



DISH TV INDIA LIMITED

Regd. Office: Office No. 803, 8th Floor, DLH Park S. V. Road, Link Road, Goregaon (West), Mumbai-400062, Maharashtra
Corporate Office: FC-19, Sector-16A, Noida, Uttar Pradesh - 201 301
Tel No.: 0120 – 5047005/5047000, **Fax No.:** 0120 – 4357078
Website: www.dishd2h.com, **E-mail:** investor@dishd2h.com, **CIN:** L51909MH1988PLC287553

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting ('EGM')** of the Members of Dish TV India Limited will be held on Thursday, the 21st Day of March, 2024 at 1130 Hrs through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following businesses:

SPECIAL BUSINESSES:

1. Appointment of Mr. Sunil Khanna (Director Identification Number: 02496813) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Mr. Sunil Khanna (Director Identification Number: 02496813), who has submitted a declaration that he meets the criteria of independence as specified under the Act & Listing Regulations, was pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Non – Executive Independent Director of the Company, with effect from December 22, 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 Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of appointment *i.e.* December 22, 2023, to December 21, 2028 (both days inclusive).

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (*hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution*) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution."

2. Appointment of Mr. Ravi Bhushan Puri (Director Identification Number: 06686381) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, Mr. Ravi Bhushan Puri (Director Identification Number: 06686381), who was appointed by the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from December 22, 2023 and who holds office up to the date of this Extra Ordinary General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who would be liable to retire by rotation."

3. Appointment of Mr. Ravi Bhushan Puri (Director Identification Number: 06686381) as Whole Time 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. Ravi Bhushan Puri (Director Identification Number: 06686381) 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 December 22, 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 from the date of appointment *i.e.* December 22, 2023 to September 30, 2024 (both days inclusive), at the below remuneration which remuneration was being presently paid to him in his capacity as the ‘Corporate Head – Broadcasting’ of the Company and at the following terms:

- a) Basic Salary: Rs. 331,000 per month with authority to the Board of Directors to determine any merit based revisions from time to time, in the range of Rs. 300,000 to Rs. 400,000 per month.
- b) Allowances and Perquisites: In addition to the basic salary, Mr. Puri shall be entitled to:
 - (i) Allowances as per the rules of the Company including personnel allowance, house rent allowance, children education allowance and leave travel allowance which in aggregate shall not be exceeding Rs. 218,997 per month, with an authority to the Board of Directors to determine any revision from time to time in the range of Rs. 200,000 to Rs. 300,000 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. 15,88,600 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. 10,00,000 to Rs. 20,00,000 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. Puri is eligible for Stock Options as per the policy of the Company.
 - (iv) Mr. Puri’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. Ravi Bhushan Puri as Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Ravi Bhushan Puri, 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.”

4. Appointment of Mrs. Sonal Bankim Parekh (Director Identification Number: 10460277) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Mrs. Sonal Bankim Parekh (Director Identification Number: 10460277), who has submitted a declaration that she meets the criteria of independence as specified under the Act & Listing Regulations, 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 Non – Executive Independent Director of the Company, with effect from January 22, 2024, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of appointment *i.e.* January 22, 2024, to January 21, 2029 (both days inclusive).

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (*hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution*) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution.”

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: February 23, 2024

Registered Office:

Office No. 803, 8th Floor, DLH Park, S. V. Road, Link Road,
Goregaon (West), Mumbai-400062, 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, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted convening the Extra Ordinary General Meeting ('EGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this EGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Act which sets out the details relating to the Special Businesses to be transacted at the EGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the EGM through VC/OAVM on its behalf and to vote through remote e-Voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to pcs.jga@gmail.com, with a copy marked to evoting@nsdl.com and investor@dishd2h.com.
5. Green Initiative: Members who have not registered their e-mail address are requested to registers their e-mail address to receive all communication from the Company electronically.
6. Inspection: All the relevant documents, if any, referred to in this Notice and other statutory register shall be open for inspection by the Members online during the EGM through VC/OAVM.
7. **Submission of questions or queries prior to EGM/ Registration of Speakers:** Members who would like to express their views or ask questions during the EGM may register themselves as a speaker, during the period from **March 15, 2024 to March 18, 2024** through e-mail on investor@dishd2h.com. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investor@dishd2h.com on or before **March 18, 2024**. Those Members who have registered themselves as a speaker will be allowed to express their views and ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.
8. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on Directors recommended by the Board for appointment at this Meeting forms part of the Notice. The Director(s) has furnished consent/disclosure for the appointment as required under the Act and rules made thereunder.
9. In accordance with the MCA circulars and SEBI circular dated May 13, 2022, the Notice of EGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Company will not be dispatching physical copies of the Notice of EGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.
10. A copy of the Notice of this EGM is available on the Company's website at www.dishd2h.com, website of the Stock Exchanges *i.e.* BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
11. Members are requested to notify immediately about any change in their postal address/E-mail address/dividend mandate/ bank details to their Depository Participant (DP) in respect of their shareholding in DEMAT mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent('RTA'), *viz.* Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083/E-Mail - rnt.helpdesk@linkintime.co.in.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the RTA.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of

any change in address/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.

14. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
15. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
16. Since the EGM will be held through VC/OAVM Facility, the Route Map of Venue is not annexed to this Notice.

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

17. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.
18. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. 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(es) to be transacted at the EGM. 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 EGM will be provided by NSDL.
20. The remote e-Voting period for all items of businesses contained in this notice of EGM shall commence from **Monday, March 18, 2024, at 9.00 A.M.** (IST) and will end on **Wednesday, March 20, 2024, at 5.00 P.M.** (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
21. The cut-off date for determining the eligibility of shareholders to exercise remote e-Voting rights and attendance at EGM is **Friday, March 15, 2024**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
22. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM.
23. The Members who have cast their vote by remote e-Voting prior to the EGM may also attend/ participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for e-Voting before casting their vote.
24. At the EGM, the Chairperson of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote e-Voting facility. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738) of Jayant Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process and voting through e-Voting system at the EGM in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-Voting

along with consolidated Scrutinizer’s report will be declared upon conclusion of the Meeting, within the permissible timelines.

26. The results declared along with the Scrutinizer’s report shall be placed on the website of the Company and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of EGM.

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

The remote e-Voting period begins from **Monday, March 18, 2024, at 9.00 A.M.** (IST) and will end on **Wednesday, March 20, 2024, at 5.00 P.M.** (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) *i.e.* **Friday, March 15, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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. 2. 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 Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. 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 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. 4. 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> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </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 use 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. 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.
Individual Shareholders (<i>holding securities in Demat mode</i>) 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.com or call at toll free no.: 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. 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.nsdl.com/> either on a Personal Computer or on a Mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices>.

nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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*****
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.com 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.com and investor@dishd2h.com.
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.com

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

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

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

3. Alternatively shareholders/members may send a request to evoting@nsdl.com 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 e-Voting facility

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**.

After successful login, you can see link of “VC/OAVM link” placed under “**Join 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 becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date *i.e.* **Friday, March 15, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date *i.e.* **Friday, March 15, 2024**, may follow steps mentioned in the Notice of the EGM 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: February 23, 2024

Registered Office:

Office No. 803, 8th Floor, DLH Park, S. V. Road, Link Road,
Goregaon (West), Mumbai-400062, Maharashtra

CIN: L51909MH1988PLC287553

E-mail: investor@dishd2h.com

Web: www.dishd2h.com

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

Item No. 1

The Board of Directors of the Company at its meeting held on December 18, 2023, upon the recommendation of the Nomination and Remuneration Committee, approved induction of Mr. Sunil Khanna (DIN: 02496813) on the Board of Directors of the Company, as an Additional Director (in the category of Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from the date of receipt of the approval of the Ministry of Information and Broadcasting ('MIB') or the date on which the number of Directors on the Board falls below the statutory minimum number of three Directors, whichever is earlier, pursuant to the provisions of Section 149, 150 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act').

