



DISH TV INDIA LIMITED

Regd. Office: Office No. 3/B, 3rd Floor, Goldline Business Centre, Link Road, Malad West, Mumbai - 400064
Corporate Office: FC-19, Sector-16A, Noida, Uttar Pradesh - 201301
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 **Extra Ordinary General Meeting ('EGM')** of the members of Dish TV India Limited will be held on Friday, June 24, 2022, at 11:30 A.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), to transact the following businesses:

SPECIAL BUSINESSES:

1. Re-Appointment of Mr. Jawahar Lal Goel (DIN - 00076462) as the Managing Director of the Company for the period from April 1, 2022 to March 31, 2025

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 2(51), 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 approval of the Board of Directors of the Company and subject to such other approvals / permissions, if any, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jawahar Lal Goel (DIN - 00076462), as the Managing Director of the Company for a period of three years with effect from April 1, 2022 till March 31, 2025 (both days inclusive), at the following remuneration and terms:

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 not be exceeding ₹ 15,10,000/- 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 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) 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), 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.

c) Other Terms and Conditions:

1. Reimbursement of entertainment expenses, mobile expenses, car related expense etc., actually and properly incurred in the course of business of the Company.
2. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
3. Mr. Goel's term of re-appointment shall not be liable to retire by rotation, except to the extent necessary to comply with the provisions of the Companies Act, 2013.
4. Mr. Goel shall not be eligible for Stock Options.

RESOLVED FURTHER THAT 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 appropriate, expedient or necessary during the tenure of his re-appointment, within the limits as approved by the members.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded pursuant to Section 197, Schedule V and other applicable provisions of the Act, if any, where in any Financial Year during the 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.

RESOLVED FURTHER THAT subject to necessary permissions/approvals, 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.”

2. Re-Appointment of Mr. Anil Kumar Dua (DIN-03640948) as the Whole Time Director of the Company for the period from March 26, 2022 to March 25, 2025

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of the Sections 2(51), 2(94), 196, 197, 198 and 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), and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other approvals/permissions, if any, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Anil Kumar Dua (DIN: 03640948), as the Whole Time Director of the Company for a period of three years with effect from March 26, 2022 to March 25, 2025 (both days inclusive), at the following remuneration and terms:

a) Basic Salary:

₹ 14,64,975 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 and leave travel allowance which in aggregate shall be not exceeding ₹ 13,81,030 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;
- ii) Perquisites as per the rules of the Company including personal accident and medical insurance, meal voucher, car related expense, telecommunication facilities at residence etc. Perquisites shall be valued as per Income Tax Rules, wherever applicable or else at actual cost;
- iii) Company’s contribution to provident fund, any superannuation fund / annuity 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 ₹ 795,000 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 ₹ 400,000 to ₹ 12,00,000 per month.

d) Other Terms and Conditions:

- 1) Reimbursement of entertainment expenses and mobile expenses incurred in the course of business of the Company.
- 2) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- 3) Mr. Dua shall be eligible for Stock Options as per policy of the Company.
- 4) Mr. Dua’s term of re-appointment shall be liable to retire by rotation.

RESOLVED FURTHER THAT 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 appropriate, expedient or necessary during the tenure of his re-appointment, within the limits as approved by the members.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded pursuant to Section 197, Schedule V and other applicable provisions of the Act, if any, where in any Financial Year during the tenure of Mr. Anil Kumar Dua as Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Anil Kumar Dua, Whole Time Director, remuneration by way of salary and perquisites approved herein supra, including any variations.

RESOLVED FURTHER THAT subject to necessary permissions/approvals, 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.”

3. Appointment of Mr. Rajagopal Chakravarthi Venkatesh (DIN: 00259537) as a Non - Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special 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, Mr. Rajagopal Chakravarthi Venkatesh (DIN:00259537) who was, pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Non – Executive Independent Director of the Company, with effect from May 25, 2022 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 a Non – Executive Independent Director of the Company to hold office for a term of 5 (five) years, from the date of appointment *i.e.* May 25, 2022 to May 24, 2027 (both days inclusive).

