

DISH TV INDIA LIMITED

Regd. Office: 18th Floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013
 Corporate Office: FC-19, Sector-16A, Noida, Uttar Pradesh - 201 301
 Tel No.: 0120 – 5047005/5047000, Fax No.: 0120 – 4357078
 Website: www.dishd2h.com, E-mail: investor@dishd2h.com, CIN: L51909MH1988PLC287553

NOTICE

Notice is hereby given that the 31st (Thirty First) **Annual General Meeting ('AGM')** of the Members of Dish TV India Limited will be held on Thursday, the 19th day of September, 2019 at 11:00 A.M. (IST) at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, to transact the following businesses:

ORDINARY BUSINESSSES:

1. Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon

To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards (Ind-AS) on a standalone and consolidated basis, for the financial year ended March 31, 2019, including the Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Ashok Mathai Kurien (DIN-00034035), Director liable to retire by rotation

To appoint a Director in place of Mr. Ashok Mathai Kurien (DIN-00034035), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. To confirm the Interim Dividend paid on Equity Shares for the Financial Year 2018-19

To confirm the payment of Interim Dividend of INR 0.50 per equity share of face value of INR 1 each, already paid during the Financial Year 2018-19, as the final dividend for the Financial Year 2018-19.

SPECIAL BUSINESSSES:

4. Ratification of remuneration of Cost Auditors for the financial year 2019-20

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a cost audit fee of ₹ 4,50,000 (Rupees Four Lakh Fifty Thousand Only), excluding applicable taxes, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to M/s Chandra Wadhwa & Co., [Firm Registration No. 00239], Cost Accountants, as the Cost Auditors of the Company, to conduct the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2020.”

5. Appointment of Mr. Shankar Aggarwal (DIN - 02116442) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and

Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, Mr. Shankar Aggarwal (DIN - 02116442) who was appointed as an Additional Director in the category of Independent Director by the Board of Directors of the Company pursuant to Section 161 and other applicable provisions of the Act, with effect from October 25, 2018 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) years, from the date of appointment i.e. October 25, 2018 to October 24, 2023.”

6. Appointment of Mr. Anil Kumar Dua (DIN - 03640948) as a Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, Mr. Anil Kumar Dua (DIN - 03640948), who was appointed by the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from March 26, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who would be liable to retire by rotation.”

7. Appointment of Mr. Anil Kumar Dua (DIN - 03640948) as a Whole-Time Director of the Company

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

“RESOLVED THAT pursuant to provisions of the Section 2(51), 2(94), 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the appointment of Mr. Anil Kumar Dua (DIN - 03640948), as a Whole-time Director (designated as Executive Director) of the Company, for a period of 3 (three) years, from the date of appointment i.e. March 26, 2019 to March 25, 2022, on the terms and conditions including remuneration, as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to fix, vary, reduce or amend the remuneration and other terms of his appointment from time to time, as it may deem expedient or necessary during the tenure of his appointment or generally to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

8. Continuation of directorship of Mr. Bhagwan Das Narang (DIN - 00826573) as an Non Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Bhagwan Das Narang (DIN - 00826573) as a ‘Non-Executive Independent Director’ of the Company, who will attain the age of 75 (seventy-five) years on April 12, 2020, to hold office for his remaining term of office i.e. up to the date of the Thirty Fourth (34th) Annual General Meeting of the Company to be held in the calendar year 2022.”

By order of the Board
For **Dish TV India Limited**

Ranjit Singh

Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: July 30, 2019

Registered Office:

18th Floor, A Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), which sets out the details relating to the Special Businesses to be transacted at the AGM, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Act read with the Companies (Management and Administration) Rules, 2014, a person shall not act as proxy for more than fifty (50) members and hold in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Any member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. A blank proxy form is being sent herewith. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies. All alterations made in the Form of Proxy should be initialed.
4. Corporate members intending to send their authorized representative(s) to attend the AGM are requested to send (in advance) at the Registered Office of the Company, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), pursuant to Section 113 of the Act, authorizing their representative(s) to attend and vote on their behalf at the AGM.
5. The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form are enclosed. Members / Proxy holder must bring the attendance slip (attached herewith) duly signed in accordance with their specimen signature(s) registered with the Company / Depository, to the meeting and handover it at the entrance of the meeting hall. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is named first in the order of names will be entitled to vote.

