

DISH TV INDIA LIMITED

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

Corporate Office: FC-19, Sector-16A, Noida, Uttar Pradesh - 201 301

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

Tel: 0120-5047000, Fax: 0120-4357078

NOTICE

Notice is hereby given that the 35th (Thirty Fifth) **Annual General Meeting ('AGM')** of the Members of Dish TV India Limited will be held on **Monday, September 25, 2023, at 05:30 P.M. (IST)**, through video Conferencing ('VC') /Other Audio-Visual Means ('OAVM'), to transact the businesses mentioned below.

Members are informed that item nos. 1 and 2 of this Notice, which formed part of the Notice calling 33rd Annual General Meeting and 34th Annual General Meeting, respectively, for which requisite number of votes were not cast in favour by the members and accordingly are being placed before the members for consideration and adoption at this 35th AGM.

ORDINARY BUSINESS OF 33rd AGM

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

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."

ORDINARY BUSINESS OF 34th AGM

2. 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 BUSINESSES OF 35th AGM**3. Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2022-23**

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, 2023, including the Balance Sheet as at March 31, 2023, 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, 2023, including the Balance Sheet as at March 31, 2023, 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.”
- 4. Appointment of S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration number: 000050N / N500045) as Statutory Auditors of the Company in place of Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration no. 001076N/N-500013), the retiring Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N / N500045), be and are hereby appointed as Statutory Auditors of the Company for a first term of Five (5) years *i.e.* to hold office from the conclusion of this thirty fifth (35th) Annual General Meeting till the conclusion of the Fortieth (40th) Annual General Meeting of the Company to be held in the calendar year 2028, at such remuneration, as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

SPECIAL BUSINESSES OF 35th AGM**5. Ratification of remuneration of Cost Auditors for the financial year 2023-24**

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 (‘the Act’) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a cost audit fee of ₹ 4,50,000 (Rupees Four Lakh Fifty Thousand Only), excluding taxes and reimbursement of out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to Chandra Wadhwa & Co., (Firm Registration No. 000239), Cost Accountants, as the Cost Auditors of the Company, to conduct the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted) of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. Approval of appointment of Mr. Veerender Gupta (DIN: 00420087) as Whole Time Director designated as Executive 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 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation 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. Veerender Gupta (DIN: 00420087) who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an Additional Director in the category of Whole Time Director of the Company, with effect from June 26, 2023, 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 Whole Time Director designated as Executive Director, to hold office for a period of 3 (three) years, from the date of appointment *i.e.* June 26, 2023 to June 25, 2026 (both days inclusive), at the below remuneration which remuneration was being presently paid to him in his capacity as the Chief Technology Officer of the Company and at the following terms:

a) Basic Salary:

Rs. 795,400 per month with an authority to the Board of Directors to determine any merit-based revisions from time to time, in the range of Rs. 700,000 to Rs. 10,00,000 per month.

b) Allowances and Perquisites: In addition to the basic salary, Mr. Gupta 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 Rs. 645,285 per month, with an authority to the Board of Directors to determine any revision from time to time in the range of Rs. 600,000 to Rs. 750,000 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 Rs. 3,896,000 per annum. The Nomination and Remuneration Committee and the Board of Directors are authorized to determine any revision from time to time in the range of Rs. 2,500,000 to Rs. 4,500,000 per annum.

d) Other Terms and Conditions:

- (i) Reimbursement of entertainment expenses and mobile expenses incurred in the course of business of the Company.
- (ii) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- (iii) Mr. Gupta is eligible for Stock Options as per policy of the Company.
- (iv) Mr. Gupta's term of 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 appointment from time to time, as it may deem appropriate, expedient or necessary during the tenure of his 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. Veerender Gupta as Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Veerender Gupta, 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."