Consequent to the vacation of the office of the Directors of the Company, basis the votes cast by the shareholders of the Company at their Extra Ordinary General Meeting held on December 22, 2023, the appointment of Mr. Sunil Khanna as an Additional Director (in the category of Independent Director), became effective from December 22, 2023.

Mr. Sunil Khanna has provided his consent in writing to act as Director and has further affirmed that he is not disqualified to act as Director, and the Board has taken the same on record. Mr. Sunil Khanna is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. The approval from the MIB for the appointment of Mr. Khanna as a Director on the Board of the Company is awaited. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Sunil Khanna for appointment.

The Company has received declaration from Mr. Khanna that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations'). Mr. Khanna has no pecuniary transaction with the Company, its Directors, Promoters and Promoter group entities, except for receiving the Sitting fee for attending the Board meetings and Committee Meetings of the Company.

The Board opined that Mr. Khanna fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and Regulation 16 of the Listing Regulations and also that he is independent of the management. The Board further opined that Mr. Khanna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Khanna has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board.

Mr. Sunil Khanna 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).

Mr. Sunil Khanna is B. Tech (Hons) from IIT Kharagpur and PGDBM from IIM Bangalore. Mr. Khanna has worked extensively in the media industry in India since the launch of first satellite TV channel in India and has contributed significantly in development of the various scalable and innovative business models in the industry. In his tenure with Zee Network, he developed the distribution model for organising the fragmented and unorganised cable industry in India and launched the first MSO in India. Subsequent to that he developed the business model for launching Pay TV in India and provided leadership to Zee Turner Limited. He was actively involved in the launch of first direct to home services in India through Dish TV India Limited in the capacity of CEO from 2004 to 2006. As co-founder to Grey Cells 18 Media Pvt Ltd, he developed the concept and launched the first curriculum linked TV channel in India i.e. Greycells 18. Mr. Khanna is Founder of Songdew Media Pvt Ltd. which is playing an important role in bringing indie music to mainstream. Songdew is engaged in showcasing indie music and is also helping brands in retail industry by helping them develop sonic identity and curating music.

Pursuant to Regulation 17(1C) of Listing Regulations, the appointment of Mr. Khanna as a Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier, for their approval. The proposed Special resolution as set out at Item No. 1 of this Notice, has been proposed keeping in sight the said requirement.

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

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as **Annexure A**.

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

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Sunil Khanna (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

Item No. 2 & 3

Mr. Ravi Bhushan Puri has been associated with the Company as Corporate Head – Broadcasting. The Board of Directors of the Company at its meeting held on December 18, 2023, upon the recommendation of the Nomination and Remuneration Committee, approved induction of Mr. Ravi Bhushan Puri (DIN: 06686381), who was hitherto working as Corporate Head – Broadcasting, on the Board of Directors of the Company, as an Additional Director (in the category of Whole Time Director) of the Company, whose office shall be liable to retire by rotation, with effect from the date of receipt of the approval of the Ministry of Information and Broadcasting ('MIB') or the date on which the number of Directors on the Board falls below the statutory minimum number of three Directors, whichever is earlier. The said appointment is valid upto September 30, 2024.

Consequent to the vacation of the office of the Directors of the Company, basis the votes cast by the shareholders of the Company at their Extra Ordinary General Meeting held on December 22, 2023, the appointment of Mr. Ravi Bhushan Puri as an Additional Director (in the category of Whole Time Director), became effective from December 22, 2023.

As per the provision(s) of the Act, an 'Executive Director' means a 'Whole-Time Director' and 'Whole-Time Director' includes a Director in the whole-time employment of the Company. Accordingly, your Board, basis the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ravi Bhushan Puri as an Executive Director (in the capacity of Whole-time Director) of the Company, subject to your approval and such other regulatory approval(s), as may be required in this context.

