the said purpose.

In addition to the option for Physical Voting, the Company had offered E-Voting facility (on NSDL platform) as an alternative for its Members which enabled them to cast votes electronically, instead of voting through the Physical Postal Ballot form. The Physical Postal Ballot Voting and E-Voting commenced from Thursday, the 25<sup>th</sup> day of February 2016 at 9:00 A.M. and ended on Friday, the 25<sup>th</sup> day of March 2016 at 6:30 P.M.

Mr. Jayant Gupta, Practising Company Secretary, who was appointed as Scrutinizer for conducting the aforesaid Postal Ballot process in a fair and transparent manner, has issued his report on March 29, 2016 and based on the said Report, the Company has today i.e March 29, 2016, declared that the Special resolutions, mentioned above, has been approved with requisite majority and shall be deemed to have been on March 25, 2016, in terms of Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable provisions, if any.

**Brief Details of Postal Ballot Form sent and Postal Ballot Forms received / e-voted**

1	Total number of Postal Ballot Forms issued and dispatched (Both Physical & Electronic)	156,024
2	Number of Physical Postal Ballot Forms received Less : Found invalid Net Valid Physical Postal Ballot Forms	93 (12) 81
3	Number of Voters/ Folios voted Electronically	580
4	Total Folios / Voters	661

Result of the Voting conducted through Postal Ballot Mechanism on the Special Resolutions mentioned above, under Section 110 of the Companies Act, 2013 read with Rules made thereunder and Listing Regulations, is as follows:

**POSTAL BALLOT VOTING RESULT SUMMARY**

**RESOLUTION NO. 1:**

PARTICULARS	Physical Votes	E-Votes	Aggregate Votes	% of Votes received
Assents for the Resolution	128629	852351273	852479902	99.98
Dissents to the Resolution	4	131960	131964	0.02
Total Valid Postal ballots/ Votes	128633	852483233	852611866	100.00
Abstained from Voting	14	0	14	
<b>RESULT- APPROVED</b>				

**RESOLUTION NO. 2:**  
**ESSEL GROUP**

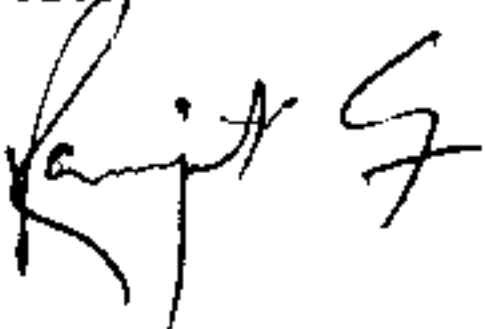
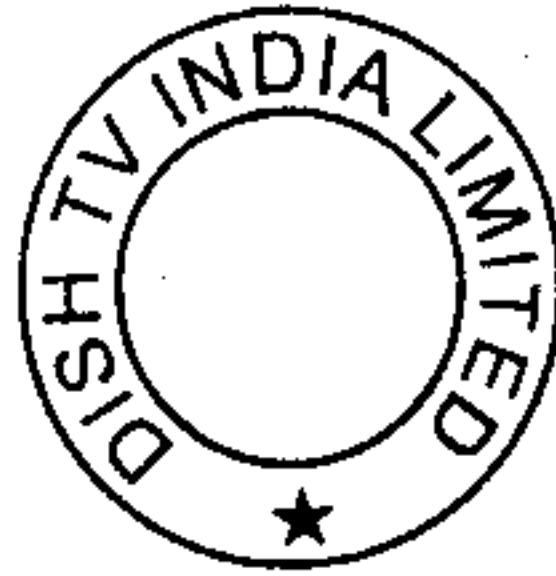
PARTICULARS	Physical Votes	E-Votes	Aggregate Votes	% of Votes received
Assents for the Resolution	128400	852472094	852600494	100.00
Dissents to the Resolution	12	13091	13103	0.00
Total Valid Postal ballots/ Votes	128412	852485185	852613597	100.00
Abstained from Voting	235	0	235	
<b>RESULT- APPROVED</b>				

Pursuant to Listing Regulations, please find enclosed herewith a Copy of the Scrutinizer's Report dated March 29, 2016 submitted by the Scrutinizer viz Mr. Jayant Gupta, Practicing Company Secretary along with the details of the Voting Result issued by Sharepro Services (India) Private Limited, the Company's Registrar and Share Transfer Agent in terms of Regulation 44(3). The result is also being placed on the Company's website viz. [www.dishtv.in](http://www.dishtv.in) along with copy of Scrutinizer Report.