RESOLVED FURTHER THAT subject to necessary permissions/approvals, 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 resolution.”

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: May 25, 2022

Registered Office:

Office No. 3/B, 3rd Floor, Goldline Business Centre,
Link Road, Malad West, Mumbai - 400064

CIN: L51909MH1988PLC287553

E-mail: investor@dishd2h.com

Web: www.dishd2h.com

NOTES:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, *vide* its circular dated, April 8, 2020, April 13, 2020, May 5, 2020 and December 8, 2021 (collectively referred to as "MCA Circulars"), permitted convening the Extra Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the EGM 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 EGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this EGM 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 EGM 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 appoint their authorized representative(s) to attend the EGM 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 pcs.jga@gmail.com, with a copy marked to evoting@nsdl.co.in and investor@dishd2h.com.
5. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication from the Company electronically.
6. Inspection: All the relevant documents, if any, referred to in this Notice and other statutory register shall be open for inspection by the Members online during the EGM through VC/OAVM.
7. **Submission of questions or queries prior to EGM/ Registration of Speakers:** Members who would like to express their views or ask questions during the EGM may register themselves as a speaker, during the period from June 14, 2022 to June 18, 2022 through e-mail on investor@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 EGM 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 investor@dishd2h.com on or before June 18, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. 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 EGM.
8. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on Directors recommended by the Board for appointment/ re-appointment at this Meeting forms part of the Notice. The Director(s) has furnished consent/disclosure for the appointment/re-appointment as required under the Act and rules made thereunder.
9. In accordance with the MCA circulars and SEBI circular dated May 13, 2022, the Notice of EGM is being sent only through the 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 Notice of EGM 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 EGM is available on the Company's website at www.dishd2h.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
10. 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.
11. 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.

12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address / e-mail id 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.
13. 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.
14. 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).
15. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

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

16. The Members can join the EGM 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 EGM through VC/OAVM will be made available for 1000 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 EGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.
17. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.
19. In line with the MCA circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.dishd2h.com. The Notice can also be accessed from the Company's website at www.dishd2h.com, website of the Stock Exchanges 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 National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
20. The remote E-Voting period for all items of businesses contained in this notice of EGM shall commence from **Monday, June 20, 2022 at 9.00 A.M.** (IST) and will end on **Thursday, June 23, 2022 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.
21. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at EGM is **Friday, June 17, 2022**. 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.
22. Those Members, who will be present in the EGM 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 EGM.
23. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM 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.
24. At the EGM, 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) of Jayant Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-Voting system at the EGM in a fair and transparent manner.

25. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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. Thereafter the Scrutinizer shall, submit 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. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.
26. 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 EGM.
27. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on from **Monday, June 20, 2022 at 9.00 A.M. (IST)** and will end on **Thursday, June 23, 2022 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, June 17, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a Mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name (<i>Dish TV India Limited</i>) or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name (<i>Dish TV India Limited</i>) or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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 shareholders whose email ids are not registered.
6. 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company (viz. Dish TV India Limited) to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Sr. Manager at evoting@nsdl.co.in.
3. 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 Scrutinizer by e-mail to pcs.jga@gmail.com with a copy marked to evoting@nsdl.co.in and investor@dishd2h.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@dishd2h.com with a copy to rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investor@dishd2h.com with a copy to rnt.helpdesk@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)**

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@dishd2h.com. The same will be replied by the company suitably.
6. 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.* Friday, June 17, 2022, may obtain the User ID and password by following process mentioned above or sending a request investor@dishd2h.com with a copy to rnt.helpdesk@linkintime.co.in

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: May 25, 2022

Registered Office:

Office No. 3/B, 3rd Floor, Goldline Business Centre,
Link Road, Malad West, Mumbai - 400064
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