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. 3 of this Notice would also be in compliance with the aforesaid requirements.

Mr. Ravi Bhushan Puri has provided his consent in writing to act as Director and has further affirmed that he is not disqualified to act as Director, and the Board has taken the same on record. The approval from the MIB for the appointment of Mr. Puri as a Director on the Board of the Company is awaited. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Puri for appointment.

The Board opined that Mr. Puri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Puri has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board.

Mr. Puri 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) of the Company. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company felt that Mr. Puri 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. Ravi Bhushan Puri as the Whole Time Director of the Company for a period starting from the date of appointment *i.e.* December 22, 2023 to September 30, 2024 (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 to the broadcasters of various channels.
- b) Date or expected date of commencement of commercial production:** Not applicable (Company is an existing company which started its production on 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 2023
Total Revenue	1,25,627
EBITDA	32,566
Profit Before taxes	(2,18,390)
Profit After taxes	(2,02,963)
Basic/Diluted EPS (In Rs)	(10.55)/(10.55)
Total Assets	3,62,104
Shares Outstanding (No.)	1,84,12,56,154

The detailed balance sheet, profit & loss account and other financial statement are available as part of the Annual Report of the Company, available on the website of the Company.

- 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. Puri has a vast experience of over 20 years in various functions. Mr. Ravi Bhushan Puri is a multi-skilled professional with a track record of managing Broadcast projects and stakeholder expectations, while taking full responsibility for delivering the project objectives. Mr. Puri is responsible for managing STB Product development life cycle & Broadcast Operations with Compression, Baseband, Electrical, Playout & RF infra for the Company. Mr. Puri is currently engaged with the Company in various profile like Project Planning, team Coordination, Budget Management, Quality Assurance, Vendor Management, Risk Management and continuous improvement. Mr. Puri is presently designated as 'Corporate Head – Broadcasting', of the Company. Mr Puri's Technical skill includes Broadcast Systems, Compression Headend, Baseband Systems, Playout & Automation Systems, MPEG, DVBS/DVBS2 Delivery Model, Streaming Protocols, Analog/Digital Video Standard, STB Delivery Mechanism.
- b. **Past Remuneration:** Mr. Puri has been rendering services in the capacity of Corporate Head – Broadcasting of the Company. The Company has been paying remuneration to Mr. Puri in the capacity of Corporate Head – Broadcasting, as approved by the Board and the Nomination and Remuneration Committee. On his appointment as the Whole Time Director with effect from December 22, 2023, the Board decided that the remuneration drawn by him as Corporate Head – Broadcasting, shall continue. The remuneration of Mr. Puri for the Financial Year 2023–24, in his capacity as Corporate Head – Broadcasting, as approved by the Nomination and Remuneration Committee, was fixed at Rs. 95.31 Lakhs. Upon his appointment as the Whole-Time Director of the Company with effect from December 22, 2023, the Board noted that no incremental remuneration will be given to Mr. Puri 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 Corporate Head – Broadcasting, 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. Puri lead the team of engineers to implement the unified broadcasting technology for the Company, DTH platforms and earth stations, from where the broadcast can be done to multiple satellites. He also played an active role in developing the unified Pay TV Set Top box which is connected to multiple satellites and implementing the unified Network management system, for both the brands.
- d. **Job Profile and its suitability:** Mr. Puri 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. Puri's rich experience, dynamism and recognition, the Board of Directors of the Company believes that Mr. Puri would be the most suitable person to be appointed as Executive Director of the Company. Mr. Puri 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:** Mr. Puri had been receiving remuneration from the Company in the capacity of 'Corporate Head – Broadcasting' of the Company and on his appointment as the Executive Director with effect from December 22, 2023, the Board decided that the remuneration drawn by him hitherto as 'Corporate

Head – Broadcasting’, shall continue. The detail of the remuneration is set out in the Special Resolution mentioned in item No. 3 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. 3 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. Puri’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. Puri, before approving the remuneration proposed.