We request you to kindly take the above intimation on record

Thanking You,

For Dish TV India Ltd.

**Ranjit Singh**  
**Company Secretary**  
 Membership No. - A15442

Encl:

- (1) Scrutinizer Report dated March 29, 2016
- (2) Voting Result in terms of Regulation 44(3)

# JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

March 29, 2016

**The Chairman**  
**Dish TV India Limited**  
B-10, Essel House,  
Lawrence Road Industrial Area,  
Delhi-110035

**Subject: Report on result of passing shareholder's resolution(s) by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with rules made thereunder**

Dear Sir,

This is with reference to my appointment as a Scrutinizer by the Board of Directors of "Dish TV India Limited" (hereinafter referred to as 'the Company') at its meeting held on February 3, 2016, in terms of Section 110 of the Companies Act, 2013 read with rules made thereunder for the purpose of conducting the Postal Ballot and ascertaining the results of voting on the Resolutions (both physical and electronic) to be passed by means of Postal Ballot Mechanism. My responsibility as the Scrutinizer for overseeing and reporting on the voting process is restricted to verifying and submitting my report on the votes cast 'in favor' or 'against' the resolution(s) based on the Postal Ballot Forms submitted by the Shareholders of the Company and on the report generated from the system provided by National Securities Depository Limited ('NDSL'), the authorised service provider of electronic voting facility to the said shareholders of the Company.

The Company had sought the approval of its Members through the Postal Ballot Mechanism for the following Special Resolutions through its Postal Ballot Notice dated February 03, 2016:

**RESOLUTION NO. 1:**

Special Resolution for Amendments to Objects Clause of the Memorandum of Association

**RESOLUTION NO. 2:**

Special Resolution for Amendment to Clause IV of the Memorandum of Association

The information, in respect of the details of the Members of the Company eligible for voting under the Postal Ballot Process and their voting rights were furnished to me by the Company and the Registrar and Transfer Agent of the Company viz. Sharepro Services (India) Private Limited. The Company also furnished all the other relevant and required details in respect of the Postal Ballot Mechanism through which the approval of the Members of the Company for the abovementioned resolutions were sought.

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Further, as per the Report generated from the E-Voting platform of National Securities Depository Limited ('NSDL'), and upon scrutiny of physical Postal Ballot Forms received from Members of the Company, I hereby submit my report as under:

1. The Company on Wednesday, the **24<sup>th</sup> day of February 2016** completed the dispatch of Postal Ballot Notices (both physically and electronically) along with Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereunder along with the Postal Ballot Forms and self-addressed pre-paid Business Reply Envelope to the Members of the Company whose names(s) appeared in the Register of Members/ Record of Depositories on Friday, the **12<sup>th</sup> day of February 2016**, the cut-off date fixed for the said purpose.
2. In addition to the option for Physical Voting, the Company had offered E-Voting facility (on NSDL platform) as an alternative for its Members which enabled them to cast votes electronically, instead of voting through the Physical Postal Ballot form. E-Voting was optional and Members had to logon to the NSDL E-voting platform viz. <https://www.evoting.nSDL.com/> and cast their vote electronically. The Company had informed its Members that each Member had to opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. In case Member(s) casted their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-voting was to be treated as prevailing and the Physical voting as invalid. However, none of the members voted both physically and electronically.
3. The Physical Postal Ballot Voting and E-Voting commenced from Thursday, the **25<sup>th</sup> day of February 2016** at 9:00 A.M. and ended on Friday, the **25<sup>th</sup> day of March 2016** at 6:30 P.M.
4. The Members were required to complete the Postal Ballot Form. The Physical Postal Ballot forms were required to be sent to the Scrutinizer at the Corporate Office of the Company at FC-19, Sector 16A, Noida- 201301, U.P., on or before 6:30 P.M. on March 25, 2016. The Members desirous to vote at the aforementioned resolution(s), electronically, were required to cast their votes on the NSDL Platform on or before 6:30 P.M. on March 25, 2016.
5. Particulars of all the Postal Ballots (physical and electronic) received from the Members of the Company have been entered in a Register separately maintained for the purpose.
6. The report on the E- Voting carried out by the Members was downloaded by me from the NSDL website through my unique Scrutinizer's login, built in the NSDL platform for scrutiny of votes casted electronically in the presence of two independent witnesses not in the employment of the Company on March 25, 2016.
7. The sealed physical Postal Ballot Forms received by me were kept under my safe custody before commencing scrutiny of such postal ballot forms.
8. The Physical Postal Ballot Forms received were opened and scrutinized by me.