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

Item No. 1

Mr. Jawahar Lal Goel (DIN: 00076462), aged 67 years 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 32nd Annual General Meeting of the Company held on September 29, 2020, Mr. Goel was re-appointed as the Managing Director of the Company for a period from April 1, 2020, to March 31, 2022 (both days inclusive). The Board of Directors, at its meeting held on March 25, 2022, based on the recommendation of Nomination and Remuneration Committee, has approved the re-appointment of Mr. Jawahar Lal Goel as the Managing Director of the Company for a further period of three years commencing from April 1, 2022 to March 31, 2025 (both days inclusive), which term shall not be liable to retire by rotation, except to the extent necessary to comply with the provisions of the Companies Act, 2013.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Goel shall hold office upto the date of next General Meeting or for a period of three months from the date of re-appointment, whichever is earlier. Further, in terms of the provisions of Section 197, 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 SEBI Listing Regulations, 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 resolution being approved as set out at Item No. 1 of this Notice would also be in compliance with the aforesaid requirements.

Mr. Goel will be attaining the age of 70 years during the proposed tenure, approval of the members is also being sought through this Special Resolution for the said re-appointment, in terms of Section 196(3) of the Companies Act, 2013.

Brief profile & Justification for re-appointment:

Mr. Goel is the 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 a 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.

In view of the aforesaid facts and Mr. Goel's rich experience, dynamism and contribution towards the growth of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of Mr. Goel as the Managing Director of the Company, subject to the approval of the Shareholders of the Company and such other requisite regulatory approvals, if required, from April 1, 2022 to March 31, 2025 (both days inclusive).

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

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 and Broadcasting, Government of India (MIB). The Company is also into the business of providing Teleport Services.
- b) Date of Commencement of Service:** 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:** Financial performance for the last three Financial Years is as per details below:

(₹ In Lakhs)

Particulars (Standalone)	FY 2019	FY 2020	FY 2021
Total Revenue			
- From Continuing operation	405,007	167,848	174,415
- From Discontinuing operation	-	-	-
EBITDA			
- From Continuing operation	47,768	57,101	72,030
- From Discontinuing operation	-	-	-
Profit Before taxes			
- From Continuing operation	(168,550)	(183,827)	(38,027)
- From Discontinuing operation	-	-	-
Profit After taxes	(128,942)	(139,409)	(67,775)
Basic/Diluted EPS (In Rs)	(6.70)/(6.70)	(7.25)/(7.25)	(3.52)/(3.52)
Total Assets	1,084,729	947,565	8,47,111
Shares Outstanding (No.)	1,841,287,514	1,841,287,514	1,841,287,514

- e) **Foreign investments or collaborations, if any:** Except for equity shares of the Company held by Non-resident shareholders, there is no foreign investment or collaborations in the Company. Further, Company's investment in Dish T V Lanka (Private) Limited is ₹ 2.94 Lakhs.

II. INFORMATION ABOUT APPOINTEE:

- a. **Background details:** Mr. Goel presently aged 67 years, at the beginning of his career, ventured into a trade of Agro Commodities at a young age of 16 years in 1970. 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 Limited in 1994. Mr. Goel is a technocrat having around 51 years of diversified experience including in the Broadcasting and Media & Entertainment Industry. Mr. Goel is the 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. Apart from the company, Mr. Goel does not holds any directorship in other Company.
- b. **Past Remuneration:** The remuneration of Mr. Goel for the period from April 1, 2020 to March 31, 2022 (both days included) was approved by the members of the Company at their Annual General Meeting held on September 29, 2020, with an authority to the Board of Directors to determine any merit based revisions from time to time. The remuneration paid to Mr. Goel for the aforesaid period was ₹ 3.68 Cr. per annum which was in terms of the approval granted by the members of the Company.
- 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 (MIB), Government of India which takes care of several critical matters relating to the industry.
- d. **Job Profile and its suitability:** Mr. Goel is a technocrat having around 51 years of diversified experience including in the Broadcasting and Media & 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. **Remuneration Proposed:** The details of the remuneration is set out in the Special Resolution mentioned in item No. 1 of this Notice.

