

September 26, 2022

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: DISHTV	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: 532839
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Kind Attn. : Manager - Corporate Relationship Department
Subject : Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Proceedings of 34th Annual General Meeting of the Company held today viz. September 26, 2022, Voting Results thereof and Adjournment of AGM

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that the 34th Annual General Meeting ('AGM') of the Company was held today i.e. Monday, September 26, 2022 at 12:30 Hrs (IST) through Video Conferencing / Other Audio Visual Means, in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') in this regard and the business(es) mentioned in the Notice dated August 30, 2022 convening the AGM were transacted at the said AGM.

In terms of applicable regulatory provisions, the Directors present at the AGM, elected Dr. (Mrs.) Rashmi Aggarwal, Independent Director of the Company as Chairperson for the AGM. Requisite quorum being present, the meeting was called to order at 12:30 Hrs.

In this regard, please find enclosed the following:

1. Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as **Annexure 1**;
2. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations as **Annexure 2**; and
3. Consolidated Report of the Scrutinizer dated September 26, 2022, on remote e-voting and electronic voting at the AGM as **Annexure 3**.

The above results will also be available on the website of the Company (i.e. www.dishd2h.com) and on the website of National Securities Depository Limited (i.e. www.evoting.nsdl.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For Dish TV India Limited

Ranjit Singh

Company Secretary & Compliance Officer

Membership No. A15442



Encl. as above

SUMMARY OF PROCEEDINGS OF THE 34th ANNUAL GENERAL MEETING OF THE COMPANY

The 34th Annual General Meeting ('AGM') of the Company was held today viz. Monday, the 26th day of September, 2022, at 12:30 Hrs (IST), through Video Conferencing / Other Audio Visual Means in accordance with the applicable provisions of Companies Act, 2013 read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also in terms of the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time in this regard.

Mr. Ranjit Singh, Company Secretary & Compliance Officer welcomed the members and other attendees at the 34th Annual General Meeting. All Directors were present for the meeting through Video Conferencing mode. The representatives of the Statutory Auditors, Secretarial Auditors, Cost Auditors and Internal Auditors, were also present through Video Conferencing mode. Mr. Anil Kumar Dua, Chief Executive Officer and Mr. Rajeev Kumar Dalmia, Chief Financial Officer of the Company were also present through Video Conferencing mode.

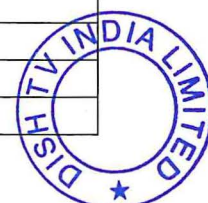
The Company Secretary informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the AGM.

The Company Secretary informed the Members that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice convening the meeting. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had extended the E-voting facility to the Members of the Company in respect of all the businesses to be transacted at the Annual General Meeting, through the electronic voting platform of National Securities Depository Limited ('NSDL'). It was further informed that the Remote E-voting commenced from September 22, 2022 at 9:00 A.M. (IST) and ended on September 25, 2022 at 5:00 P.M. (IST).

Members who had not cast their votes electronically earlier and who were participating in the meeting would be able to cast their votes during the meeting and 15 minutes after the meeting through the e-voting system provided by NSDL. The Company Secretary informed the Members that the necessary Registers and documents referred to in the Notice of the 34th AGM were available for inspection electronically on the website of the Company and also through the link of NSDL.

Thereafter, the Company Secretary introduced the following Directors, Chief Executive Officer and Chief Financial Officer, attending the AGM of the Company.

Name	Designation
Mr. Bhagwan Das Narang	Independent Director
Mr. Shankar Aggarwal	Independent Director and Chairman of Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee
Dr. (Mrs.) Rashmi Aggarwal	Independent Director and Chairman of Nomination and Remuneration Committee and Stakeholder Relationship Committee
Mr. Rakesh Mohan	Independent Director
Mr. Anil Kumar Dua	Chief Executive Officer
Mr. Rajeev Kumar Dalmia	Chief Financial Officer



In terms of the applicable regulatory provisions, the Directors present at the AGM elected Dr. (Mrs.) Rashmi Aggarwal, an Independent Director of the Company, as Chairperson for the AGM.

