

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 32nd (Thirty Second) **Annual General Meeting ('AGM')** of the members of Dish TV India Limited will be held on Tuesday, September 29, 2020, at 11:00 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESSES:

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, 2020, including the Balance Sheet as at March 31, 2020, 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. Anil Kumar Dua (DIN- 03640948), Director liable to retire by rotation

To appoint a Director in place of Mr. Anil Kumar Dua (DIN-03640948), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. Ratification of remuneration of Cost Auditors for the financial year 2020-21

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, 2021."

4. Re-Appointment of Mr. Jawahar Lal Goel (DIN - 00076462) as the Managing Director of the Company for the period from December 17, 2019 to March 31, 2020

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), Article 126 of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and subject to requisite regulatory approvals, if required, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Jawahar Lal Goel, as the Managing Director of the Company for the period from December 17, 2019 to March 31, 2020 (both days included), at the following remuneration and terms, notwithstanding that such remuneration may have exceeded the limits prescribed under Section 197 of the Act:

- a) Basic Salary:
₹ 15,70,000 per month with an authority to the Board of Directors to determine any merit based revisions from time to time, in the range of ₹ 15,00,000 to ₹ 22,00,000 per month.
- b) Allowances and Perquisites: In addition to the basic salary, Mr. Jawahar Lal Goel was entitled to:
- i) Allowances as per the rules of the Company including Personnel Allowance, House Rent Allowance, Children Education Allowance and Leave Travel Allowance, in aggregate not exceeding ₹ 15,00,000 per month, with an authority to the Board of Directors to determine any revision from time to time in the range of ₹ 14,00,000 to ₹ 20,00,000 per month;
 - ii) 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 were evaluated as per Income Tax Rules, wherever applicable. In absence of any such rules, perquisites were evaluated at actual cost;
 - iii) 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), have not been included in the computation of the ceiling on remuneration payable to the Managing Director. Encashment of accumulated leaves at the end of his tenure are not included in the computation of the ceiling on remuneration payable to the Managing Director.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded pursuant to Section 197, Schedule V and other applicable provisions of the Act, if any, and subject to requisite approvals, if necessary, where in any Financial Year during the currency of tenure of Mr. Jawahar Lal Goel as Managing Director, the Company had no profits or its profits were inadequate, the Company shall pay to Mr. Jawahar Lal Goel, Managing Director, remuneration by way of salary and perquisites approved herein supra, including any variations, as the minimum remuneration.

RESOLVED FURTHER THAT subject to necessary permissions / approvals, all acts, actions and decisions of 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) with regard to the aforementioned re-appointment of the Managing Director be and are hereby ratified and approved and it is hereby confirmed that the Board of the Company was duly authorised to fix, vary, reduce or amend the remuneration and other terms of his re-appointment from time to time, as it may have deemed expedient or necessary during the tenure of his re-appointment or as may be prescribed by the authorities giving such sanction or approval or 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."

5. Re-Appointment of Mr. Jawahar Lal Goel (DIN - 00076462) as the Managing Director of the Company from April 1, 2020 to March 31, 2022

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), Article 126 of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and subject to requisite regulatory approvals, if required, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Jawahar Lal Goel, as the Managing Director of the Company for the period from April 1, 2020 to March 31, 2022 (both days included), at the following remuneration and terms, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act:

a) Basic Salary:

₹ 15,70,000 per month with an authority to the Board of Directors to determine any merit based revisions from time to time, in the range of ₹ 15,00,000 to ₹ 22,00,000 per month.

b) Allowances and Perquisites: In addition to the basic salary, Mr. Jawahar Lal Goel shall be entitled to:

- i. Allowances as per the rules of the Company including Personnel Allowance, House Rent Allowance, Children Education Allowance and Leave Travel Allowance which in aggregate shall be not exceeding ₹ 15,00,000 per month, with an authority to the Board of Directors to determine any revision from time to time in the range of ₹ 14,00,000 to ₹ 20,00,000 per month;
- ii. 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 evaluated as per Income Tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at actual cost;
- iii. 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), shall not be included in the computation of the ceiling on remuneration payable to the Managing Director. Encashment of accumulated leaves at the end of his tenure shall not be included in the computation of the ceiling on remuneration payable to the Managing Director.