6. Route map and details of prominent land mark of the venue of the AGM is provided on the Attendance slip and forms part of this Notice calling the AGM.
7. Guidelines for attending the ensuing AGM of the Company:
 - a) Entry to the Auditorium/Hall will be strictly against entry coupon available at the counters at the venue of the AGM and against the exchange of duly filled in, signed and valid Attendance Slip.
 - b) Any briefcase/bags/eatables or such other articles are not allowed inside the Auditorium/Hall.
 - c) Member(s) are requested to bring their copy of the Annual Report of the Company to the meeting.
8. SEBI had vide Notification Nos. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and SEBI/LAD-NRO/GN/2018-19 dated November 30, 2018 read with circulars issued by BSE and NSE in this regard, directed that transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. Accordingly, Members holding securities in Physical form are requested to consider dematerialising shares held by them in physical form. However, the transfer deed(s) lodged prior to April 1 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline with Company's Registrar & Share Transfer Agent at the address mentioned above.
9. **Inspection:**
 - (a) All the documents referred to in the Notice and Annual Report will be available for inspection by the members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) from 2.00 PM to 4.00 PM up to the date of the AGM. The aforesaid documents will be also available for inspection by members at the venue of the AGM.
 - (b) The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and the Certificate from the Auditors of the Company certifying that Employees Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members' of the Company, will be available for inspection at venue of the AGM.
 - (c) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said meeting, provided he / she has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
10. Members desirous of obtaining any information / clarification concerning the Financial Statements for the Financial Year ended March 31, 2019, of the Company, may send their queries in writing at least seven days before the AGM to the Company Secretary at the Registered Office of the Company or at E-Mail Id : investor@dishd2h.com
11. Additional information, pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["the Listing Regulations"], on Directors recommended by the Board for appointment/re-appointment at the AGM forms part of the Notice. Their detailed profile also forms part of the Corporate Governance Report. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
12. The Notice, Annual Report and Attendance Slip are being sent in electronic mode to members whose E-Mail address are registered with the Company or the Depository Participants. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their E-Mail address with the Company or the Depository Participants or from whom the Company has received a request for a physical copy of the Annual Report. The said documents are also available for download and may also be accessed on the website of the Company viz. www.dishd2h.com.
13. Members who have received the Notice, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled-in Attendance Slip at the Registration Counter at the AGM.
14. Members are requested to notify immediately about any change in their postal address / E-Mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. Link Intime India Private Ltd having its office at C -101,247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Shareholders

holding Equity Shares of the Company in physical form may register their E-Mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by E-Mail, by sending appropriate communication on rnt.helpdesk@linkintime.co.in

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the RTA. In view of the SEBI Circular dated April 20, 2018, the Company, during the year, had sent letters and/or reminders to the members for updation of PAN and bank account details
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified
17. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
18. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
19. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
20. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / Demat form, the nomination form may be filed with the respective Depository Participant.
21. As per Section 118(1) of the Act read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, 'No gifts, gift coupons or cash in lieu of gifts' shall be distributed to the members at or in connection with the meeting.
22. The Board of Directors, in its meeting held on October 25, 2018 had declared an interim dividend @50% (₹ 0.50 per share) to the shareholders whose name appear in the register of members as on November 6, 2018, being the record date fixed for this purpose. Members who have not encashed or not received their dividend warrants may approach RTA of company for revalidating the warrants for obtaining duplicate warrants.
23. Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

As per Section 124 of the Act read with the IEPF Rules, the shares on which dividend remains unclaimed for seven consecutive years or more are required to be transferred to the Investor's Education and Protection Fund (IEPF). The shareholders can request the Company / RTA as per the prescribed provisions for claiming the shares out of the IEPF.

E-Voting

24. In compliance with Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is pleased to offer Remote E-Voting facility to the Members of the Company to exercise their right to vote at the Thirty first (31st) AGM by electronic means in respect of the resolutions contained in this notice of AGM. The facility of casting votes by a member using an electronic voting system (remote E-Voting) from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the businesses as detailed in the notice. Please note that Remote E-Voting is an alternate mode to cast votes and is optional. In case Members cast their vote both via physical ballot paper and E-Voting, then voting through E-Voting shall prevail and voting done by physical ballot paper shall be treated as invalid notwithstanding whichever option is exercised first.