The requisite quorum being present through electronic means, the Chairperson called the meeting to order. Mrs. Aggarwal addressed the members' *inter-alia* informing them about the business performance, outlook, etc. of the Company.

In addition to adoption of Annual Audited Financial statements of the Company (*on a standalone and consolidated basis*) for the Financial Year 2021-22, the Agenda items for the AGM also included adoption of the Annual Audited Financial Statements of the Company (*on a standalone and consolidated basis*) for the Financial Year 2020-21, which were not approved with requisite majority at the previous Annual General Meeting of the Company.

In view of the same, the Chairperson informed the members that with their consent, the said AGM shall be adjourned *sine die*, in terms of applicable regulatory provisions, if upon conclusion of the e-voting at the AGM, and in terms of the consolidated results of remote e-voting and e-voting at AGM, either of the Annual Audited Financial Statements of the Company are not approved with requisite majority.

The Notice convening the AGM of the Company was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members. The Company Secretary read the Secretarial Auditor's qualification and Statutory Auditors' qualification on the financials of the Financial Year 2020-21 and referred to the management response thereon.

Thereafter, the Question & Answer (Q&A) forum was opened for the registered speakers to seek clarification or offer any comments related to the resolutions or Financial Statements and Operations of the Company. Total 20 speaker shareholders raised queries/made comments on the financial performance and other relevant matters for which necessary clarifications and responses were provided by Mr. Anil Kumar Dua, Chief Executive Officer and Mr. Rajeev Kumar Dalmia, Chief Financial Officer of the Company.

The members were further informed, that Mr. Jayant Gupta (Membership No. F7288), Company Secretary, proprietor of Jayant Gupta & Associates, has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and electronic voting at the AGM. The consolidated results of remote e-voting and voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and on the website of NSDL and the same shall also be intimated to the Stock Exchanges. The Company had provided remote e-voting facility offered by NSDL for Equity Shareholders as on cut-off date of September 19, 2022 to cast their votes electronically on all Agenda items proposed in the Notice of this AGM and also extended the said E-voting facility at the AGM.

The Chairperson thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations.

The Chairperson also informed the Members that proceedings of the present AGM finished at 14:04 Hrs and that the e-voting platform shall remain open till 14:19 Hrs, post which the process of counting of votes shall be initiated, in terms of applicable provisions of law.

148 Shareholders were present in the AGM through Video Conferencing.



Dish TV India Limited

Resolution Required : (Ordinary)

1 - ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR 2020-21.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	674924676	549192286	81.3709	201200	548991086	0.0366	99.9634
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		549192286	81.3709	201200	548991086	0.0366	99.9634
Public Non Institutions	E-Voting	1091946410	381123678	34.9031	80682445	300441233	21.1696	78.8304
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		381123678	34.9031	80682445	300441233	21.1696	78.8304
Total		1841256054	1004700932	54.5661	155268613	849432319	15.4542	84.5458



Dish TV India Limited

Resolution Required : (Ordinary)

2 - RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2021-22.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	674924676	549703064	81.4466	517441468	32261596	94.1311	5.8689
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		549703064	81.4466	517441468	32261596	94.1311	5.8689
Public Non Institutions	E-Voting	1091946410	381124183	34.9032	273072273	108051910	71.6492	28.3508
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		381124183	34.9032	273072273	108051910	71.6492	28.3508
Total		1841256054	1005212215	54.5938	864898709	140313506	86.0414	13.9586



Dish TV India Limited

Resolution Required : (Ordinary)

3 - ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR 2021-22

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	674924676	549192286	81.3709	19174129	530018157	3.4913	96.5087
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		549192286	81.3709	19174129	530018157	3.4913	96.5087
Public Non Institutions	E-Voting	1091946410	381129333	34.9037	136715503	244413830	35.8712	64.1288
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		381129333	34.9037	136715503	244413830	35.8712	64.1288
Total		1841256054	1004706587	54.5664	230274600	774431987	22.9196	77.0804



