

## DECLARATION OF RESULT BY POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Board of Directors of the Company has accorded its approval to conduct a Postal ballot to seek consent of the members of the Company for the Special resolution to be passed through Postal Ballot, as specified in the Notice dated 24<sup>th</sup> August, 2017 (the "Said Notice")

The Company had appointed Mr. Saumitra B Mujumdar, Practising Company Secretary (ACS: 30938, CP: 12363), Mumbai, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer has submitted his report on 29<sup>th</sup> September, 2017.

On the basis of the report submitted by the Scrutinizer, the Company hereby declares that the following special resolution has been passed by requisite majority and such resolution is deemed to have been passed on the date of this report i.e. 29<sup>th</sup> September, 2017.

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) read with the applicable rules thereof, and in line with good corporate governance norms, the provisions of Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary, including but not limited to from the Central and / or State Government(s) and/or local authorities, departments, institutions, bodies, banks, financial institutions and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any such authority, institution or body, while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of Dish TV India Limited ("Dish TV") or Dish TV Videocon Limited, as the case maybe, consent of the Members of the Company be and is hereby accorded to transfer, sell, hive-off or otherwise dispose off, assign, convey and deliver or cause to be sold, assigned, transferred and delivered, the Company's non-core business (including set top boxes, dish antenna, and related services) together with its respective assets and liabilities (including employees/contracts etc pertaining to such business), hereinafter the "Infra support undertaking", as a going concern on a 'slump sale basis', subject to, and

### Videocon d2h Limited

**Corporate Office:** 1st Floor, Techweb Centre, New Link Road, Near Mega Mall, Oshiwara, Mumbai - 400 102

☎ +91-22 42 555 000 ☎ +91-22 42 555 050

**Registered Office:** Auto Cars Compound, Adalat Road, Aurangabad - 431 005 Maharashtra

☎ +91-240-2320750 ☎ +91-240-2335755

[www.videocond2h.com](http://www.videocond2h.com)

CIN : U92100MH2002PLC137947

upon the Scheme of Arrangement among the Company, Dish TV and their respective Shareholders and Creditors ("Scheme"), being made effective (when such "Infra support undertaking" shall become part of the merged entity, i.e., Dish TV Videocon Limited), by way of business transfer agreement or in such other manner as may be decided by the Board of Dish TV or Dish TV Videocon Limited, as the case maybe, for a consideration not less than the Book Value of the Infra support undertaking. The transfer of such Infra support undertaking from the merged entity, i.e., Dish TV Videocon Limited (i.e. the holding company) to Dish Infra (its wholly owned subsidiary) shall be effective from the appointed date of the Scheme i.e. October 01, 2017, or such other date as may be decided by the Board of Directors of Dish TV or Dish TV Videocon Limited, as the case maybe.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf) be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling contracts, deeds, undertakings, and other documents, file applications, and make representations in respect thereof and seek the requisite approvals, consents, permissions and sanctions as may be applicable, including but not limited to from the Central and / or State Government(s) and/or local authorities, departments, institutions, bodies, agencies, banks and financial institutions, suitably inform and apply to all the concerned authorities, institutions or bodies, including in respect of the requirements of the Central and / or State Government(s) and/or local authorities, including but not limited to courts, municipal authorities, Registrar of Companies, custom authorities, excise authorities, Income Tax Authorities, GST / Sales Tax Authorities, VAT authorities, any other regulatory authorities and / or to represent the Company before the said authorities, institutions or bodies, and to sign and submit such applications, letters, forms, returns, deeds, documents and to settle any question, difficulty, doubt that may arise, if any with regard to this dealing, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## Videocon d2h Limited

Corporate Office: 1st Floor, Techweb Centre, New Link Road, Near Mega Mall, Oshiwara, Mumbai - 400 102

+91-22 42 555 000 +91-22 42 555 050

Registered Office: Auto Cars Compound, Adalat Road, Aurangabad - 431 005 Maharashtra

+91-240-2320750 +91-240-2335755

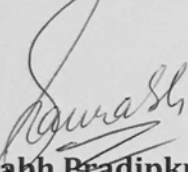
[www.videocond2h.com](http://www.videocond2h.com)

CIN : U92100MH2002PLC137947

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution, to any Director(s), or to any committee of Director or any other officer(s) / Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

Thanking you,

Yours sincerely,  
for **Videocon d2h Limited**



**Saurabh Pradipkumar Dhoot**  
**Whole-time Director**  
**(DIN: 00970362)**

Date: **29<sup>th</sup> September, 2017**

Place: **Mumbai**

Encls.: a/a

## **Videocon d2h Limited**

**Corporate Office:** 1st Floor, Techweb Centre, New Link Road, Near Mega Mall, Oshiwara, Mumbai - 400 102

☎ +91-22 42 555 000 ✉ +91-22 42 555 050

**Registered Office:** Auto Cars Compound, Adalat Road, Aurangabad - 431 005, Maharashtra

☎ +91-240-2320750 ✉ +91-240-2335755

[www.videocond2h.com](http://www.videocond2h.com)

CIN : U92100MH2002PLC137947

13, Indiranagar, 25/26 Erandawana,  
Near Deenanath Mangeshkar Hospital,  
Pune 411 004  
Mobile +919890658551  
Email : sbmujumdar@gmail.com

**Soumitra B. Mujumdar**  
BFT, PGDIB, ACS  
Practising Company Secretary

### SCRUTINIZER'S REPORT

**To,**  
**Videocon d2h Limited**  
Auto Cars Compound,  
Adalat Road, Aurangabad – 431 005.



Dear Sirs,

**Sub: Scrutinizer's Report on Postal Ballot conducted by Videocon d2h Limited, (the Company), pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.**