25. The remote E-Voting period for all items of business contained in this notice of AGM shall commence from **Sunday the 15th day of September 2019 at 9.00 A.M. (IST)** and will end on **Wednesday the 18th day of September 2019 at 5.00 P.M. (IST)**. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
26. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is Thursday, September 12, 2019. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-Voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
27. The facility for voting through ballot paper / Tab, will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote E-Voting, will be able to exercise their right at the meeting through ballot paper/ Tab Voting. The members who have casted their vote by remote E-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
28. At AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by all those members who are present at the meeting but have not cast their votes by availing the remote E-Voting facility.
29. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738), as the Scrutinizer for conducting the E-Voting through electronic voting system or through ballot / polling paper / Tab Voting at the AGM, in a fair and transparent manner.
30. Members are requested to carefully read the instructions for E-Voting before casting their vote.
31. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than forty eight (48) hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
32. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. www.dishd2h.com and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of AGM.
33. **The instructions and process of E-Voting are as under:**
 - A. The details of the process and manner for remote e-voting are explained herein below:
 - Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 - Step 2:** Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

(v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

(vi) If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - (ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - (iii) Select "EVEN" (E-Voting Event Number) of 'Dish TV India Limited.' viz. 111463
 - (iv) Now you are ready for e-Voting as the Voting page opens.
 - (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- B. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company and Scrutiniser through e-mail to investor@dishd2h.com and pcs.jga@gmail.com with a copy marked to evoting@nsdl.co.in.
- C. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, September 12, 2019, may obtain the User ID and password by following process mentioned above or sending a request at evoting@nsdl.co.in or investor@dishd2h.com
- 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. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or seek clarification from the Company by sending e-mail to investor@dishd2h.com.
- E. You can also update your mobile number and E-Mail id in the user profile details of the folio which may be used for sending future communication(s).

By order of the Board
For **Dish TV India Limited**

Place: Noida
Date: July 30, 2019

Registered Office:

18th Floor, A Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

The Board at its meeting held on May 24, 2019, on the basis of the recommendation of the Audit Committee, had approved the re-appointment of M/s Chandra Wadhwa & Co., Cost Accountants (Firm registration No. 00239) as the Cost Auditors of the Company for the Financial Year 2019-20 at a cost audit fee of ₹ 450,000/- (Rupees Four lakh and Fifty Thousand Only) plus applicable taxes and other terms and conditions, subject to the confirmation, approval and ratification by the members at the meeting.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), ratification for the remuneration of the Cost Auditors by the members is sought, which is payable to the Cost Auditor for the Financial Year 2019-20, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

Your Board recommends the Ordinary Resolution as set out in Item No. 4 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee of the Board and after reviewing confirmation of independence received from Mr. Shankar Agarwal (DIN – 02116442) under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of the Company at its meeting held on October 25, 2018, had appointed Mr. Shankar Aggarwal (DIN – 02116442) as an Additional Director of the Company, in the category of Independent Director with effect from October 25, 2018. Pursuant to Section 161 (1) of the Act, Mr. Aggarwal will hold office till the date of this AGM. Appropriate notice has been received from a member proposing candidature of Mr. Aggarwal as an Independent Director of the Company pursuant to Section 160 of the Act. Under the opinion of the Board, Mr. Aggarwal is proposed to be appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from October 25, 2018 to October 24, 2023, whose appointment shall not be liable to retire by rotation. Mr. Aggarwal fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and is independent of the management.

Mr. Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority. Further, Mr. Aggarwal has given his consent to act as Director of the Company. The Company has received declaration(s) from Mr. Aggarwal that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations.

The Board of Directors is of the opinion that Mr. Aggarwal possesses requisite experience for providing an independent judgment to the Board and fulfills the conditions for appointment as an Independent Director in terms of Section 149 of the Act and Regulation 16 of the Listing Regulations.