The terms and conditions of his re-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 as detailed in the Special Resolution mentioned in item No. 1 of this Notice (with such increase as may be approved by the Board, within overall limit) will be payable as remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

- f. **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 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.

g. 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. Fixed cost pertaining to salary, administration, technology cost, call center cost and transponder charges continues to put pressure on the finances. Further, the competition has also intensified, not only from DTH and cable sector but also from other modes of content consumption viz., Free DTH platform of Prasar Bharti and the OTT platforms. The recent covid pandemic led to increased consumption of broadband which resulted in customer preferences moving towards OTT. All of this has resulted in losses to the Company. 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: The Company is increasing its focus towards enhancing the value proposition for the customers through a wide variety of offerings not only in terms of boxes but also access to online content, apps, services on TV. The Company has put subscribers at the centre of its business model. This approach will not only help to cater to different customer segments but also expand its wallet share from its existing customers. The Company is further focusing on up scaling its subscriber base by focusing on HD offerings by providing High Definition Set top boxes to the subscribers at nominal rates. The Company also launched "Zing" product at a very competitive rate to counter the DTH platform of Prasar Bharti. The subscriber can view around 200 channels at a nominal price. Further, with content consumption becoming increasingly personalized because of the availability of screens and ease of access to entertainment content online, the Company has been innovating to integrate the digital content library with the superior viewing experience available on a TV vis-à-vis smaller screens.

After launching many industry-first and path-breaking products in the last couple of years such as content streaming solution 'd2h Magic' and connected android boxes that allow customers to access digital video streaming, new-age entertainment and OTT apps on a d2h set-top box, the Company has also launched DIA (d2h Intelligent Assistant), an AI enabled chatbot, that is set to revolutionize the service interactions with the customers. This initiative is based on the demand for such zero human- touch interactions as seen in the persistent shift towards digital payments through Unified Payments Interface (UPI) and e-wallets, and to a smaller extent Credit Cards and Net Banking.

c. Expected increase in productivity and profits in measurable terms: Under the leadership of Mr. Goel, the Company was relatively successful in protecting its consolidated revenue from operations with a meagre decline of 8.6 per cent, despite heightened competition from cable and DTH platforms and shift of customer preference towards OTT platform. The Company is expanding the content distribution through offering new and contemporarily products and choices to the customers.

The focus on driving operational efficiencies pushed the EBITDA margin to rise by 290 basis points in FY 2020-21 as compared to the previous financial year. As the financial expenses were lower on account of reduced debt, the cash profits before taxes were higher, which helped the Company, on a consolidated basis, to reduce the debt further by ₹ 10 billion by the end of the year. Overall losses after tax also decreased by 28.1 per cent to ₹ 11,899 million. This performance has created a solid platform from which the Company can make a leap in the coming financial years when the demand environment is expected to improve significantly. Also, the enhanced focus on optimizing the cost pertaining to call center, personnel, marketing and general administration will pave way for improved profitability. The mainstay products from DishTV, d2h and Zing and Watcho will be the primary elements of the Company's strategic response to the evolving market situations.

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 67 years, at the beginning of his career, ventured into a trade of Agro Commodities at a young age of 16 years in 1970. 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 Limited in 1994. Mr. Goel is a technocrat having around 51 years of diversified experience including in the Broadcasting and Media & Entertainment Industry. Mr. Goel is the 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.

5. Relationship between remuneration and performance

The remuneration payable is as per general industry norms and commensurate with the operation of the Company and job responsibilities.

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. The proposed remuneration is as per the Board approved Remuneration Policy of the Company.

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, 2022 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 the Act is available for inspection by the Members online during the EGM through video conference. The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of re-appointment and remuneration of Mr. Goel as Managing Director as required under Section 190 of the Companies Act, 2013.

Mr. Goel is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Goel has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

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 and his relatives (whose re-appointment is proposed in the resolution), are in any way concerned or interested in the resolution.

Your Board recommends the Special resolution as set out in Item No. 1 for your approval.