9. All postal ballot forms (both for e-voting and physical voting) received on or before 6:30 P.M. on March 25, 2016 viz. the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were considered for scrutiny and any Postal Ballot Form received thereafter have not been taken into account.
10. Postal Ballot Forms with the defects as mentioned in the instructions of the Postal Ballot Form were treated as invalid and were not considered.
11. The number of votes stated in the following table also represents the paid up share capital against these votes, as the share capital of the Company is divided into Equity shares of Re. 1/- each fully paid up. Shareholders of partly paid shares were not eligible to participate in the Postal Ballot Mechanism, on account of un-paid calls.

**Relevant dates under the Postal Ballot Mechanism were as under:**

1.	The date of determination of entitlement to receive Postal Ballot Forms ('Cut-Off Date')	February 12, 2016
2.	Date of completion of dispatch of Postal Ballot Notice (Physical and Electronic) and other enclosures thereon together with Postal Ballot Form(s) and Business Reply Envelope.	February 24, 2016
3.	Date of Public Announcement with respect to completion of dispatch of Postal Ballot Forms in two newspapers: <ul style="list-style-type: none"> <li>• Business Standard - English daily (Nation-wide Circulation) and</li> <li>• Business Standard - Hindi daily (Delhi Edition)</li> <li>•</li> </ul>	February 25, 2016
4.	Date and time by which Postal Ballot Forms were to be received from members	March 25, 2016 (on or before 6:30 P.M.)

I report that I personally visited the Corporate office of the Company located at FC - 19, Sector 16 A, Film City, Noida, Uttar Pradesh -201 301 from time to time and obtained the custody of the sealed envelopes containing Postal Ballot Forms.

The total number of sealed envelopes received on or before 6:30 P.M. on March 25, 2016 were 91(nos.) containing 93 Postal Ballot Forms. The sealed envelopes were opened on March 25, 2016. I did not find any defaced or mutilated Postal Ballot Form.

Further, the Company has received 2737 sealed envelopes containing Postal Ballot Forms along with Postal Ballot notices and Business Reply Envelopes, which were posted to the registered shareholders of the Company but returned undelivered. These envelopes were not opened and were separately kept in the safe custody of the Company Secretary of the Company.



**A brief summary of the scrutiny process is as under:**

1	Total number of Postal Ballot Forms issued and dispatched (Both Physical & Electronic)	156,024
2	Number of Physical Postal Ballot Forms received	93
	Less : Found invalid	(12)
	Net Valid Physical Postal Ballot Forms	81
3	Number of Voters/ Folios voted Electronically	580
4	Total Folios / Voters	661

**The Particulars of voting on each resolution is as follows:**

**RESOLUTION NO. 1:**

PARTICULARS	Physical Votes	E-Votes	Aggregate Votes	% of Votes received
Assents for the Resolution	128629	852351273	852479902	99.98
Dissents to the Resolution	4	131960	131964	0.02
Total Valid Postal ballots/ Votes	128633	852483233	852611866	100.00
Abstained from Voting	14	0	14	