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

Mr. Puri 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. The change in the landscape in channel distribution business has 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.

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. Puri, 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. Puri is drawing remuneration from the Company only in the capacity of Corporate Head – Broadcasting

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

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

4. Professional qualification and experience

Mr. Puri is post graduate in applied science and has post graduate diploma in Instrumentation. Mr. Ravi Bhushan Puri is a multi-skilled professional with a track record of managing Broadcast projects and stakeholder expectations, while taking full responsibility for delivering the project objectives. Mr. Puri is responsible for managing STB Product development life cycle & Broadcast Operations with Compression, Baseband, Electrical, Playout & RF infra for the Company. Mr. Puri is currently engaged with the Company in various profile like Project Planning, team Coordination, Budget Management, Quality Assurance, Vendor Management, Risk Management and continuous improvement. Mr. Puri is presently designated as 'Corporate Head – Broadcasting', of the Company. Mr. Puri's Technical skills includes Broadcast Systems, Compression Headend, Baseband Systems, Playout & Automation Systems, MPEG, DVBS/DVBS2 Delivery Model, Streaming Protocols, Analog/Digital Video Standard, STB Delivery Mechanism.

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. Puri holds Nil equity shares of the Company. Mr. Puri is entitled to Stock Options.

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

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**.

Your Board recommends the Ordinary Resolution and Special Resolution as set out in Item No. 2 & 3 respectively, for your approval.

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

Item No. 4

The Board of Directors of the Company at its meeting held on January 22, 2024, approved the induction of Mrs. Sonal Bankim Parekh (DIN: 10460277), on the Board, as an Additional Director (in the category of Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years from the date of appointment, *i.e.*, January 22, 2024 to January 21, 2029 (both dates inclusive), pursuant to the provisions of Section 149, 150 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act').

Mrs. Sonal Bankim Parekh has provided her consent in writing to act as Director and has further affirmed that she is not disqualified to act as Director, and the Board has taken the same on record. Mrs. Sonal Bankim Parekh is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. The approval from the Ministry of Information and Broadcasting for the appointment of Mrs. Parekh as a Director on the Board of the Company is awaited. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mrs. Sonal Bankim Parekh for appointment. Owing to the vacancy in the Board resulting into composition of the Nomination and Remuneration Committee ('NRC') not being complete, the functions of the NRC was discharged by the Board.

The Company has received declaration from Mrs. Parekh that she meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations'). Mrs. Parekh has no pecuniary transaction with the Company, its Directors, Promoters and Promoter group entities, except for receiving the Sitting fee for attending the Board meetings and Committee Meetings of the Company.

The Board opined that Mrs. Parekh fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and Regulation 16 of the Listing Regulations and also that she is independent of the management. The Board further opined that Mrs. Parekh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mrs. Parekh has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board.

Mrs. Sonal Bankim Parekh 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).

Mrs. Sonal Bankim Parekh is Bachelor of Commerce, and a Chartered Accountant in practice. Mrs. Parekh is a founder of S Parekh & Associates, a firm which provides services in areas of Audit, Due Diligence, Internal Control Compliances, Taxation, Company Law Matters, Project Financing and Management Consultancy. She is well known in the fraternity because of her founding values of quality, consistency and timeliness in providing all solutions under one roof. Mrs. Parekh has more than 15 years of diverse industries experience in areas of Audit, Due Diligence, Internal Control Compliances, Taxation and certification, Company Law Matters, Project Financing and Management Consultancy. She was associated with M/s Chaturvedi & Shah LLP, Chartered Accountants, during her training period and thereafter joined M/s Malpani and Associates, Chartered Accountants, as Audit Assistant and later became a Partner. In her career spanning over 15 years, Mrs. Parekh has managed several projects on:

- Statutory Audit of Large and Medium Size clients;
- Risk Advisory & Assurance including Internal Financial Control of listed as well Large Clients;
- Corporate Advisory on complex accounting treatment and interpretations of acts;
- Handling direct and indirect tax matters at various forums;
- Instrumental in designing of best practices for knowledge management, including drafting and review of policies, processes and standard operating procedures for start-ups.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the appointment of Mrs. Parekh as a Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier, for their approval. The proposed Special resolution as set out at Item No. 4 of this Notice, has been proposed keeping in sight the said requirement.

