

DISH TV INDIA LIMITED

Regd. Office: Office No. 803, 8th Floor, DLH Park, S. V. Road, Goregaon (West), Mumbai – 400 062, Maharashtra

Corp. Office: FC – 19, Sector 16 A, Noida – 201301, U.P

E-mail: investor@dishd2h.com, CIN: L51909MH1988PLC287553, Website: www.dishd2h.com

Tel: 0120-5047000, Fax: 0120-4357078

NOTICE OF THE ADJOURNED 34th ANNUAL GENERAL MEETING

Notice is hereby given that the **Adjourned 34th (Thirty Fourth) Annual General Meeting ('Adjourned AGM')** of the Members of Dish TV India Limited will be held on **Thursday, the 29th day of December, 2022 at 12:30 P.M. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the businesses mentioned in this Notice.

Members are aware that basis the votes cast by the Shareholders of the Company at the 34th Annual General Meeting held on September 26, 2022 ('AGM'), the Annual Audited Financial Statements of the Company for the Financial Year 2021-22 and Financial Year 2020-21, were not adopted by the Shareholders with requisite majority. Accordingly, the said AGM, in respect of adoption of the Annual Audited Financial Statements for the Financial Year 2021-22 and Financial Year 2020-21, stood adjourned.

The Board of Directors of the Company, at its meeting held on December 6, 2022, have proposed to place the said Annual Audited Financial Statements, before the Shareholders of the Company at the Adjourned AGM, to be held on December 29, 2022 and accordingly, the Resolution(s) for adoption of the Annual Audited Financial Statements for the Financial Year 2021-22 and Financial Year 2020-21, are being placed before the Members for consideration and approval at the Adjourned AGM. The items to be placed before the Shareholders at the Adjourned AGM are as below:

ORDINARY BUSINESS OF THIS ADJOURNED AGM (which business also formed part of 34th Annual General Meeting of the Company)**1. 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:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

- a) **"RESOLVED THAT** the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, including the Balance Sheet as at March 31, 2022, the statement of Profit and Loss and Statement of Cash Flow for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby adopted."
- b) **"RESOLVED THAT** the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, including the Balance Sheet as at March 31, 2022, the statement of Profit and Loss and Statement of Cash Flow for the Financial Year ended on that date and the Report of the Auditors thereon, as circulated to the Members, be and is hereby adopted."

ORDINARY BUSINESS OF THIS ADJOURNED AGM (which business also formed part of 33rd and 34th Annual General Meeting of the Company)**2. 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:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

- a) **"RESOLVED THAT** the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, including the Balance Sheet as at March 31, 2021, the statement of Profit and Loss and Statement of Cash Flow for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby adopted."
- b) **"RESOLVED THAT** the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, including the Balance Sheet as at March 31, 2021, the statement of Profit and Loss and Statement of Cash Flow for the Financial Year ended on that date and the Report of the Auditors thereon, as circulated to the Members, be and is hereby adopted."

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

Ranjit Singh

Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: December 6, 2022

Registered Office:

Office No. 803, 8th Floor, DLH Park,
S. V. Road, Goregaon (West),
Mumbai – 400 062, Maharashtra
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), and SEBI Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular"), permitted convening the Annual General Meeting ("AGM") 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 Adjourned 34th (Thirty Fourth) Annual General Meeting ("Adjourned AGM") 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 Adjourned AGM shall be the Registered Office of the Company.
2. Pursuant to aforesaid MCA Circulars, since this Adjourned AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Adjourned AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the Adjourned AGM through VC / OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail at pcs.jga@gmail.com, with a copy marked to evoting@nsdl.co.in and investor@dishd2h.com.
4. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
5. Inspection: All documents, if any, referred to in this Notice and other statutory registers shall be open for inspection by the Members online during the Adjourned AGM through VC/OAVM.
6. Submission of questions or queries prior to Adjourned AGM/ Registration of Speakers: Members seeking any information with regard to the accounts or any other matter to be placed at the Adjourned AGM, are requested to write to the Company from December 23, 2022 to December 25, 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 Adjourned AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investor@dishd2h.com on or before December 25, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the Adjourned AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the Adjourned AGM.
7. In accordance with the MCA Circular dated May 5, 2022, and SEBI circular dated May 13, 2022, the Notice of Adjourned AGM are 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 the Notice of the Adjourned AGM and statements thereto, 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.
8. A copy of the Notice of this Adjourned AGM and statements thereto, is available in the Investor Section on the website of the Company at www.dishd2h.com and website of the Stock Exchanges where the shares of the Company are listed 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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).
14. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/ Demat form, the nomination form may be filed with the respective Depository Participant.

15. Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.
16. Since the Adjourned AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
17. In compliance with the extant applicable provisions and upon approval of the Board of Directors of the Company, the Company had applied for seeking extension to convene the Adjourned AGM on or before December 31, 2022, which approval was granted by the Register of Companies vide order dated October 10, 2022. Accordingly, Resolutions for adoption of the Annual Audited Financial Statements for the Financial Year 2021-22 and Financial Year 2020-21, are being placed before the Members for adoption at the Adjourned AGM. The said Adjourned AGM is being held within the extended time frame as approved by the Register of Companies, Ministry of Corporate Affairs.