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

Place: Noida
Date: August 31, 2023

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

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

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NOTES:

1. The AGM will be convened in compliance with applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the provisions of General Circular No. 10/2022 dated December 28, 2022, other Circulars issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI ('Circulars').
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out the details relating to the Special Businesses to be transacted at the AGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to pcs.jga@gmail.com, with a copy marked to evoting@nsdl.co.in and investor@dishd2h.com.
5. Regulation 40 of the Listing Regulations, provides that requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.
6. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
7. 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 AGM through VC/OAVM.
8. **Submission of questions or queries prior to AGM/ Registration of Speakers:** Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from September 18, 2023 to September 21, 2023, 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 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 September 21, 2023. Those Members who have registered themselves as a speaker may be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
9. 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, for Director recommended by the Board for appointment at this Meeting forms part of the Notice. Detailed profile also forms part of the Corporate Governance Report. The Director has furnished consent/disclosure for the appointment as required under the Act and rules made thereunder.
10. In accordance with the MCA Circular dated December 28, 2022 and SEBI circular dated January 05, 2023, the Notice of 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 Annual Report and Notice of AGM to any

Member. Members are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.

11. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2022-2023 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 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. The Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for Financial year 2021-22 and 2020-21 were placed before the shareholders at the 34th and 33rd Annual General Meeting, respectively, wherein the same were not adopted by the shareholders with requisite majority. The said statements are being placed before the shareholders of the Company at this Annual General Meeting. Accordingly, the Annual Audited Financial Statements along with Report of the Auditors thereon, of the Company for the Financial Year 2021-22 and 2020-21 are annexed with this Annual Report. The Annual Report for FY 2021-22 and 2020-21 containing inter alia the Annual Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon & other required reports are available at Investor section of Company's website at <https://dishd2h.com/annual-reports/>.
12. Members are requested to notify immediately about any change in their postal address and E-Mail address 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.
13. 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.
14. 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.
15. 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.
16. In all correspondences with the Company, members are requested to quote their DP ID and Client ID No(s) in case the shares are held in the dematerialized form and folio numbers in case the shares are held in physical form.
17. 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.
18. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

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

19. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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

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Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

20. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 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 AGM. 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 AGM will be provided by NSDL.
22. In line with the MCA circulars, the Notice calling the 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 National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
23. The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from Thursday, September 21, 2023 at 9:00 A.M. (IST) and will end on Sunday, September 24, 2023 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.
24. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is Monday, September 18, 2023. 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.
25. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
26. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-Voting before casting their vote.
27. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-Voting facility. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738) of Jayant Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-Voting system at the AGM in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company. 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.

29. 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 and NSDL. The Resolutions, if approved, shall be deemed to have been passed, on the date of AGM.

30. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

31. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins Thursday, September 21, 2023, at 9:00 A.M. (IST) and will end on Sunday, September 24, 2023 at 5:00 P.M. (IST). The remote e-voting) and 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. Monday, September 18, 2023, 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 email 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"> <li data-bbox="497 1323 1482 1628">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 (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. <li data-bbox="497 1656 1482 1754">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

Type of shareholders	Login Method
	<p>3. 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 held 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="826 735 1177 950" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting 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.</p> <p>3. 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> <p>4. 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 E-voting is in progress and also able to directly access the system of all E-voting Service Providers.</p>

Type of shareholders	Login Method
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	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 022 - 4886 7000 and 022 - 2499 7000
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. 1800 22 55 33

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?

1. 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.
2. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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.

4. 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*****.

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

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.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 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.: 022 - 4886 7000 and 022 - 2499 7000 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), 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), 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 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 AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the 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" 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 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 holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is send through e- mail and holding shares as of the cut-off date *i.e* Monday, September 18, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or issuer /RTA, However if you are already register with NSDL for remote E-voting then you can use your existing user id and password for casting

your vote. If you forgot your password you can reset your password by using “forgot user details/password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022-4886 7000 and 022-2499 7000. In case of Individual Shareholders holding security in demat mode who acquires shares of the company and become Member of the company after sending of Notice and holding shares as of the cut-off date i.e. Monday, September 18, 2023, may follow steps mentioned in the Notice of AGM under “Access to NSDL E-voting system”.