RESOLVED FURTHER THAT subject to necessary permissions/approvals, the Board of Directors of the Company be and is hereby authorised to fix, vary, reduce or amend the remuneration and other terms of his re-appointment from time to time, as it may deem expedient or necessary during the tenure of his reappointment or as may be prescribed by the authorities giving such sanction or approval.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded pursuant to Section 197, Schedule V and other applicable provisions of the Act, if any, and subject to requisite approvals, if necessary, where in any Financial Year during the currency of tenure of Mr. Jawahar Lal Goel as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Jawahar Lal Goel, Managing Director, remuneration by way of salary and perquisites approved herein supra, including any variations, as the minimum remuneration.

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 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 resolutions."

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: September 2, 2020

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. In view of the continuing COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32nd Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.
2. 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.
3. **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 MCA Circular No. 14/2020 dated April 8, 2020, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to send their authorized representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of 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), to the Scrutinizer through e-mail to investor@dishd2h.com and pcs.jga@gmail.com, with a copy marked to evoting@nsdl.co.in
5. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider dematerializing of shares held by them in physical form. Members can contact the Company or Company's Registrars and Transfer Agents, for assistance in this regard *i.e.* Link Intime India Private Limited.
6. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
7. Inspection:
All documents referred to in this Notice and other statutory registers are open for inspection by the Members online during the AGM through video conference.
8. **Submission of questions or queries prior to AGM/ Registration of Speakers:** Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from September 21, 2020 to September 25, 2020 through e-mail on investors@dishd2h.com. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investors@dishd2h.com on or before close of Business hours of September 25, 2020. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

9. Additional information, pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“the Listing Regulations”] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on Director 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/disclosure for their appointment/re-appointment as required under the Act and rules made thereunder.
10. In accordance with the MCA General Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board’s Report, Auditor’s Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2020 pursuant to Section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s).

The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.

A copy of the Notice of this AGM along with Annual Report for the Financial Year 2019-2020 is available on the website of the Company at www.dishd2h.com, website of the Stock Exchanges where the shares of the Company are listed *i.e.* BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com

11. 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. E-Mail - rnt.helpdesk@linkintime.co.in
12. 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.
13. 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.
14. 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.
15. 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).
16. 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.
17. 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.

18. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

General instructions for accessing and participating in the 32nd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

19. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Members of the Company are provided with the facility to cast their vote electronically, *i.e.* remote e-voting prior to the AGM and also during the AGM (for those Members who had not exercised their vote through remote e-voting) provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given in this Notice. Please note that Remote E-Voting is an alternate mode to cast votes and is optional.
22. The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from **Friday, the 25th day of September, 2020 at 9.00 A.M. (IST)** and will end on **Monday, the 28th day of September, 2020 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.
23. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is Tuesday, September 22, 2020. 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 electronic mode. 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.
24. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-Voting before casting their vote.
26. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted

their votes by availing the remote E-Voting facility. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738), as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.

27. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company and not more 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.
28. 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.