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

18. The Members can join the Adjourned AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the Adjourned AGM 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 Adjourned AGM 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 Adjourned AGM through VC/OAVM and vote thereat.
19. The attendance of the Members attending the Adjourned AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Pursuant to the provisions of Section 108 of the Act 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 to be transacted at the Adjourned AGM. For this purpose, the Company has entered into an agreement with 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 Adjourned AGM will be provided by NSDL.
21. In line with the MCA circulars, the Notice calling the Adjourned AGM has been uploaded on the website of the Company at www.dishd2h.com. The Notice can also be accessed from the websites 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 NSDL at www.evoting.nsdl.com.
22. The remote E-voting period for all items of businesses contained in this notice of Adjourned AGM shall commence from **Sunday, December 25, 2022 at 9:00 A.M. (IST)** and will end on **Wednesday, December 28, 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.
23. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and attendance at Adjourned AGM is **Thursday, December 22, 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 share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
24. Those Members, who will be present in the Adjourned AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Adjourned AGM.
25. The Members who have cast their vote by remote e-voting prior to the Adjourned AGM may also attend/ participate in the Adjourned AGM through VC / OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-voting before casting their vote.
26. At the Adjourned AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738) of Jayant Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-voting system at the Adjourned AGM in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at the Adjourned AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company. 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.

28. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. www.dishd2h.com and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to have been passed, on the date of Adjourned AGM.
29. Adjourned AGM is being convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars and SEBI Circulars.
30. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**
 The remote e-voting period begins **Sunday, December 25, 2022 at 9:00 A.M.** (IST) and will end on **Wednesday, December 28, 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. **Thursday, December 22, 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, being **December 22, 2022**.

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.nsd.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 (Dish TV India Limited) 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.nsd.com. Select "Register Online for IDeA'S Portalz" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual Shareholder holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 (Dish TV India Limited) 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 above mentioned 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	Your User ID is:
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 toll free no. 1800225533

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.nsd.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.nsd.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 EVEN is 117052 and folio number is 001*** then user ID is 117052001***

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 whose 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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in your login or 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.
2. 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.
3. 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, Senior Manager at evoting@nsdl.co.in

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), AADHAR (self-attested scanned copy of Aadhar 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), AADHAR (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 shareholders/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 ADJOURNED AGM ARE AS UNDER:-

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

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

1. Members will be provided with a facility to attend the Adjourned AGM 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 meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 their 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 December 22, 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: December 6, 2022

Registered Office:

Office No. 803, 8th Floor, DLH Park,

S. V. Road, Goregaon (West),

Mumbai – 400 062, Maharashtra

CIN: L51909MH1988PLC287553

E-mail: investor@dishd2h.com

Web: www.dishd2h.com

EXPLANATORY STATEMENT IN RESPECT OF ITEM NOS. 1 AND 2 OF THIS NOTICE

Item No. 1

Members are aware that the Resolution for adoption of Annual Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2022, including the Balance Sheet as at March 31, 2022 (along with accompanying statements and reports) (collectively referred to as 'Financial Statement for F.Y. 2021-22') were neither approved with requisite majority nor modified by the Members, at the 34th Annual General Meeting held on September 26, 2022. Accordingly, the said AGM, in respect of adoption of the Annual Audited Financial Statements, stood adjourned. In compliance with applicable law, the said statements were filed by the Company with the Registrar of Companies on November 2, 2022, as provisional.

Accordingly, the above referred Financial Statements for F.Y. 2021-22, as placed at the 34th AGM held on September 26, 2022, without any modification whatsoever, are being placed before the members for consideration and adoption.

Your Board recommends the Ordinary Resolution as set out in Item No. 1 for your approval.

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

Item No. 2

Members are aware that the Resolution for adoption of Annual Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2021, including the Balance Sheet as at March 31, 2021 (along with accompanying statements and reports) (collectively referred to as 'Financial Statement for F.Y. 2020-21') were neither approved with requisite majority nor modified by the Members, at the 33rd Annual General Meeting held on December 30, 2021. The said Financial Statement for F.Y. 2020 - 21 were again placed before the members at the 34th Annual General Meeting held on September 26, 2022 where the said Financial Statements were neither approved with requisite majority nor modified by the Members. Accordingly, the said AGM, in respect of adoption of the Financial Statements for F.Y. 2020 - 21, stood adjourned. In compliance with applicable law, the said statements were filed by the Company with the Registrar of Companies on March 23, 2022, as provisional.

Accordingly, the above referred Financial Statements for F.Y. 2020-21, as originally placed at the 33rd AGM and subsequently placed at the 34th AGM held on September 26, 2022, without any modification whatsoever, are being placed before the members for consideration and adoption.

Your Board recommends the Ordinary Resolution as set out in Item No. 2 for your approval.

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

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

Place: Noida
Date: December 6, 2022

Registered Office:

Office No. 803, 8th Floor, DLH Park,
S.V. Road, Goregaon (West),
Mumbai - 400 062, Maharashtra
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Information at a glance

Sr. No.	Particulars	Details
1	Day, Date and Time of the Adjourned AGM	Thursday, December 29, 2022 at 12:30 P.M. (IST)
2	Mode	Video Conferencing and Other Audio Visual Mode
3	Participation through Video-Conferencing	Members can login on the date of Adjourned AGM at https://www.evoting.nsdl.com/ by using their remote e-voting login credentials and selecting the EVEN for Company's Adjourned AGM
4	Help-Line Number for VC Participation	Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior 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 Adjourned AGM	Members who would like to express their views or ask questions during the Adjourned AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investors@dishd2h.com from December 23, 2022 to December 25, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the Adjourned AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the Adjourned AGM
6	Cut-off Date for e-voting	Thursday, December 22, 2022
7	Remote E-voting start time and date	Sunday, December 25, 2022 at 9:00 A.M. (IST)
8	Remote E-voting end time and date	Wednesday, December 28, 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 - 400 083. 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>