The Board considers that based on his varied experience, his association would be of immense benefit to the Company and is desirable to avail services of Mr. Aggarwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Shankar Aggarwal as an Independent Director for a period of five (5) years with effect from October 25, 2018 to October 24, 2023.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure A.

Your Board recommends the Ordinary resolution as set out in Item No. 5 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Aggarwal (whose appointment is proposed in the resolution) are in any way concerned or interested in the resolution.

All documents referred to in the above item will be available for inspection at the Company's Registered Office for inspection on all working days, except Saturdays, Sundays and Public Holidays, between 2.00 PM to 4.00 PM up to the date of the AGM.

Item no. 6 and 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 26, 2019 approved the induction of Mr. Anil Kumar Dua (DIN: 03640948), who was hitherto working as Group Chief Executive Officer (CEO) of the Company, on the Board as an Additional Director (in the capacity of Executive Director) of the Company with effect from March 26, 2019.

Pursuant to Section 161(1) of the Act, Mr. Anil Kumar Dua holds office as an Additional Director till this AGM. The Company has received appropriate notice from a member proposing appointment of Mr. Dua as a Director of the Company and requisite consent has been received from Mr. Dua, pursuant to Section 152 of the Act for the said appointment. Mr. Dua is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

As per the provision(s) of the Act, an 'Executive Director' means a 'Whole-Time Director' and 'Whole-Time Director' includes a Director in the whole-time employment of the Company. Accordingly, your Board, basis the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dua as an Executive Director (in the capacity of Whole-time Director) of the Company, subject to your approval and such other regulatory approval(s), as may be required in this context.

Mr. Dua is an Independent Professional without any direct or indirect interest in the share capital of the Company and/or its subsidiary (ies) and is not related to any of the Directors or Promoters of the Company or its subsidiary (ies).

Mr. Dua is working as the Group Chief Executive Officer of your Company in the category of Whole-time Key Managerial Personnel with effect from May 17, 2017. He is a management professional with over 30 years of diversified experience including in the Entertainment Industry. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company felt that Mr. Dua is most competent and appropriate person to be appointed on the Board as a Whole-Time Director of the Company.

The Board proposes to appoint Mr. Dua as an Executive Director (in Whole-time capacity) of the Company, for a period of 3 years from March 26, 2019 to March 25, 2022, liable to retire by rotation.

Pursuant to the provision of Section 196 of the Act, the appointment of a whole-time director including the terms and conditions thereof is required to be approved by the members of the Company.

The information / statements pertaining to the terms and conditions of the appointment of Mr. Dua including remuneration thereof and information / statements pursuant to Paragraph (B) of Section II of Part II of Schedule V of the Act are given hereunder:

I. GENERAL INFORMATION:

- a) **Nature of Industry:** The Company is engaged in providing Direct-to-Home ('DTH') service comprising of distribution of satellite based television signals, constituting Channels, pursuant to a DTH license issued by the Ministry of Information & Broadcasting, Government of India (MIB). The Company is also into the business of providing Teleport Services to the broadcasters of various channels.
- b) **Date or expected date of commencement of commercial production:** Not applicable (Company is an existing company which started its production on October 2, 2003)
- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- d) **Financial Performance based on given indicators:** For Financial Year 2018-19 (₹ In Lakhs)

Total Revenue	405,007
EBITDA	47,768
Profit Before taxes	(168,550)
Profit After taxes	(128,942)
Basic / Diluted EPS (In ₹)	(6.70)
Total Assets	1,084,729
Shares Outstanding (No.)	1,841,287,514

The detailed balance sheet, profit & loss account and other financial statement forms part of the Annual Report 2018-19.

- e) Foreign investments or collaborations, if any: The Company has investment in its subsidiary named Dish TV Lanka (Private) Limited of ₹ 3 Lakhs.