29. 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/Members 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>i.e.</i> 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, please follow steps mentioned below in process for those members whose email ids are not registered.
- (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. 114156
- (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. Process for registration of email id for obtaining annual report and user id password for e-voting and updation of bank account mandate for receipt of dividend:-

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Link Intime India Private Ltd at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> Name and Branch of the Bank in which you wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions 9 digit MICR Code Number, and 11 digit IFSC Code scanned copy of the cancelled cheque bearing the name of the first shareholder. <p>Alternatively, shareholders can get their e-mail address register with Company's Registrar and Transfer Agent by clicking the link https://linkintime.co.in/emailreg/email_register.html</p>
Demat Holding	<p>Please contact Registrar and Transfer Agents of the Company and register your email address and bank account details in your demat account, as per the process advised by the RTA.</p>

- 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.* Tuesday, September 22, 2020, 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- D. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting *via* mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- E. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
- F. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- G. Members are encouraged to join the Meeting through Laptops for better experience.
- H. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- I. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
- J. 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 or send a request to Mr. Amit Vishal, Sr. Manager – NSDL (022-24994360/amitv@nsdl.co.in) or Ms. Pallavi Mhatre, Manager – NSDL (022-24994545/pallavid@nsdl.co.in)

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

Place: Noida
Date: September 2, 2020

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board at its meeting held on July 23, 2020, 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 2020-21 at a cost audit fee of ₹ 4,50,000/- (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 ended 2020-21, by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

Your Board recommends the Ordinary Resolution as set out in Item No. 3 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. 4 and 5

Mr. Jawahar Lal Goel was initially appointed as the Managing Director of the Company on January 6, 2007 and thereafter re-appointed as the Managing Director of the Company from time to time. The appointment / re-appointment(s) of Mr. Goel as the Managing Director of the Company and terms thereof, were duly approved by the Shareholders of the Company, from time to time, and the Ministry of Corporate Affairs, Government of India, as applicable.

At the 30th Annual General Meeting of the Company held on September 28, 2018, Mr. Goel was re-appointed as the Managing Director of the Company for a period from January 6, 2019 to December 16, 2019 (both days inclusive).

Further, Securities and Exchange Board of India *vide* its Notification bearing No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 amended Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and directed that with effect from April 1, 2020, the Chairperson of the board of the top 500 listed entities shall –

- (a) be a non-executive director;
- (b) not be related to the Managing Director or the Chief Executive Officer as per the definition of the term “relative” defined under the Companies Act.

While the Board was inclined for re-appointing Mr. Goel for a longer term, however, in order to comply with the above regulatory provisions, the Board of Directors of the Company at their Meeting held on December 12, 2019, approved the re-appointment of Mr. Goel as the Managing Director of the Company for a period from December 17, 2019 to March 31, 2020 (both days inclusive) *i.e.*, the date till which he can continue to assume the position of Chairman and Managing Director in terms of the applicable regulatory provisions. The said re-appointment was subject to the approval of shareholders of the Company, in terms of applicable provisions.

Subsequent to the above referred Board Meeting, SEBI *vide* its Notification bearing No. SEBI/ LAD-NRO/GN/2020/02 dated January 10, 2020, extended the timeline for implementation of the said regulation to April 1, 2022, in place of April 1, 2020. In effect, the previous regulatory position *vis-à-vis* the CEO / Managing Director / Chairman and relation between them remains unchanged till March 31, 2022.

In view of the aforesaid amendment in the regulatory provisions, the Board of Directors of the Company at their Meeting held on February 12, 2020, approved the re-appointment of Mr. Goel as the Managing Director of the Company, on the same terms as applicable hitherto, for the period from April 1, 2020, to March 31, 2022 (both days inclusive). The said re-appointment was subject to the approval of shareholders of the Company, in terms of applicable provisions.

Mr. Goel is the Prime architect in establishing India’s first and most modern and advanced technological infrastructure for the implementation of Direct to Home (DTH) services. He has been the leader in pioneering the DTH services in India and instrumental in establishing Dish TV as a prominent brand and established player. During Mr. Goel’s tenure the Company has made commendable progress in all spheres of its business operations. The performance of the Company has been improving on year on year basis under the leadership of Mr. Goel.

Mr. Goel has been instrumental in the continuous growth of the Company on all operating and financial parameters including turning the Company into profitable, which made the Company the first Direct to Home (DTH) operator of the Country to come into profits.