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

Ranjit Singh

Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: August 31, 2023

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 WHICH FORMED PART OF THE NOTICE CALLING THE 33RD ANNUAL GENERAL MEETING AND NOTICE CALLING THE 34TH ANNUAL GENERAL MEETING AND ADJOURNED 34TH ANNUAL GENERAL MEETING, FOR WHICH REQUISITE NUMBER OF VOTES WERE NOT CAST IN FAVOR BY THE MEMBERS AND ACCORDINGLY ARE BEING PLACED BEFORE THE MEMBERS FOR CONSIDERATION AND APPROVAL AT THIS 35TH AGM

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, 2021, including the Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon (collectively referred to as 'Financial Statement for Financial Year 2020-21'), was not approved with requisite majority, nor modified by the Members, in the 33rd Annual General Meeting held on December 30, 2021 (voting results published on March 8, 2022). The said resolution for adoption of Financial Statement for Financial Year 2020-21, was again placed before the members at the 34th Annual General Meeting held on September 26, 2022, and also at the adjourned 34th Annual General Meeting held on December 29, 2022. However, the said Financial Statement for Financial Year 2020-21, were neither adopted with requisite majority nor modified by the Members at the said meetings. In compliance with applicable law, the said Financial Statement for Financial Year 2020-21, were filed by the Company with the Registrar of Companies on March 23, 2022, as provisional.

Accordingly, the above referred Financial Statement for Financial Year 2020-21, as originally placed at the 33rd AGM and subsequently placed at the 34th AGM and Adjourned 34th AGM, 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, 2022, including the Balance Sheet as at March 31, 2022 the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon (collectively referred to as 'Financial Statement for Financial Year 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 34th Annual General Meeting, in respect of adoption of the Financial Statement for Financial Year 2021-22, stood adjourned. The said Financial Statement for Financial Year 2021-22, were again placed before the members at the Adjourned 34th Annual General Meeting held on December 29, 2022, where the said Financial Statement for Financial Year 2021-22 were neither adopted with requisite majority nor modified by the Members. In compliance with applicable law, the said Financial Statement for Financial Year 2021-22, were filed by the Company with the Registrar of Companies on November 2, 2022, as provisional.

Accordingly, the above referred Financial Statement for Financial Year 2021-22, as originally placed at the 34th Annual General Meeting held on September 26, 2022, and subsequently placed at the Adjourned 34th AGM held on December 29, 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.

EXPLANATION IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LISTING REGULATIONS') AND SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE BUSINESSES OF THE 35TH AGM

Item No. 4

The existing term of Walker Chandiook & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company had expired at the conclusion of 34th AGM of the Company and in terms of the extant provisions of Companies Act, 2013, they continue to be the Statutory Auditors of the Company.

S.N. Dhawan & Co. LLP, Chartered Accountants, have given consent for their appointment as Statutory Auditors of the Company and have also submitted certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. S.N. Dhawan & Co. LLP, Chartered Accountants, have also confirmed that they hold the Peer Review Certificate and are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration Number: 000050N / N500045), as the Statutory Auditors of the Company for a first term of five consecutive years, who shall hold office from the conclusion of this 35th AGM till the conclusion of the 40th AGM of the Company to be held in the year 2028.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the Listing Regulations are provided below:-

Terms of appointment	S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration Number: 000050N / N500045), is being appointed for a first term of 5 (Five) consecutive years from the conclusion of this 35 th AGM till the conclusion of the 40 th AGM of the Company to be held in the year 2028.
Proposed Audit fees payable to Auditor and material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	For the Financial Year 2023-24, it is proposed to pay Audit Fee of Rs. 50,00,000/- to S.N. Dhawan & Co. LLP, upon confirmation of their appointment, with power of the Board to revise the audit fee, as may be mutually agreed between the Board of Directors of the Company. The reason of change in the proposed fee payable to S.N. Dhawan & Co. LLP <i>vis a vis</i> fee paid to Walker Chandiook & Co. LLP, is owing to the size of the business, reduction in the turnover, reduction in the margins and basis the negotiations between the Auditor and Management.
Basis of recommendation and Auditor credentials	S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration Number: 000050N / N500045), is a Chartered Accountancy firm established in the 1944. It is one of the largest Chartered Accountants firms in India. It has In-depth experience in sectors including Media, Manufacturing, Retail, Power and Energy, FMCG, Real Estate, Construction, Infrastructure, IT and ITES and E-commerce sector, Engineering Consultancy, BFSI, Automotive Oil and Gas and Technology. It is Registered with the Comptroller and Auditor General of India and the Reserve Bank of India for audits of large public sector undertakings and banks. It is Advisors and auditors for many large Indian and International Companies.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

The Board at its meeting held on May 12, 2023, on the basis of the recommendation of the Audit Committee, had approved the re-appointment of Chandra Wadhwa & Co., Cost Accountants (Firm registration No 000239) as the Cost Auditors of the Company