Item No. 2

Mr. Anil Kumar Dua was appointed as the Group Chief Executive Officer the Company on May 17, 2017. 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. Thereafter, the members of the Company at their Annual General Meeting held on September 19, 2019 approved the appointment of Mr. Dua for a period of 3 (three) years, starting from March 26, 2019 to March 25, 2022 (both days inclusive).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, has approved the re-appointment of Mr. Anil Kumar Dua as the Whole Time Director of the Company for a further period of three years commencing from March 26, 2022 to March 25, 2025 (both days inclusive). Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Dua shall hold office upto the date of next General Meeting or for a period of three months from the date of re-appointment, whichever is earlier. Further, in terms of the provisions of Section 197, 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 the provision of Section 196 of the Act, the re-appointment of a whole-time director including the terms and conditions thereof is required to be approved by the members of the Company. The proposed special resolution being approved as set out at Item No. 2 of this Notice would also be in compliance with the aforesaid requirements.

Brief profile:

Mr. Dua is a seasoned professional having working experience with eminent brands like 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 is a management professional with over 33 years of diversified experience in various facets of business management such as brand building, marketing, customer experience, supply chain and strategy.

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).

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 re-appointed on the Board as a Whole-Time Director of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, has approved the re-appointment of Mr. Anil Kumar Dua as the Whole Time Director of the Company for a further period of three years commencing from March 26, 2022 to March 25, 2025 (both days inclusive), which term shall be liable to retire by rotation.

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

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 and Broadcasting, Government of India (MIB). The Company is also into the business of providing Teleport Services.
- b) **Date of Commencement of Service:** 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:** Financial performance for the last three Financial Years is as per details below:

(₹ In Lakhs)

Particulars (Standalone)	FY 2019	FY 2020	FY 2021
Total Revenue			
- From Continuing operation	405,007	167,848	174,415
- From Discontinuing operation	-	-	-
EBITDA			
- From Continuing operation	47,768	57,101	72,030
- From Discontinuing operation	-	-	-
Profit Before taxes			
- From Continuing operation	(168,550)	(183,827)	(38,027)
- From Discontinuing operation	-	-	-
Profit After taxes	(128,942)	(139,409)	(67,775)
Basic/Diluted EPS (In Rs)	(6.70)/(6.70)	(7.25)/(7.25)	(3.52)/(3.52)
Total Assets	1,084,729	947,565	8,47,111
Shares Outstanding (No.)	1,841,287,514	1,841,287,514	1,841,287,514

- e) **Foreign investments or collaborations, if any:** Except for equity shares of the Company held by Non-resident shareholders, there is no foreign investment or collaborations in the Company. Further, Company's investment in Dish T V Lanka (Private) Limited is ₹ 2.94 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 33 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 and was also appointed as a Whole Time Director with effect from May 26, 2019.

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. On his appointment as the Whole Time Director with effect from March 26, 2019, the Board decided that the remuneration drawn by him as Group Chief Executive Officer, shall continue. The remuneration of Mr. Dua for the Financial Year 2020 – 21 was ₹ 3.79 Cr and for the Financial Year 2021-22 was ₹ 3.82 Crore. The remuneration paid to Mr. Dua for the aforesaid period(s) was in terms of the approval granted by the members 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:** The details of the remuneration is set out in the Special Resolution mentioned in item No. 2 of this Notice.

The terms and conditions of his re-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 as detailed in the Special Resolution mentioned in item No. 2 of this Notice (with such increase as may be approved by the Board, within overall limit) will be payable as remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

- f. **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 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. Dua'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 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 proposed.