II. INFORMATION ABOUT APPOINTEE:

- a. Background details:** Mr. Dua is an engineer from IIT, Delhi and an MBA from IIM, Ahmedabad. Mr. Dua has a career span of more than 30 years. He has worked with major brands such as Hindustan Unilever, Gillette and Hero Moto Corp. He has also served in the capacity of Managing Director of OTE Group which represents major franchise in Automobiles, electronic home appliances, tyres, batteries and lubricants with operations in Oman and UAE. Mr. Dua has a rich experience in various facets of business management such as Brand building, Marketing, Customer experience, Supply chain and Strategy. He has been working as Group Chief Executive Officer of your Company with effect from May 17, 2017.
- b. Past Remuneration:** Mr. Dua has been rendering services in the capacity of Group Chief Executive Officer of the Company. The Company has been paying remuneration to Mr. Dua in the capacity of Group Chief Executive officer, as approved by the Board and the detail of the remuneration paid to Mr. Dua is mentioned herein below and also forms part of Annexure to the Board's Report of the Company.

- c. Recognition or Awards:** Mr. Dua accomplished several remarkable achievements during his work span and has received the below recognition / awards:

- Campaign India A List - 2018, 2013, 2012
- Top Rankers Excellence Award for Strategic Leadership, 2017
- Oman Economic Review 100 most influential CEO's, 2016
- DMAi Marketer of the Year Award 2014 (Billion \$ Brand)
- Top Rankers Excellence Award for Marketing Leadership, 2014
- World Auto Forum - Best Marketing Head - 2013
- 50 Brand Leaders of India Award by the CMO Asia Council
- Power Brands Hall of Fame, Iconic Marketing & Communications professional of the year 2011
- IAA Marketer of the year - 2 wheelers
- World Brand Congress- CMO council - Best CMO of the year - 2 wheelers
- Pitch Exchange for Media - India's Top Marketers award, 2009

- d. Job Profile and its suitability:**

Mr. Dua devotes his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board, from time to time, and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company, including performing duties as assigned by the Board, from time to time, of serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any Committee of such company. In view of Mr. Dua's rich experience, dynamism and recognition, the Board of Directors of the Company believes that Mr. Dua would be the most suitable person to be appointed as Executive Director of the Company. Mr. Dua brings along with him an unparalleled industry insight, exemplary managerial capability and domain expertise which will continue to help the Company achieve its desired objectives and will continue to take progressive strides for the progress of the Company as well as the DTH industry.

- e. Remuneration Proposed:** Mr. Dua had been receiving remuneration from the Company in the capacity of Group Chief Executive Officer of the Company and on his appointment as the Executive Director with effect from March 26, 2019, the Board decided that the remuneration drawn by him hitherto as Group Chief Executive Officer, shall continue till March 31, 2019. The Nomination and Remuneration Committee and the Board, after elaborate discussions, approved the following remuneration to be paid to Mr. Dua with effect from April 1, 2019, in his capacity of the Executive Director and Group Chief Executive Officer of the Company:

a) Basic Salary:

₹ 12,68,560 per month with an authority to the Board of Directors to determine any merit based revisions from time to time, in the range of ₹ 10,00,000 to ₹ 20,00,000 per month.

b) Allowances and Perquisites:

In addition to the basic salary, Mr. Dua shall be entitled to:

i) Allowances as per the rules of the Company including Personnel Allowance, House Rent Allowance, Children Education Allowance, Leave Travel Allowance etc. which in aggregate shall be not exceeding ₹ 15,63,262 per month, with an authority to the Board of Directors to determine any revision from time to time in the range of ₹ 12,00,000 to ₹ 25,00,000 per month;

Perquisites as per the rules of the Company including club fees, personal accident and medical insurance, car related expense, telecommunication facilities at residence etc.

Perquisites shall be valued as per Income Tax Rules, wherever applicable or else at actual cost;

ii) Company's contribution to provident fund, gratuity and leave encashment as per the rules of the Company. Company's contribution to provident fund and gratuity (payable at a rate not exceeding half a month's salary for each completed year of service) and Encashment of accumulated leaves at the end of his tenure, shall not be included in the computation of the ceiling on remuneration payable.

c) Performance based Variable Pay:

Performance based variable pay to be paid at the discretion of the Nomination and Remuneration Committee and the Board, based on performance criteria and such other parameters as may be considered appropriate, from time to time, shall be ₹ 750,000 per month. The Nomination and Remuneration Committee and the Board of Directors are authorized to determine any revision from time to time in the range of ₹ 500,000 to ₹ 12,00,000 per month;

The remuneration of Mr. Dua for the period March 26, 2019 to March 31, 2019 was computed at Basic Salary of ₹ 12,68,560 per month, Allowances aggregating to ₹ 14,17,012 per month, Performance based variable pay of ₹ 52,81,200 (for the FY 2018-19) and perquisites, Company's contribution to provident fund, gratuity and leave encashment as per the rules of the Company.