Dish TV India Ltd

for the Financial Year 2023-24 at a cost audit fee of ₹ 4,50,000/- (Rupees Four lakhs fifty thousand Only) excluding taxes and reimbursement of out of pocket expenses and other terms and conditions, subject to the confirmation, approval and ratification by the members at the meeting.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), ratification for the remuneration of the Cost Auditors by the members is sought, which is payable to the Cost Auditor for the Financial Year ended 2023-24, by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

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

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

Item No. 6

Mr. Veerender Gupta has been associated with the Company as Chief Technology Officer. The Board of Directors of the Company at its meeting held on June 26, 2023, approved the induction of Mr. Veerender Gupta (DIN: 00420087), who was hitherto working as Chief Technology Officer (CTO), on the Board, as an Additional Director (in the category of Whole time Director) for a period of three years with effect from June 26, 2023, pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ('the Act').

Pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors), Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act and Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 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. 6 of this Notice would also be in compliance with the aforesaid requirements.

Mr. Veerender Gupta has provided his consent in writing act as Director and confirmation that he is not disqualified to act as Director, and the Board has taken the same on record. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Veerender Gupta for appointment.

Mr. Gupta 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) except for holding 18,880 shares of the Company. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company felt that Mr. Gupta is most competent and appropriate person to be appointed on the Board as a Whole-Time Director of the Company. Accordingly, the Board of Directors of the Company, has approved the appointment of Mr. Veerender Gupta as the Whole Time Director of the Company for a period of three years commencing from June 26, 2023 to June 25, 2026 (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 2021	FY 2022	FY 2023
Total Revenue			
- From Continuing operation	174,415	1,51,403	1,25,627
- From Discontinuing operation			
EBITDA			
- From Continuing operation	72,030	60,391	32,566
- From Discontinuing operation			
Profit Before taxes			
- From Continuing operation	(38,027)	(2,54,234)	(2,18,390)
- From Discontinuing operation			
Profit After taxes	(67,775)	(2,42,242)	(2,02,963)
Basic/Diluted EPS (In Rs)	(3.52)/(3.52)	(12.59)/(12.59)	(10.55)/(10.55)
Total Assets	8,47,111	5,69,400	3,62,104
Shares Outstanding (No.)	1,841,287,514	1,84,12,56,154	1,84,12,56,154

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.

II. INFORMATION ABOUT APPOINTEE:

a. **Background details:** Mr. Gupta has a vast experience of over 33 years in various functions. Mr. Gupta has been actively involved in diversified roles with the Company which included Business Management, Usage and Retention including subscriber management services, Information technology, Broadcast operations, Call Centre operations. Mr. Gupta possesses strong General Management & Leadership skills with rich and varied experience in sectors like - Media, Direct to Home Services & Information Technology. He is also the Chief Technology Officer and is also heading the OTT division of the Company. He is also part of the Risk Management Committee of the Board of Directors.

b. Past Remuneration:

Mr. Gupta has been rendering services in the capacity of Chief Technology Officer of the Company. The Company has been paying remuneration to Mr. Gupta in the capacity of Chief Technology Officer, as approved by the Board. On his appointment as the Whole Time Director with effect from June 26, 2023, the Board decided that the remuneration drawn by him as Chief Technology Officer, shall continue. The remuneration of Mr. Gupta for the Financial Year 2023-24, in his capacity as Chief Technology Officer, as approved by the Nomination and Remuneration Committee, was fixed at Rs. 2.14 Cr. Upon his appointment as the Whole-Time Director of the Company with effect from June 26, 2023, the Board noted that no incremental remuneration will be given to Mr. Gupta consequent to his appointment as the Executive Director of the Company and he shall receive the same remuneration, as was being drawn in his capacity of Chief Technology Officer, and which remuneration was approved by the Nomination and Remuneration Committee and the Board, for the financial year 2023-24.

c. **Recognition or awards:** Mr. Gupta spearheaded the evolution of technology from managing one satellite to three satellites, establishing one conditional access system (CAS) for the platform to four such systems, Simulcrypt signals to three satellites and managing the coordination and synchronisation of MPEG 2, MPEG 4, Android, Connected boxes, in a seamless manner over the last ten years.

d. **Job Profile and its suitability:** Mr. Gupta 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 executive body or any Committee. In view of Mr. Gupta's rich experience, dynamism and recognition, the Board of Directors of the Company believes that Mr. Gupta would be the most suitable person to be appointed as Executive Director of the Company. Mr. Gupta 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 detail of the remuneration is set out in the Special Resolution mentioned in item No. 6 of this Notice.