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 the Whole Time 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. Fixed cost pertaining to salary, administration, technology cost, call center cost and transponder charges continues to put pressure on the finances. Further, the competition has also intensified, not only from DTH and cable sector but also from other modes of content consumption viz., Free DTH platform of Prasar Bharti and the OTT platforms. The recent covid pandemic led to increased consumption of broadband which resulted in customer preferences moving towards OTT. All of this has resulted in losses to the Company. 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: The Company is increasing its focus towards enhancing the value proposition for the customers through offering a wide variety of offerings not only in terms of boxes but also access to online content, apps, services on TV. The Company has put subscribers at the centre of its business model. This approach will not only help to cater to different customer segments but also expand its wallet share from its existing customers. The Company is further focusing on upscaling its subscriber base by focusing on HD offerings by providing High Definition Set top boxes to the subscribers at nominal rates. The Company also launched "Zing" product at a very competitive rate to counter the DTH platform of Prasar Bharti. The subscriber can view around 200 channels at a nominal price. Further, with content consumption becoming increasingly personalized because of the availability of screens and ease of access to entertainment content online, the Company has been innovating to integrating the digital content library with the superior viewing experience available on a TV vis-à-vis smaller screens.

After launching many industry-first and path-breaking products in the last couple of years such as content streaming solution 'd2h Magic' and connected android boxes that allow customers to access digital video streaming, new-age entertainment and OTT apps on a d2h set-top box, the Company has also launched DIA (d2h Intelligent Assistant), an AI enabled chatbot, that is set to revolutionize the service interactions with the customers. This initiative is based on the demand for such zero human- touch interactions as seen in the persistent shift towards digital payments through Unified Payments Interface (UPI) and e-wallets, and to a smaller extent Credit Cards and Net Banking.

c. Expected increase in productivity and profits in measurable terms: Under the leadership of Mr. Dua, the Company was relatively successful in protecting its consolidated revenue from operations with a meagre decline of 8.6 per cent, despite heightened competition from cable and DTH platforms and shift of customer preference towards OTT platform. The Company is expanding the content distribution through offering new and contemporarily products and choices to the customers.

The focus on driving operational efficiencies pushed the EBITDA margin to rise by 290 basis points in FY 2020-21 as compared to the previous financial year. As the financial expenses were lower on account of reduced debt, the cash profits before taxes were higher, which helped the Company, on a consolidated basis, to reduce the debt further by ₹ 10 billion by the end of the year. Overall losses after tax also decreased by 28.1 per cent to ₹ 11,899 million. This performance has created a solid platform from which the Company can make a leap in the coming financial years when the demand environment is expected to improve significantly. Also, the enhanced focus on optimizing the cost pertaining to call center, personnel, marketing and general administration will pave way for improved profitability. The mainstay products from DishTV, d2h and Zing and Watcho will be the primary elements of the Company's strategic response to the evolving market situations.

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. Dua 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. Dua is not drawing any remuneration or commission from any other Company

4. Professional qualification and experience

Mr. Dua has worked with eminent brands including 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, Mr. Dua is having more than 33 years rich experience in various facets of business management.

5. Relationship between remuneration and performance

The remuneration payable is as per general industry norms and commensurate with the operation of the Company and job responsibilities.

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. The proposed remuneration is as per the Board approved Remuneration Policy of the Company.

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

Mr. Dua does not hold any shares of the Company. Mr. Dua is entitled to Stock Options.

The document setting out the terms of employment and payment of remuneration as prescribed under the Act is available for inspection by the Members online during the EGM through video conference. The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of re-appointment and remuneration of Mr. Dua as Whole Time Director as required under Section 190 of the Companies Act, 2013.

Mr. Dua is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Dua has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

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. Dua and his relatives (whose re-appointment is proposed in the resolution), are in any way concerned or interested in the resolution.

Your Board recommends the Special resolution as set out in Item No. 2 for your approval.

Item No. 3

In terms of the extant regulatory framework, the Company had made an application to the Ministry of information and Broadcasting seeking its approval for appointment of Mr. Rajagopal Chakravarthi Venkateish, aged 63 years, as a Director of the Company, which approval was granted on May 13, 2022. Subsequently, based on the recommendations of the Nomination and Remuneration Committee of the Board and after reviewing confirmation of Independence received from Mr. Rajagopal Chakravarthi Venkateish (DIN:00259537), 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 ('Board') of the Company at its meeting held on May 25, 2022 had approved the appointment Mr. Rajagopal Chakravarthi Venkateish (DIN:00259537) as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from May 25, 2022 for a period of five consecutive years.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Venkateish shall hold office upto the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. The proposed special resolution being approved as set out at Item No. 3 of this Notice would also be in compliance with the aforesaid requirement. Appropriate notice has been received from a member proposing candidature of Mr. Venkateish as a Director of the Company pursuant to Section 160 of the Act.