The remuneration proposed is after considering the annual appraisal for the year ended March 31, 2019 in pursuance of the Company's policy and the approval of the Nomination and Remuneration Committee and the Board.

Other Terms and Conditions:

- In the event of absence or inadequacy of profits in any financial year during the tenure, Mr. Dua shall be entitled to minimum remuneration by way of Fixed and variable pay subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Act and as approved by the members.
- Reimbursement of entertainment expenses and mobile expenses incurred in the course of business of the Company shall be allowed.
- No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- Mr. Dua shall be eligible for Stock Options as per policy of the Company.
- The terms of appointment shall be subject to retirement by rotation.
- All other existing terms and conditions as approved by Board shall remain valid for the period of proposed appointment.

f. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Currently there are only four players apart from the Company, operating in the business of DTH (Direct – to – Home). The DTH business is highly capital intensive in nature requiring large out-flows of funds. Therefore, the Company requires strong and exceptionally proven and experienced managerial personnel to monitor and successfully manage the interest of the Company. Mr. Dua's experience and the contributions to the Company's business and keeping in view the similar or higher levels of remuneration

in India at these levels, the remuneration proposed is moderate in comparison to the remuneration packages of similar senior level personnel in other similar Companies in the Industry. The Company continues to be the biggest DTH operator in terms of the registered subscriber numbers.

The Nomination and Remuneration Committee perused remuneration of managerial persons in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Dua, before approving the remuneration as proposed hereinabove.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Dua has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him as Group Chief Executive Officer of the Company.

III. OTHER INFORMATION:

a. Reasons for loss or inadequate profit: The Company continues to acquire customers and incur subsidy on all such acquisitions. Moreover, the continuous spend on brand building, marketing, infrastructure, customer support service, sales and distribution infrastructure etc., will continue to benefit the Company in coming years. Fixed cost pertaining to salary, administration and transponder charges continues to create heavy toll on the finances of the Company. Recent competition and new TRAI Tariff order has also led to margin pressure and sub-optimal pricing of the product. All of this has resulted in losses to the Company during the current financial year.

b. Steps taken or proposed to be taken for improvement: Your Company was the first amongst the DTH players to achieve a positive EBITDA position and report profit for the first time for financial year ended March 31, 2015. Your Company undertook several initiatives including launching High Definition Service, creation of large number of service franchisees, synchronization of 2 satellites to enable the subscribers to receive services from both the satellites simultaneously and over all control of the market dynamics. Several steps taken to contain the cost across all the heads of expenses and augmentation of revenue by movie on demand and other value added services has led to higher income and such efforts will continue in the years to come. Under the new tariff order, there is a continuous program to upgrade the subscribers and increase the consumption of the content on a regular basis for revenue enhancement.

c. Expected increase in productivity and profits in measurable terms: Under the leadership of Mr. Dua, the Company has commenced its journey towards creating a hybrid environment, with hybrid boxes which will provide live channels from the current setup and contents from the IP setup as well, the Company launched new NXT HD+ set-top boxes with best-in-class technology, contemporary User Interface and enhanced customer experience. The Company expects to continue with the performance level it has achieved in the previous year. This is expected to impact the overall profit on a positive basis.

The terms and conditions of his appointment including the Remuneration may be altered and varied by the Board within the overall limit approved by the Members. Further, in the event of loss or inadequacy of profits in any financial year, the remuneration along with variable pay as detailed herein (with such increase as may be approved by the Board, within overall limit) will be payable as minimum remuneration subject to the provisions of Schedule V of the Act.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

All documents referred to in the above item will be available for inspection at the Company's Registered Office for inspection on all working days, except Saturdays, Sundays and Public Holidays, between 2.00 PM to 4.00 PM up to the date of the AGM.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as an Annexure A.