In view of the aforesaid facts and Mr. Goel’s rich experience, dynamism and contribution towards the growth of the Company, the Board of Directors of the Company recommends the re-appointment of Mr. Goel as the Managing Director of the Company to the Shareholders of the Company, from December 17, 2019 to March 31, 2020 and again from April 1, 2020 to March 31, 2022, subject to such other requisite regulatory approvals, if required, as set out at Item nos. 4 and 5 of this Notice.

The terms of appointment as mentioned in the resolution may be altered and varied by the Board within the limits approved by the members. Further, in the event of loss or inadequacy of profits in any financial year, the remuneration as detailed in the resolution (with such variation 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 Companies Act, 2013.

Dish TV India Ltd

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits. Further, pursuant to a recent amendment in the SEBI Listing Regulations, effective from April 1, 2019, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The proposed special resolutions being approved as set out at Item No. 4 & 5, of this Notice would also be in compliance with the requirements of SEBI Listing Regulations.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed Special Resolutions.

The Nomination and Remuneration Committee at its meetings held on December 12, 2019 and February 12, 2020 and Board of Directors at their meetings held on December 12, 2019 and February 12, 2020, have considered these proposals and recommended / approved the remuneration payable/ paid to managerial personnel, subject to the approval of Members by Special Resolutions.

Requisite details relating to the proposal as prescribed in Schedule V of the Companies Act, 2013 are given herein:

I. GENERAL INFORMATION:

- 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 and Broadcasting, Government of India (MIB). The Company is also into the business of providing Teleport Services to the broadcasters of various channels.
- Date of Commencement of Service:** October 2, 2003
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial Performance:** Financial performance for the last three Financial Years is as per details below:

	(₹ In Lakhs)		
Particulars (Standalone)	FY 2018	FY 2019	FY 2020
Total Revenue			
- From Continuing operation	292,392	405,007	1,67,848
- From Discontinuing operation	73,046	-	-
EBITDA			
- From Continuing operation	15,205	47,768	57,101
- From Discontinuing operation	52,612	-	-
Profit Before taxes			
- From Continuing operation	(14,193)	(168,550)	(183,827)
- From Discontinuing operation	18,986	-	-
Profit After taxes	3,334	(128,942)	(139,409)
Basic / Diluted EPS (In ₹)	0.31/0.31	(6.70)/(6.70)	(7.25)/(7.25)
Total Assets	1,130,878	1,084,729	947,565
Shares Outstanding (No.)	1,841,270,434	1,841,287,514	1,841,287,514

- Foreign investments or collaborations, if any: Investment in Company's subsidiary Dish TV Lanka (Private) Limited :- ₹ 2.94 Lakhs