Mr. Venkateish has given his consent to act as Independent Director of the Company. The Company has received declaration from Mr. Venkateish 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 opines that Mr. Venkateish fulfils the conditions specified under Section 149(6) and Schedule IV of the Act, Regulation 16 of the Listing Regulations and also that he is independent of the management. Mr. Venkateish is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Mr. Venkateish has an impressive track record spanning over two decades. He is an Alumnus of esteemed institutions such as IIT-Madras and IIM-Calcutta and has served as Country Head of Oral-B, India (1996-2001) and the Managing Director of Kellogg's, India (2000-2003), and the Managing Director of ESPN Star Sports (2003-2010), Chief Executive Officer of Dish TV India Limited (2010-2015) and is a whole-time Director of Lex Sportel Vision since 2017. He has also been on the Board of Directors of the Indian Broadcasting Foundation (IBF). The Board further opines that Mr. Venkateish possesses requisite experience and skill sets for providing an independent judgment to the Board. The Board considers that based on his varied experience, his association would be of immense benefit to the Company and it is desirable to appoint Mr. Venkateish as an Independent Director.

Accordingly, the Board recommends the appointment of Mr. Venkateish as an Independent Director of the Company for a period of 5 (Five) years with effect from May 25, 2022 to May 24, 2027 (both days inclusive).

Appointment letter setting out the terms of appointment of Mr. Venkateish as an Independent Director will be available for inspection at the website of the Company under the investors section and online during the AGM through VC.

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. Rajagopal Chakravarthi Venkateish and his relatives (whose appointment is proposed in the resolution), are in any way concerned or interested in the resolution.

Your Board recommends the Special resolution as set out in Item No. 3 for your approval.

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: May 25, 2022

Registered Office:

Office No. 3/B, 3rd Floor, Goldline Business Centre,
Link Road, Malad West, Mumbai - 400064
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. Jawahar Lal Goel	Mr. Anil Kumar Dua	Mr. Rajagopal Chakravarthi Venkateish
Age / Date of Birth	67 Years/December 17, 1954	56 years/ December 8, 1965	63 years/ July 21, 1959
Date of first Appointment	January 06, 2007	March 26, 2019	May 25, 2022
Qualification	Entrepreneur	B. Tech (IIT, Delhi) and MBA (IIM, Ahmedabad)	MBA in Management from IIM – Calcutta and Bachelor of Technology from IIT-Madras
Brief Resume including Experience/ expertise in specified functional area	<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 Limited in 1994.</p> <p>Mr. Goel is a technocrat having around 51 years of diversified experience including in the Broadcasting and Media & Entertainment Industry. Mr. Goel is the 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. Mr. Dua also holds the position of Chief Executive Officer of Dish Infra Services Private Limited, wholly owned subsidiary of the Company.</p>	<p>Mr. Venkateish has an impressive track record spanning over two decades. He has served as Country Head of Oral-B, India (1996-2001), Managing Director of Kellogg's, India (2000-2003), Managing Director of ESPN Star Sports (2003-2010), Chief Executive Officer of Dish TV India Limited (2010-2015) and is a Whole-Time Director of Lex Sportel Vision since 2017. He has also been on the Board of Directors of the Indian Broadcasting Foundation (IBF). He has a varied and strong business background in Media & Entertainment Industry.</p>
Experience and expertise in specified functional area	Mr. Goel is a technocrat having around 51 years of diversified experience including in the Broadcasting and Media & Entertainment Industry.	Mr. Dua is having over 33 years rich experience in various facets of business management	Mr. Venkateish is having over two decades of varied and strong business background in the Media & Entertainment Industry.
Directorships held in other companies in India*	NIL	NIL	<ul style="list-style-type: none"> ✓ JHS Svendgaard Laboratories Limited ✓ Infocom Networks Private Limited ✓ Lex Sportel Vision Private Limited ✓ Lex Sportel Entertainment and Media Private Limited
Directorships held in other Listed entities	NIL	NIL	JHS Svendgaard Laboratories Limited (Independent Director)
Chairman/ Member of Committee of the Board of other companies in which they are director**	NIL	NIL	Chairperson of Stakeholder Relationship Committee of the Board of JHS Svendgaard Laboratories Limited
Listed Entities from which the Director has resigned in the past three years	NIL	NIL	NIL