The terms and conditions of his appointment including the Remuneration may be altered and varied by the Board within the overall limit approved by the Members. Further, in the event of loss or inadequacy of profits in any financial year, the remuneration as detailed in the Special Resolution mentioned in item No. 6 of this Notice (with such increase as may be approved by the Board, within overall limit) will be payable as remuneration.

- 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. Gupta'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 Board had 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. Gupta, before approving the remuneration proposed.

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

Mr. Gupta has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him.

III. OTHER INFORMATION:

- a. Reasons for loss or inadequate profits:** The Company continues to acquire customers and incur subsidy on all such acquisitions. Moreover, the Company continues to spend on brand building, marketing, infrastructure, customer support service, sales and distribution infrastructure etc., which will continue and shall continue to benefit the Company in coming years. Fixed cost pertaining to salary, administration, technology cost, call center cost and transponder charges continues to create heavy toll on the finances of the Company. Recent competition and new TRAI Tariff order has also led to margin pressure and sub-optimal pricing of the product. All of this has resulted in losses to the Company. Though the Company remains positive at the EBITDA level, but due to the amortization of Goodwill and brand, profit after tax is negative and impacting the overall profitability of the Company. Moreover, higher depreciation was also a cause for net loss.
- b. Steps taken or proposed to be taken for improvement:** The Company has started universalization of all Set Top Boxes to be converted into High-Definition Boxes. We have also launched a penetrated High end Android Box for the discerning

customers. Recently the OTT Platform has also gained popularity amongst our subscribers and the combination of traditional DTH offering combined with the OTT platform will provide stability and durability to the revenue stream. The Company is also moving fast in placing its product across all digital savvy platforms for the wider reach and acceptability of the product. Zing Super is gaining popularity in rural area, and we are hopeful of monetizing the same as GDP keeps improving from now onwards. There is a constant vigil on variable cost component for its optimization and control. There have been consistent efforts by the Company to provide various options of recharge of DTH connection of the Company through digital modes which efforts have shown positive results and the Company shall keep on working towards the same to not only provide ease of recharge to the customers but also will result into cost saving to the Company.

- c. Expected increase in productivity and profits in measurable terms:** Under the leadership of Mr. Gupta, the Company is expected to expand its operations to a wider section of subscriber due to the availability of both DTH as well as the OTT Platform. The Company is expanding the content distribution through offering new and contemporarily products and choices to the customers.

As there is no debt obligation, the outgo on account of principal and interest as in earlier years will be saved and used for business purposes. The Watcho OTT Platform will galvanise the floating young subscribers and will add to the overall kitty of revenue and profitability. Going forward, the pressure of amortization of intangible assets will ease and will provide relief to the bottom line. The confluence of four brand offerings i.e Dishtv, D2H, Zing Super and Watcho OTT app, will attract wider audience and provide choice to the customers of different price point and genre of content.

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. Gupta is drawing remuneration from the Company only in the capacity of Chief Technology Officer.

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

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

4. Professional qualification and experience

Mr. Gupta holds a bachelor's degree in commerce from Delhi University and a diploma in systems management from NIIT. Mr. Gupta has a vast experience of over 33 years in various functions. Mr. Gupta has been actively involved in diversified roles with the Company which include Business Management, Usage and Retention including subscriber management services, Information technology, Broadcast operations, Call Center operations. Mr. Gupta possess strong General Management & Leadership skills with rich and varied experience in sectors like - Media, Direct to Home Services & Information Technology.

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. Gupta holds 18,880 equity shares of the Company. Mr. Gupta 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 AGM through video conference. The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mr. Gupta as Whole Time Director as required under Section 190 of the Companies Act, 2013.

Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Gupta 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. Gupta (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. 6 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: August 31, 2023

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

ANNEXURE A

The details of Director seeking 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. Veerender Gupta (DIN: 00420087)
Age / Date of Birth	53 Years/ September 18, 1969
Date of first Appointment	June 26, 2023
Qualification	Bachelor degree in commerce from Delhi University and a diploma in systems management from National Institute of Information Technology (NIIT).
Brief Resume including Experience/ expertise in specified functional area	<p>Mr. Gupta has a vast experience of over 33 years in various functions. Mr. Gupta has been actively involved in diversified roles with the Company which include Business Management, Usage and Retention including subscriber management services, Information technology, Broadcast operations, Call Center operations. Mr. Gupta possesses strong General Management & Leadership skills with rich and varied experience in sectors like - Media, Direct to Home Services & Information Technology.</p> <p>He is presently the Chief Technology Officer and is also heading the OTT division of the Company. He is also part of the Risk Management Committee of the Board of Directors.</p>
Experience and expertise in Specified Functional area	Mr. Gupta's experience/ qualification comprises in areas relating to Strategy and strategic planning, Policy development, Risk and compliance oversight, Executive management and Commercial experience etc. Mr. Gupta's Key Skills comprises of Strategy and strategic planning, Policy development, Financial Expertise, Risk and compliance oversight, Executive management and commercial expertise. Further, his expertise / competence in the Broadcasting Industry comprises of Product Delivery, Technology Innovation, Client engagement, Community and stakeholder engagement and Marketing & Communication.
Directorships held in other companies in India*	Five (5)
Directorships held in other Listed entities	NIL
Chairman/ Member of Committee of the Board of other companies in which they are director**	NIL
Listed Entities from which the Director has resigned in the past three years	NIL
Shareholding in Dish TV India limited	Mr. Gupta presently holds 18,880 equity shares of the Company.
Inter-se Relationship between Directors/ Managers/Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.
Pecuniary relationship with Company etc.	Remuneration is being presently paid to him in his capacity as the Chief Technology Officer of the Company

Dish TV India Ltd

Particulars	Mr. Veerender Gupta (DIN: 00420087)
Terms and Conditions of Appointment/ Re-appointment and Remuneration	As mentioned in resolution no. 6 of this notice.
Remuneration Last Drawn	The remuneration of Mr. Gupta for the Financial Year 2023-24, in his capacity as Chief Technology Officer, as approved by the Nomination and Remuneration Committee, was fixed at Rs. 2.14 Cr. Upon his appointment as the Whole-Time Director of the Company with effect from June 26, 2023, the Board noted that no incremental remuneration will be given to Mr. Gupta consequent to his appointment as the Executive Director of the Company and he shall receive the same remuneration, as was being drawn in his capacity of Chief Technology Officer, and which remuneration was approved by the Nomination and Remuneration Committee and the Board, for the financial year 2023-24.
Number of Board Meetings Attended during the Financial Year 2022-23 (Total Ten (10) Board Meetings were held during the Financial Year)	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board has identified – ‘Strategy and strategic planning’, ‘Policy development’, ‘Financial Expertise’, ‘Risk and compliance oversight’, ‘Executive management’, ‘Commercial experience’, ‘Technology Innovation’ and ‘Community and stakeholder engagement’ skill sets required for the role, all of which are met by Mr. Veerender Gupta.</p> <p>Mr. Gupta possess strong General Management & Leadership skills with rich and varied experience in sectors like - Media, Direct to Home Services & Information Technology.</p>

**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: August 31, 2023

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. No.	Particulars	Details
1	Day, Date and Time of the AGM	Monday, the 25 th day of September 2023 at 05:30 P.M. (IST)
2	Mode	Video Conferencing and Other Audio-Visual Mode
3	Participation through Video-Conferencing	Members can login on the date of AGM at https://www.evoting.nsdl.com/ by using their remote e-voting login credentials and selecting the EVEN for Company's AGM
4	Help-Line Number for VC Participation	Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
5	Speaker Registration Before AGM	Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investor@dishtv.com from September 18, 2023 to September 21, 2023. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM
6	Cut-off Date for e-voting	Monday, September 18, 2023
7	Remote E-voting start time and date	Thursday, September 21, 2023, at 9:00 A.M. (IST)
8	Remote E-voting end time and date	Sunday, September 24, 2023, 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 viz. Link Intime India Pvt. Ltd. through email at rnt.helpdesk@linkintime.co.in