Your Board recommends the Ordinary Resolution and Special Resolution as set out in Item No. 6 & 7 respectively, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Dua (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

Item No. 8

The members of the Company at the Twenty Ninth (29th) AGM of the Company held on September 28, 2017, appointed Mr. Bhagwan Das Narang as an Independent Director for a second term of five (5) years from the date of Twenty-Ninth (29th) AGM up to the date of Thirty Fourth (34th) Annual General Meeting of the Company to be held in the calendar year 2022. Mr. Narang will attain the age of seventy-five (75) years on April 12, 2020.

The SEBI *vide* its SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 has inserted Regulation 17(1A) in the Listing Regulations with effect from April 1, 2019. In terms of the newly inserted Regulation, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect.

Accordingly, as per the provisions of Regulation 17(1A) of the Listing Regulations and on the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 30, 2019, approved the continuation of directorship of Mr. Narang as a Non-Executive Independent Director of the Company till the completion of his present term i.e. up to the date of the Thirty Fourth (34th) Annual General Meeting of the Company to be held in the calendar year 2022, post attaining the age of seventy five (75) years during his term as an Independent Director of the Company, subject to the approval of the shareholders.

Mr. Narang is a Post Graduate in Agricultural Economics and brings with him over 37 years of experience. He also held the coveted position of the Chairman and Managing Director of Oriental Bank of Commerce. His detailed profile is provided in Annexure A to the Notice. Your Board is of the opinion that Mr. Narang possesses relevant expertise and vast experience and his continued association as a Non-Executive Independent Director would be of immense benefit to the Company.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as an Annexure A.

Your Board recommends the passing of the Resolution as set out in Item No. 8 as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Narang (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

All documents referred in the above items shall be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and Public Holidays, between 2.00 PM to 4.00 PM up to the date of the AGM.

By order of the Board
For **Dish TV India Limited**

Ranjit Singh

Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: July 30, 2019

Registered Office:

18th Floor, A Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

Annexure A

The details of Directors seeking appointment/re-appointment/continuation of the appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India

Particulars	Mr. Ashok Mathai Kurien (DIN - 00034035)	Mr. Shankar Aggarwal (DIN - 02116442)	Mr Anil Kumar Dua (DIN - 03640948)	Mr. Bhagwan Das Narang (DIN - 00826573)
Age / Date of Birth	69 years/ January 21, 1950	62 years / 27 September 1956	53 years / 8 December 1965	74 years / 12 April 1945
Date of first Appointment	January 06, 2007	October 25, 2018	March 26, 2019	Original appointment - January 6, 2007 As Independent Director - September 29, 2014
Qualification	Bachelor of Arts	BE (Electronics and Communication) and Masters in Computer Technology	B Tech (IIT, Delhi) and MBA (IIM, Ahmedabad)	Post Graduate in Agricultural Economics
Brief Resume	<p>Mr. Kurien has been in the business of building brands, particularly in the fields of Media, Marketing and Communications, and now Menstrual Hygiene and Water Filters (without electricity) for the poor and marginalized. An early bird, Mr. Kurien has the keen eye of driving start-ups in emerging businesses, helping in guiding them to size and scale. These include Advertising, TV, Lottery, PR and dot coms, where he both, invested and mentored, creating resounding success stories. In his latest venture, Livinguard Technologies which is the World's First and Only Permanently Disinfecting Textile Technology, he has co-invented Saafkins, the ideal solution for the billion women who can't afford sanitary napkins and use 'rags', making it affordable and reusable.</p>	<p>Mr. Aggarwal is an IAS Officer of 1980 batch from U.P. Cadre and has held various positions in Government department and Ministries of Government. He retired as the Secretary M/o Labour & Employment. In the Central Government, he held several important posts before being appointed the Secretary, Ministry of Women & Child Development, wherein he took many innovative measures. As the Secretary, Urban Development, Gol, he was instrumental in launching four big initiatives of the Government - Smart Cities, Rejuvenation of Urban Infrastructure, Swachh Bharat and Heritage City Development Programme. He was also responsible for the improvement and implementation of Urban Transport Sector programme in the country and was the Chairman of Metro Rail Corporations of Delhi, Bangalore, Kochi, Mumbai and Chennai.</p>	<p>Mr. Dua has worked with Hindustan Unilever, Gillette and Hero MotoCorp. Prior to joining the Company, he was the Managing Director of OTE Group, which represents major franchises in automobiles, electronics, home appliances, tyre, batteries and lubricants with operations in Oman and UAE. Mr. Dua comes with rich experience in various facets of business management such as brand building, marketing, customer experience, supply chain and strategy.</p>	<p>Mr. Narang held the coveted position of the Chairman and Managing Director of Oriental Bank of Commerce. Mr. Narang has handled special assignments viz. alternate Chairmanship of the Committee on Banking procedures set up by Indian Banks Association for the year 1997-98, Chaired a panel on serious financial frauds appointed by RBI, Chaired a Panel on financial construction industry appointed by Indian Banks Association (IBA), appointed as Chairman of Governing Council of National Institute of Banking Studies & Corporate Management, elected member of Management Committee of IBA, Member of the Advisory Council of Bankers Training College (RBI) Mumbai, Chairman of IBA's Advisory Committee on NPA Management, CDR Mechanism, DRT, ARC etc., elected as a Fellow and Member of Governing Council of the Indian Institute of Banking & Finance, Mumbai, elected as Deputy Chairman of Indian Banks Association, Mumbai and recipient of Business Standard "Banker of the year" Award for 2004.</p>