II. INFORMATION ABOUT APPOINTEE:

- a. Background details:** Mr. Goel presently aged 65 years, at the beginning of his career, ventured into a trade of Agro Commodities at a young age of 16 years in 1970 in which he made considerable progress. Thereafter, with the advent of Private Media Participation in India, he played one of the most vital role in conceptualizing and establishing Siti Cable Network Ltd. (a Multi System Operator) - one of the largest cable distribution network of various TV channels in India in 1994. Apart from the company, Mr. Goel holds directorship in one (1) other public company.
- b. Past Remuneration:**
- The Ministry of Corporate Affairs, Government of India, vide its approval letter no. C68324631/2015 – CL – VII dated February 18, 2016, approved the re – appointment of Mr. Goel for a period of three years with effect from January 6, 2016, at a remuneration of ₹ 1,03,50,000/- (for period from January 06, 2016 to January 05, 2017), ₹ 1,19,03,000 (for period from January 06, 2017 to January 05, 2018) and ₹ 1,36,88,000 (for period from January 06, 2018 to January 05, 2019).
- Further, the Nomination and Remuneration Committee at their meeting held on October 28, 2016, considering the Industry trend, area expertise and profitability of the Company in the Financial Year 2015-16, approved the revision in remuneration to upto ₹ 4 Cr per annum with effect from November 1, 2016, in terms of Section 197 of the companies Act, 2013. The said appointment from January 6, 2019 to December 16, 2019 (both days included) and terms thereof including the remuneration was approved by the Members of the Company at their 30th Annual General Meeting held on September 28, 2018.
- c. Recognition or awards:** Mr. Goel was the past President of Indian Broadcasting Foundation (IBF) which takes up various issues relating to Broadcasting industry at various forums. He is active member on the Board of various committees and task force, set up by the Ministry of Information and Broadcasting, Government of India (MIB) which takes care of several critical matters relating to the industry.
- d. Job Profile and its suitability:** Mr. Goel is a technocrat having around 49 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 feels that Mr. Goel would be the most competent person to continue as the Managing Director of the Company. Mr. Goel brings along with him unparalleled industry insight, exemplary managerial capability and high domain expertise which will continue to help the Company to achieve its desired objectives and will continue to take progressive strides for the progress of the Company as well as the DTH industry.
- e. Tenure:** Re-appointment for the period from December 17, 2019 to March 31, 2020 (both days included) and for the period from April 01, 2020 to March 31, 2022 (both days included).
- f. Remuneration Proposed:** The details of the remuneration for the Re-appointment term from December 17, 2019 to March 31, 2020 (both days included) is set out in the Special Resolution mentioned in item No. 4 and details of the remuneration for the period from April 01, 2020 to March 31, 2022 (both days included) is set out in the Special Resolution mentioned in item No. 5.
- g. Other Terms and Conditions:**
- In the event of absence or inadequacy of profits in any financial year during the tenure, salary and perquisites as approved by the members, are payable whether or not, these are within the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.
 - Reimbursement of entertainment expenses, mobile expenses, car related expense etc., actually and properly 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. Goel shall not be eligible for Stock Options.

- e) The terms of re-appointment shall not be subject to retirement by rotation.
- f) Mr. Goel shall devote 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 directions of the Board in connection with and in the best interests of the Company and subsidiaries.

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

The remuneration is a factor of experience, expertise, Industry practice, size of the Company and the remuneration of the competing Companies. The DTH business is highly complex in terms of technology, consumer behavior, compelling alternate technology, rising competition from cable and OTT platforms, retention of the acquired customers and providing leadership to a very educated and matured set of employees. The DTH business has a long gestation period and 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.

Considering Mr. Goel's experience and the contributions to the Company's business and size of the Company - 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 Nomination and Remuneration Committee pursued 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. Goel, before approving the remuneration proposed.

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

Mr. Goel has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him as the Managing Director of the Company.

III. OTHER INFORMATION:

- a. **Reasons for loss or inadequate profits:** The Company continues to acquire customers and incur subsidy on all such acquisitions. Moreover, the Company continues to spend on brand building, marketing, infrastructure, customer support service, sales and distribution infrastructure etc., which will continue and shall continue to benefit the Company in coming years. Fixed cost pertaining to salary, administration, technology cost, call center cost 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. Though the Company remains positive at the EBITDA level, but due to the pressure of higher depreciation and amortization, profit after tax is negative and impacting the overall profitability of the Company.
- b. **Steps taken or proposed to be taken for improvement:** Your Company undertook several initiatives including launching High Definition Service, Strategic partnership with Amazon Prime Video, Amazon Alexa, ShortsTV, Zee5, Hungama Play, Voot, Sony Liv, Alt Balaji and many more to fuel Strategic growth, Growing penetration of wireless broadband, creation of large number of service franchises, 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. The recent initiatives to optimize the cost pertaining to call center, personnel, marketing and general administration will save money and pave way for better cash flow and profitability in the near future. Though the impact of depreciation will continue due to continuous addition of new subscribers and upgradation of broadcasting station.