1. I, Soumitra B. Mujumdar, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of the Company on 24<sup>th</sup> August, 2017, for conducting & scrutinizing the postal ballot process in a fair and transparent manner pursuant to provisions of Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of following business:

**Special Resolution for transfer, sell, hive-off or otherwise dispose off, assign, convey and deliver or cause to be sold, assigned, transferred and delivered, the Company's non-core business of infra support services (including set top boxes, dish antenna, and related services), subject to, and upon the Scheme of Arrangement between the Company and Dish TV India Limited being made effective, and such infra support services business becoming part of the merged entity – Dish TV Videocon Limited ("Dish TV Videocon"), from Dish TV Videocon to its wholly owned subsidiary, Dish Infra Services Private Limited**

2. Accordingly, after completing my detailed verification of physical postal ballot forms received, I submit my report as under:
  - The Company has on 29<sup>th</sup> August, 2017 completed the dispatch of Postal Ballot Notice along with Postal Ballot Form through courier, along with a self-addressed postage business reply envelope to the members of the Company, seeking their approval in respect of aforesaid Special Resolution.
  - Particulars of all the Postal Ballot Forms received from the Members have been entered in Register separately maintained for the purpose.



13, Indiranagar, 25/26 Erandawana,  
Near Deenanath Mangeshkar Hospital,  
Pune 411 004  
Mobile +919890658551  
Email : sbmujumdar@gmail.com

**Soumitra B. Mujumdar**  
BFT, PGDIB, ACS  
Practising Company Secretary

- The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- The details of postal ballot forms were scrutinized by me and the shareholding was matched / confirmed with the Register of Members of the Company/ list of Beneficial Owners received from the Depositories as on 21<sup>st</sup> August, 2017.
- All postal ballot forms received upto 17.00 hours on 28<sup>th</sup> September, 2017, the last date and time fixed by the Company for receipt of the said forms were considered for my scrutiny.

3. A summary of the Postal Ballot Forms received and E-voting for the aforesaid Special Resolution is given below:

(a) Category-wise

Resolution required: (Ordinary/ Special)	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/ Resolution ?	The Promoters of the Company and their respective relatives may be deemed to be concerned or interested in the above resolution only to the extent of their shareholding in the Company.							
Category	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 on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	216341600	102291472	47.28	102291472	0	100.00	0.00
	Total	216341600	102291472	47.28	102291472	0	100.00	0.00
Public-Institutions	Postal Ballot	0	0	0.00	0	0	0	0.00
	Total	0	0	0.00	0	0	0	0.00
Public-Non Institutions	Postal Ballot	205123000	128627960	62.71	128614360	13600	99.99	0.01
	Total	205123000	128627960	62.71	128614360	13600	99.99	0.01
<b>Total</b>		<b>421464600</b>	<b>230919432</b>	<b>54.79</b>	<b>230905832</b>	<b>13600</b>	<b>99.99</b>	<b>0.01</b>



13, Indiranagar, 25/26 Erandawana,  
Near Deenanath Mangeshkar Hospital,  
Pune 411 004  
Mobile +919890658551  
Email : sbmujumdar@gmail.com

**Soumitra B. Mujumdar**  
BFT, PGDIB, ACS  
Practising Company Secretary

(b) General:

Particulars	No. of postal ballot forms	Total No. of shares	% to total shareholdings
Total postal ballot forms couriered	511	421464600	100.00
Total No. of Postal Ballot forms received*	36	230919432	54.79
Total No. of members who abstained from voting	0	0	0.00

\*The total holding of Deutsche Bank Trust Company Americas is 14,99,99,604. However it has voted for 7,80,19,160 Equity Shares.

4. Details of votes in Favour/Against / Invalid and Abstained as per postal ballot forms, received by the Company:

Mode	Ballots Received	Total Votes Cast	In favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Physical	36	230919432	36	230905832	1	13600	0	0
Total	36	230919432	36	230905832	1	13600	0	0

\*Deutsche Bank Trust Company Americas has voted in favour of the resolution for 7,80,05,560 Equity Shares and voted against the resolution for 13,600 Equity Shares

5. The Summary of aforesaid postal ballot forms received is as under:

Particulars	A			B		
	In favour			Against		
	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled
Resolution	36	230905832	99.99	1	13600	0.01

6. The postal ballot and all other papers relating to postal ballot, shall be under my safe custody till the chairman signs the minutes and thereafter, the ballot papers and other related papers or register shall be handed over to Mr. Avanti Kumar Kanthaliya, Chief Financial Officer of the Company.
7. Accordingly, the above Special Resolution as set out in the Postal Ballot Notice dated 24<sup>th</sup> August, 2017 stands approved by the members of the Company with requisite majority.



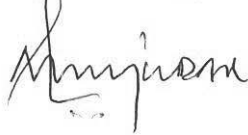
13, Indiranagar, 25/26 Erandawana,  
Near Deenanath Mangeshkar Hospital,  
Pune 411 004  
Mobile +919890658551  
Email : sbmujumdar@gmail.com

**Soumitra B. Mujumdar**  
BFT, PGDIB, ACS  
Practising Company Secretary

8. You may accordingly declare the results of the voting by Postal Ballot.

Thanking you,

Yours faithfully,



**Soumitra B. Mujumdar**  
**Practising Company Secretary**  
**ACS: 30938, CP: 12363**

Date: 29<sup>th</sup> September, 2017.  
Place: Mumbai