Particulars	Mr. Ashok Mathai Kurien (DIN - 00034035)	Mr. Shankar Aggarwal (DIN - 02116442)	Mr Anil Kumar Dua (DIN - 03640948)	Mr. Bhagwan Das Narang (DIN - 00826573)
Experience and expertise in specified functional area	Over 35 Years of experience in the fields of Media, Marketing and Communications	Over 16 years of experience at Joint secretary level and above, in the field of Administration, Urban Development, Industrial Development, Defence, Information Technology, labour etc.	Over 30 years rich experience in various facets of business management	Over 37 years of experience in Banking, financial and advisory
Directorships held in other companies in India*	Two (2)	Six (6)	Nil	Eight (8)
Directorships held in Listed entities	Zee Entertainment Enterprises Limited	Skil Infrastructure Limited & Multi Commodity Exchange of India Limited	Nil	Shivam Autotech Limited & VA Tech Wabag Limited
Chairman/ Member of Committee of the Board of other companies in which they are director**	Two (2)	Four (4)	Nil	Seven (7)
Shareholding in Dish TV India Limited	As on March 31, 2019, Mr. Kurien holds 1,174,150 (Eleven Lakh Seventy Four Thousand One Hundred and Fifty) equity shares, comprising of 0.06% of paid up capital of the Company	None	None	As on March 31, 2019, Mr. Narang holds 7,500 (Seven Thousand Five Hundred) equity shares, comprising of 0.00% of paid up capital of the Company
Inter-se Relationship between Directors / Managers / Key Managerial Personnel	None	None	Holding the position of CEO in Dish TV India Limited	None
Terms and Conditions of Appointment/ Re-appointment and Remuneration	As per the "Nomination and Remuneration policy" (annexed to Board's Report)	The Director shall hold office for a term of five (5) years from October 25, 2018 to October 24, 2023, and terms and conditions are as per the "Nomination and Remuneration policy" (annexed to Board's Report)	As given in the explanatory statement of item number 6 & 7 of this AGM Notice	The Director shall continue the tenure till the 34 th AGM of the Company to be held in the year 2022 and terms and conditions are as per the "Nomination and Remuneration policy" (annexed to Board's Report)
Remuneration Last Drawn	None (excluding sitting fees)	None (excluding sitting fees)		None (excluding sitting fees)
Number of Board Meetings Attended during the Financial Year 2018-19 (Total six (6) Board Meetings were held during the Financial Year)	Four (4)	Three (3)	Nil [^]	Six (6)

* Directorships in Other Companies does not include alternate directorships, directorship in foreign bodies corporate and directorship in Dish TV India Limited.

** Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) except Foreign Companies, Private Companies, companies registered under Section 8 of the Act and Chairmanships/Memberships in Committees of Dish TV India Limited, have been considered.

[^] Appointed as Additional Executive Director with effect from March 26, 2019.