- c. **Expected increase in productivity and profits in measurable terms:** Under the leadership of Mr. Goel 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 offered multiple products like Dish SMRT HUB, Dish SMRT Kit – with Alexa and also launched Watcho App to get Personalized TV experience everywhere. 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 Company also measures the productivity by way of ARPU, EBITDA margin, gross margin and various expense ratios. This year the EBITDA margin is much higher than previous year resulting in better free cash flow.

Requisite parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given herein:

1. **Financial and operating performance of the Company during the three preceding financial years**

Requisite details are provided in para I (d) above.

2. **Remuneration or commission drawn by individual concerned in any other capacity from the Company**

Mr. Goel is not drawing any remuneration or commission in any other capacity from the Company

3. **Remuneration or Commission drawn by Managerial Personnel from any other company**

Mr. Goel is not drawing any remuneration or commission from any other Company

4. **Professional qualification and experience**

Mr. Goel presently aged 65 years, at the beginning of his career, ventured into a trade of Agro Commodities at a young age of 16 years in 1970 in which he made considerable progress. Thereafter, with the advent of Private Media Participation in India, he played one of the most vital roles in conceptualizing and establishing Siti Cable Network Ltd. (a Multi System Operator) - one of the largest cable distribution networks of various TV channels in India in 1994.

Mr. Goel is a technocrat having around 49 years of diversified experience including in the Entertainment Industry. Mr. Goel is the Prime architect in establishing India's first and most modern and advanced technological infrastructure for the implementation of Direct to Home (DTH) services. He has been the leader in pioneering the DTH services in India and instrumental in establishing Dish TV as a prominent brand and established player. During Mr. Goel's tenure the Company has made commendable progress in all spheres of its business operations. The performance of the Company has been improving on year on year basis under the leadership of Mr. Goel.

Mr. Goel has been instrumental in the continuous growth of the Company on all operating and financial parameters including turning the Company into profitable, which made the Company the first Direct to Home (DTH) operator of the Country to come into profits.

5. **Relationship between remuneration and performance**

In FY – 19, Mr. Goel, the Promoter Director of your Company has drawn only the base remuneration, which too, has not changed for the past two fiscals.

6. **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company**

Your Company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and increase in compensation and reward by way of variable bonus is linked to the evaluation of individual's performance. All employees of the Company, including Managing Director and Whole-time Director are governed by the Company's Performance Management System, in addition to the Board-approved Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.

7. **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference**

Your Company has a clearly laid out Board-approved Remuneration Policy. This policy includes, *inter-alia*, remuneration parameters for Managing Director & Whole-time Directors, KMP and Senior Management and Other Employees. The perspective that governs remuneration of Directors goes beyond the Company and the Industry, especially in terms of benchmarks. The philosophy of reward for performance however, is applicable to all three domains.

8. **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year**

Mr. Goel holds 176,800 fully paid equity shares in the Company as on March 31, 2020 constituting 0.01 % of the Share Capital. None of these shares are pledged. Mr. Goel is not entitled to any Stock Options.

The document setting out the terms of employment and payment of remuneration as prescribed under Section 190 of the Act is available for inspection by the Members online during the AGM through video conference. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Your Board recommends the Special resolution as set out in Item No. 4 and 5 for your approval.

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.