**RESOLUTION NO.2:**

PARTICULARS	Physical Votes	E-Votes	Aggregate Votes	% of Votes received
Assents for the Resolution	128400	852472094	852600494	100.00
Dissents to the Resolution	12	13091	13103	0.00
Total Valid Postal ballots/ Votes	128412	852485185	852613597	100.00
Abstained from Voting	235	0	235	



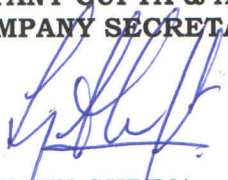
**Summary of reasons for rejection of the Postal Ballots:**

Remarks	No. of Ballot Forms	No. of Votes
Ballot forms not signed and incomplete	10	965
Signature Mis-match	2	72
<b>Total</b>	<b>12</b>	<b>1037</b>

The Postal Ballot Forms and all other related records are kept in my custody and shall be handed over to Mr. Ranjit Singh, Company Secretary, who is authorized by the Board to supervise the Postal Ballot process.

Since the number(s) of vote(s) cast in favour of each of the resolutions 1 and 2 are more than three times the number of votes cast against that resolution, I hereby report that all the above said special resolutions (S. No. 1 to 2) have been duly passed with requisite majority. You may accordingly declare the result of the voting by Postal Ballot.

**JAYANT GUPTA & ASSOCIATES  
COMPANY SECRETARIES**

  
**(JAYANT GUPTA)  
SCRUTINIZER  
CP No.: 9738**



**DISH TV INDIA LIMITED**

**AGENDA - WISE DISCLOSURE:**

Resolution required: 1		Special						
Whether promoter/ interested in the agenda/resolution?	promoter group are	No.	No.					
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3) = $[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of votes against on votes polled (7) = $[(5)/(2)] * 100$
	Resolution No. : 1	Special Resolution						
Promoter and Promoter Group	E-voting	686878060	686878060	100.00	686878060	NIL	100.00	NIL
	Postal Ballot (if applicable)	N.A.	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	686878060	686878060	100.00	686878060	NIL	100.00	NIL
Public – Institutions	E-voting	272747303	165454871	60.66	165329871	125000	99.92	0.08
	Postal Ballot (if applicable)	NIL	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	272747303	165454871	60.66	165329871	125000	99.92	0.08
Public – Non Institutions	E-voting	106201569	150302	0.14	143342	6960	95.37	4.63
	Postal Ballot (if applicable)	N.A.	128633	0.12	128629	4	99.99	0.00
	Total	106201569	278935	0.26	271971	6964	97.50	2.50
<b>Total</b>		<b>1065826932</b>	<b>852611866</b>	<b>79.99</b>	<b>852479902</b>	<b>131964</b>	<b>99.98</b>	<b>0.02</b>



**DISH TV INDIA LIMITED**

Resolution required: 2		Special									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour polled (6) = [(4)/(2)]*100	% of votes against polled (7) = [(5)/(2)]*100			
<b>Resolution No. : 2 Special Resolution</b>											
Promoter and Promoter Group	E-voting	686878060	686878060	100.00	686878060	0	100.00	0.00			
	Postal Ballot (if applicable)	N.A	0	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total	686878060	686878060	100.00	686878060	0	100.00	0.00			
Public – Institutions	E-voting	272747303	165454871	60.66	165451130	3741	100.00	0.00			
	Postal Ballot (if applicable)	NIL	0	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total	272747303	165454871	60.66	165451130	3741	100.00	0.00			
Public – Non Institutions	E-voting	106201569	152254	0.14	142904	9350	93.86	6.14			
	Postal Ballot (if applicable)	N.A	128412	0.13	128400	12	100.00	0.00			
	Total	106201569	280666	0.26	271304	9362	96.66	3.34			
<b>Total</b>		<b>1065826932</b>	<b>852613597</b>	<b>80.00</b>	<b>852600494</b>	<b>13103</b>	<b>100.00</b>	<b>0.00</b>			