Dish TV India Limited

Resolution Required : (Ordinary)		4 - APPOINTMENT OF S.N. DHAWAN & CO LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 000050N / N500045) AS STATUTORY AUDITORS OF THE COMPANY IN PLACE OF M/S WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 001076N/N-500013), THE RETIRING STATUTORY AUDITORS						
		No						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	674924676	549703064	81.4466	49028543	500674521	8.9191	91.0809
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		549703064	81.4466	49028543	500674521	8.9191	91.0809
Public Non Institutions	E-Voting	1091946410	381125064	34.9033	140620061	240505003	36.8960	63.1040
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		381125064	34.9033	140620061	240505003	36.8960	63.1040
Total		1841256054	1005213096	54.5939	264033572	741179524	26.2664	73.7336



Dish TV India Limited

Resolution Required : (Ordinary)			5 - RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2022-23					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	674924676	549703064	81.4466	517441468	32261596	94.1311	5.8689
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		549703064	81.4466	517441468	32261596	94.1311	5.8689
Public Non Institutions	E-Voting	1091946410	381128708	34.9036	275377082	105751626	72.2530	27.7470
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		381128708	34.9036	275377082	105751626	72.2530	27.7470
Total		1841256054	1005216740	54.5941	867203518	138013222	86.2703	13.7297



Dish TV India Limited

Resolution Required : (Special)

6 - APPROVAL OF APPOINTMENT OF MR. RAKESH MOHAN (DIN: 07352915) AS A NON - EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	674924676	549703064	81.4466	21550842	528152222	3.9205	96.0795
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		549703064	81.4466	21550842	528152222	3.9205	96.0795
Public Non Institutions	E-Voting	1091946410	381117506	34.9026	136534653	244582853	35.8248	64.1752
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		381117506	34.9026	136534653	244582853	35.8248	64.1752
Total		1841256054	1005205538	54.5935	232470463	772735075	23.1267	76.8733



Details of the Participation and Agenda items transacted at the Annual General Meeting of the Company held on September 26, 2022 are as follows:

Description	Particulars
Date of Annual General Meeting	September 26, 2022
Total number of Shareholders on record date (i.e the cut-off date for determining the Shareholders entitled to Remote E-Voting / E-Voting during AGM - September 19, 2022)	2,65,066
Total Number of Shareholders present in the meeting through Video Conferencing	
a) Promoters & Promoter Group	17
b) Public	131

Resolution No. 1	<u>Ordinary Resolution:</u> Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2020-21.
Type of Business	Ordinary Business of 33 rd AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 2	<u>Ordinary Resolution:</u> Ratification of remuneration of Cost Auditors for the Financial Year 2021-22
Type of Business	Special Business of 33 rd AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 3	<u>Ordinary Resolution:</u> Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2021-22
Type of Business	Ordinary Business of 34 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 4	<u>Ordinary Resolution:</u> Appointment of S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration number: 000050N / N500045) as Statutory Auditors of the Company in place of M/s Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration no. 001076N/N-500013), the retiring Statutory Auditors.
Type of Business	Ordinary Business of 34 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 5	<u>Ordinary Resolution:</u> Ratification of remuneration of Cost Auditors for the Financial Year 2022-23
Type of Business	Special Business of 34 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 6	<u>Special Resolution:</u> Approval of appointment of Mr. Rakesh Mohan (DIN: 07352915) as a Non - Executive Independent Director of the Company
Type of Business	Special Business of 34 th AGM
Mode of Voting	Remote E-voting and E-Voting

Mr. Jayant Gupta, Company Secretary, proprietor of Jayant Gupta & Associates, who was appointed as the Scrutinizer has submitted his consolidated report on Remote E-voting and E-voting during the AGM dated September 26, 2022 to the Chairperson of the AGM. Basis the consolidated report of the Scrutinizer dated September 26, 2022, below are the Voting results for all the resolutions forming part of the AGM notice:



S. No	Resolution Description	Type	Voting Result
1	Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2020-21	Ordinary	Not Approved
2	Ratification of remuneration of Cost Auditors for the Financial Year 2021-22	Ordinary	Approved
3	Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2021-22	Ordinary	Not Approved
4	Appointment of S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration number: 000050N / N500045) as Statutory Auditors of the Company in place of M/s Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration no. 001076N/N-500013), the retiring Statutory Auditors.	Ordinary	Not Approved
5	Ratification of remuneration of Cost Auditors for the Financial Year 2022-23	Ordinary	Approved
6	Approval of appointment of Mr. Rakesh Mohan (DIN: 07352915) as a Non - Executive Independent Director of the Company	Special	Not Approved


As stated above, the conclusion of this AGM was subject to adoption of the financial statements of the Company for the financial year 2020-21 and financial year 2021-22 by the Shareholders. In view of the aforesaid Voting Results, on account of non-approval of Agenda Items relating to - (a) adoption of Financial Statements (*on a Standalone and consolidated basis*) for the Financial Year 2020-21 and (b) adoption of Financial Statements (*on a Standalone and consolidated basis*) for the Financial Year 2021-22, **the present AGM stands adjourned sine die for the said Items**. The Board of Directors of the Company at the subsequent meeting shall finalise the requisite steps to be undertaken by the Company in respect of holding the adjourned AGM, which will be subject to receipt of such necessary approval as may be applicable.

Copy of the Scrutinizer's report along with requisite particulars of Remote E-voting and E-voting conducted during the AGM Results as per Regulation 44(3) of the Listing Regulations is enclosed herewith for your information and record.

Thanking you.

Yours Sincerely,

For Dish TV India Limited



Ranjit Singh
Company Secretary & Compliance Officer
 Membership No. A15442



SCRUTINIZER'S REPORT FOR E-VOTING OF DISH TV INDIA LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,
34th Annual General Meeting of the Equity Shareholders of
Dish TV India Limited
{CIN:L51909MH1988PLC287553}**

Sub: Consolidated Result of Voting conducted through Remote Electronic Voting and Electronic Voting at the 34th Annual General Meeting of Dish TV India Limited held on Monday, September 26, 2022 at 12:30 P.M. (IST) through video conferencing/other audio visual means

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005, Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Dish TV India Limited (the Company), *vide* Resolution passed in the Board Meeting held on August 30, 2022 for the purpose of scrutinizing the Remote E-Voting that commenced on Thursday, September 22, 2022 at 9:00 A.M. (IST) and ended on Sunday, September 25, 2022 at 5:00 P.M. (IST) and E-voting at the 34th Annual General Meeting ('AGM') of Dish TV India Limited held on September 26, 2022 at 12:30 P.M. (IST) through video conferencing ('VC') /other audio visual means ('OAVM'), as per the Notice dated August 30, 2022 calling the AGM of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the Resolutions proposed in the Notice of the AGM of the Company (including Item Nos. 1 and 2 related to 33rd AGM) is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and electronic voting at the virtual meeting, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the Resolutions, based on the reports generated from the remote electronic voting system and electronic voting system of National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company.

Since this AGM was held through VC or OVAM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with. The deemed venue of the AGM is the registered office of the Company.

I hereby report as under:



1. The Company has through NSDL, the authorised agency engaged by the Company, dispatched the Notice calling the AGM of the Company for the Financial Year 2021-22, along with e-voting instructions to 2,45,248 Shareholders, whose email addresses were registered with the Company/ Depository Participants / Depositories, by E-mail only on September 4, 2022 as per the records of the shareholders of the Company as on August 26, 2022, pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars").
2. In terms of the requirement of Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the Company has duly given a Public Notice by way of an advertisement in two newspapers viz. "Business Standard" and "Navshakti" on September 2, 2022, specifying that the AGM will be held through VC or OAVM facility and also specifying other requirements as enumerated in the aforementioned circular.
3. As prescribed in clause (v) of sub rule 4 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, published in nation-wide edition of English Newspaper viz. 'Business Standard' and in Mumbai Edition of Marathi Newspaper viz. 'Navshakti' on September 5, 2022 regarding Notice calling the AGM of the Company and information pertaining to the E-voting.
4. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the facility of voting to 2,65,066 shareholders, holding fully paid up equity shares of the Company, to cast votes electronically upto September 25, 2022 through remote e-voting on NSDL platform and by means of E-voting at the 34th AGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of fully paid up equity shareholding as on cut-off date i.e. Monday, September 19, 2022.
5. The Company provided the facility of electronic remote e-voting to the eligible shareholders of the Company from Thursday, September 22, 2022 at 9:00 A.M. (IST) upto Sunday, September 25, 2022 at 5:00 P.M. (IST) through the platform of NSDL, by accessing through <https://www.evoting.nsdl.com>. NSDL has been engaged by the Company as the service provider for providing facility of e-voting to the shareholders of the Company.
6. At the 34th AGM of the Company held on September 26, 2022, E-voting was announced on all the resolutions, to facilitate the members present in the meeting, through VC/OAVM mode who could not record their votes through remote e-voting process earlier. NSDL was the service provider of the facility of voting to the shareholders through E-Voting. The Board of Directors of the Company had appointed me as Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during the AGM and kept open fifteen minutes after the AGM proceedings for E-Voting by members.
7. Pursuant to Rule 20(xii) of Companies (Management & Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on September 26, 2022 at 03:12 P.M. (IST) in the presence of two independent witnesses viz. CS Punit Jain and CS Monika Ahuja, who are associated with me and not in employment of the Company.



8. Based on the reports generated from the Remote E-Voting system provided by NSDL and E-voting conducted during the AGM through NSDL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the AGM as under:

1. ORDINARY BUSINESS OF 33RD AGM

a) As an Ordinary Resolution- Item No.1

Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2020-21

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	1002	1004700932	830	155268613	15.454	172	849432319	84.546

2. SPECIAL BUSINESS OF 33RD AGM

b) As an Ordinary Resolution- Item No.2

Ratification of remuneration of Cost Auditors for the Financial Year 2021-22

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	1001	1005212215	853	864898709	86.041	148	140313506	13.959

3. ORDINARY BUSINESSES OF 34TH AGM

c) As an Ordinary Resolution- Item No.3

Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2021-22

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	1003	1004706587	854	230274600	22.920	149	774431987	77.080

d) As an Ordinary Resolution – ItemNo.4

Appointment of S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration Number: 000050N / N500045) as Statutory Auditors of the Company in place of M/s Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N-500013), the retiring Statutory Auditors



MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	1001	1005213096	836	264033572	26.266	165	741179524	73.734

4. SPECIAL BUSINESSES OF 34TH AGM

e) As an Ordinary Resolution – ItemNo.5

Ratification of remuneration of Cost Auditors for the Financial Year 2022-23

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	1002	1005216740	850	867203518	86.270	152	138013222	13.730

f) As a Special Resolution – Item No.6

Approval of appointment of Mr. Rakesh Mohan (DIN: 07352915) as a Non - Executive Independent Director of the Company

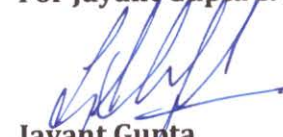
MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	997	1005205538	813	232470463	23.127	184	772735075	76.873

Based on the above, the Resolution Nos. 2 and 5 have been approved by the shareholders under remote e-voting and electronic voting at the AGM with the requisite majority and the Resolution Nos. 1, 3, 4 and 6 have not been approved with the requisite majority. The results of the voting by members through remote e-voting and electronic voting at the AGM in the respect of above mentioned resolutions may accordingly be declared by the Company.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through Remote E-Voting and E-voting at AGM. I shall be arranging to hand over these records to Mr. Ranjit Singh, Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,
Yours faithfully,

For Jayant Gupta & Associates



Jayant Gupta
Proprietor
Membership No. : F7288
PCS No. : 9738
PR No. : 759/2020
UDIN : F007288D001049331
Place: New Delhi
Date: September 26, 2022