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

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

Place: Noida
Date: September 2, 2020

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

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. Jawahar Lal Goel (DIN-00076462)	Mr Anil Kumar Dua (DIN - 03640948)
Age / Date of Birth	65 years / December 17, 1954	54 years / December 8, 1965
Date of first Appointment	January 06, 2007	March 26, 2019
Qualification	Entrepreneur	B Tech (IIT, Delhi) and MBA (IIM, Ahmedabad)
Brief Resume	<p>Mr. Goel at the beginning of his career, ventured into a trade of Agro Commodities at a young age of 16 years in 1970 in which he made considerable progress. Thereafter, with the advent of Private Media Participation in India, he played one of the most vital role in conceptualizing and establishing Siti Cable Network Ltd. (a Multi System Operator) - one of the largest cable distribution network of various TV channels in India in 1994.</p> <p>Mr. Goel is a technocrat having around 49 years of diversified experience including in the Entertainment Industry. Mr. Goel is the Prime architect in establishing India's first and most modern and advanced technological infrastructure for the implementation of Direct to Home (DTH) services. He has been the leader in pioneering the DTH services in India and instrumental in establishing Dish TV as a prominent brand and established player. During Mr. Goel's tenure the Company has made commendable progress in all spheres of its business operations. The performance of the Company has been improving on year on year basis under the leadership of Mr. Goel.</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>
Experience and expertise in specified functional area	Mr. Goel is a technocrat having around 49 years of diversified experience including in the Entertainment Industry.	Over 31 years rich experience in various facets of business management
Directorships held in other companies in India*	One (1)	Nil
Directorships held in Listed entities	Nil	Nil
Chairman / Member of Committee of the Board of other companies in which they are director**	One(1)	Nil

Dish TV India Ltd

Particulars	Mr. Jawahar Lal Goel (DIN-00076462)	Mr Anil Kumar Dua (DIN - 03640948)
Shareholding in Dish TV India Limited	Mr. Goel holds 1,76,800 fully paid equity shares in the Company as on March 31, 2020 constituting 0.01% of the Share Capital	None
Inter-se Relationship between Directors / Managers / Key Managerial Personnel	Holding the Position of Chairman & Managing Director of the Company	Holding the position of Group Chief Executive Officer of the Company
Terms and Conditions of Appointment/ Re-appointment and Remuneration	As given in the explanatory statement of item number 4 & 5 of this AGM Notice.	There is no change in terms & conditions of appointment including remuneration, as approved by shareholders' at 31 st AGM held on September 19, 2019.
Remuneration Last Drawn	₹ 390.01 Lakhs per annum	₹ 413.30 Lakhs per annum
Number of Board Meetings Attended during the Financial Year 2019-20 (Total seven (7) Board Meetings were held during the Financial Year)	Seven (7)	Seven (7)

- * *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.*

Information at a glance

Sr.	Particulars	Details
1	Day, Date and Time of AGM	Tuesday, September 29, 2020 at 11:00 A.M (IST)
2	Mode	Video Conferencing and Other Audio Visual Mode
3	Participation through Video-Conferencing	Members can login on the date of AGM at www.evoting.nSDL.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM
4	Help-Line Number for VC Participation	NSDL on evoting@nsdl.co.in / 1800-222-990 or Mr. Amit Vishal, Sr. Manager – NSDL (022-24994360 / amitv@nsdl.co.in) or Ms. Pallavi Mhatre, Manager – NSDL (022-24994545/ pallavid@nsdl.co.in)
5	Speaker Registration Before AGM	Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investors@dishd2h.com from September 21, 2020 to September 25, 2020. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM
6	Cut-off Date for e-voting	September 22, 2020
7	Remote E-voting start time and date	Friday, September 25, 2020 at 9.00 A.M. (IST)
8	Remote E-voting end time and date	Monday, September 28, 2020 at 5.00 P.M. (IST)
9	Remote E-voting website	www.evoting.nSDL.com
10	Name, address and contact details of Registrar and Transfer Agent	Link Intime India Private Ltd. C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. E Mail - rnt.helpdesk@linkintime.co.in
11	E-mail Registration & Contact Updation process	<ul style="list-style-type: none"> Demat Shareholders: Contact respective Depository Participant Physical Shareholders: Contact Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. By sending an email request at rnt.helpdesk.co.in along with signed scanned copy of the request letter providing the email address, mobile number, self attested copy of the PAN card and copy of the Share Certificate. <p>Alternatively, shareholders can get their e-mail address register with Company's Registrar and Transfer Agent by clicking the link https://linkintime.co.in/emailreg/email_register.html</p>