Particulars	Mr. Jawahar Lal Goel	Mr. Anil Kumar Dua	Mr. Rajagopal Chakravarthi Venkateish
Shareholding in Dish TV India Limited	Mr. Goel holds, 176,800 fully paid equity shares in the Company as on March 31, 2022 constituting 0.01% of the Share Capital	Mr. Dua does not hold any shares of the Company.	Mr. Venkateish does not hold any shares of the Company.
Inter-se Relationship between Directors/Managers/Key Managerial Personnel	Mr. Goel is not related to any of the director, manager and other Key Managerial Personnel of the Company.	Mr. Dua is not related to any of the director, manager and other Key Managerial Personnel of the Company.	Mr. Venkateish is not related to any of the director, manager and other Key Managerial Personnel of the Company.
Pecuniary relationship with company etc.	Holding the Position of Chairman & Managing Director of the Company	Holding the position of Group Chief Executive Officer of the Company.	Does not have any pecuniary relationship with Company.
Terms and Conditions of Appointment/ Re-appointment and Remuneration along with details of remuneration sought to be paid	Terms, Conditions and the details of remuneration sought is mentioned in the resolution no 1 of this notice.	Terms and Conditions and the details of remuneration sought is mentioned in the resolution no 2 of this notice.	Terms and Conditions and the details of remuneration sought is mentioned in the resolution no 3 of this notice.
Remuneration Last Drawn	As given in the explanatory statement of item number 1 of this Notice	As given in the explanatory statement of item number 2 of this Notice	NA
Number of Board Meetings Attended during the Financial Year 2021-22 (Total Nine (9) Board Meetings were held during the Financial Year)	9	9	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	The Board has identified – 'Strategy and strategic planning', 'Policy development', 'Financial Expertise', 'Risk and compliance oversight', 'Executive management' & 'Commercial experience' skill sets required for the role, all of which are met by Mr. Venkateish. Mr. Venkateish has over two decade varied and strong business expertise in the Media & Entertainment Industry.

* 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) have been considered except Foreign Companies, Private Companies, companies registered under section 8 of the Act and Chairmanships/Memberships in Committees of Dish TV India Limited.

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: May 25, 2022

Registered Office:
Office No. 3/B, 3rd Floor, Goldline Business Centre,
Link Road, Malad West, Mumbai - 400064
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

Information at a Glance

Sr.	Particulars	Details
1	Day, Date and Time of EGM	Friday, June 24, 2022 at 11:30 AM
2	Mode	Video Conferencing and Other Audio Visual Mode
3	Participation through Video-Conferencing	Members can login on the date of EGM at https://www.evoting.nsdl.com/ by using their remote e-voting login credentials and selecting the EVEN for Company's EGM
4	Help-Line Number for VC Participation	Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Sr. Manager – NSDL at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
5	Speaker Registration Before EGM	Members who would like to express their views or ask questions during the EGM 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 June 14, 2022 to June 18, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. 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 EGM
6	Cut-off Date for e-voting	Friday, June 17, 2022
7	Remote E-voting start time and date	Monday, June 20, 2022 at 9.00 A.M. (IST)
8	Remote E-voting end time and date	Thursday, June 23, 2022 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 400083. E Mail - rnt.helpdesk@linkintime.co.in
11	Email 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>