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

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as **Annexure A**.

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

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mrs. Sonal Bankim Parekh (whose appointment is proposed in the resolution) and her relatives, are in any way concerned or interested in the resolution.

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: February 23, 2024

Registered Office:

Office No. 803, 8th Floor, DLH Park, S. V. Road, Link Road,
Goregaon (West), Mumbai-400062, Maharashtra
CIN: L51909MH1988PLC287553
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

Annexure A

Details of Directors seeking appointment/re-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. Sunil Khanna	Mr. Ravi Bhushan Puri	Mrs. Sonal Bankim Parekh
Age / Date of Birth	60 years/ August 31, 1963	59 years/ September 22, 1964	39 years/ January 23, 1985
Date of first Appointment on the Board	December 22, 2023	December 22, 2023	January 22, 2024
Qualification	B Tech (Hons) from IIT Kharagpur and PGDBM from IIM Bangalore	Post Graduate in Applied Science and Post Graduate Diploma in Instrumentation	Commerce Graduate and a Chartered Accountant in practice
Brief Resume including Experience/ expertise in specified functional area	<p>Mr. Sunil Khanna is B Tech (Hons) from IIT Kharagpur and PGDBM from IIM Bangalore. Mr. Khanna has worked extensively in the media industry in India since the launch of first satellite TV channel in India and has contributed significantly in development of the various scalable and innovative business models in the industry. In his tenure with Zee Network, he developed the distribution model for organising the fragmented and unorganised cable industry in India and launched the first MSO in India. the Company. Subsequent to that he developed the business model for launching Pay TV in India and provided leadership to Zee Turner Limited. He was actively involved in the launch of first direct to home services in India through Dish TV India Limited in the capacity of CEO from 2004 to 2006. As co-founder to Grey Cells 18 Media Pvt Ltd, he developed the concept and launched the first curriculum linked TV channel in India i.e. Greycells 18. Mr. Khanna is Founder of Songdew Media Pvt Ltd. which is playing an important role in bringing indie music to mainstream. Songdew is engaged in showcasing indie music and is also helping brands in retail industry by helping them develop sonic identity and curating music.</p>	<p>Mr. Ravi Bhushan Puri is a multi-skilled professional with a track record of managing Broadcast projects and stakeholder expectations, while taking full responsibility for delivering the project objectives. Mr. Puri is responsible for managing STB Product development life cycle & Broadcast Operations with Compression, Baseband, Electrical, Playout & RF infra for the Company. Mr. Puri is currently engaged with the Company in various profile like Project Planning, team Coordination, Budget Management, Quality Assurance, Vendor Management, Risk Management and continuous improvement. Mr. Puri is presently designated as 'Corporate Head – Broadcasting', of the Company. Mr Puri's Technical skill includes Broadcast Systems, Compression Headend, Baseband Systems, Playout & Automation Systems, MPEG, DVBS/DVBS2 Delivery Model, Streaming Protocols, Analog/Digital Video Standard, STB Delivery Mechanism.</p>	<p>Mrs. Sonal Bankim Parekh is Bachelor of Commerce, and a Chartered Accountant in practice. Mrs. Parekh is a founder of S Parekh & Associates, a firm which provides services in areas of Audit, Due Diligence, Internal Control Compliances, Taxation, Company Law Matters, Project Financing and Management Consultancy. She is well known in the fraternity because of her founding values of quality, consistency and timeliness in providing all solutions under one roof. Mrs. Parekh has more than 15 years of diverse industries experience in areas of Audit, Due Diligence, Internal Control Compliances, Taxation and certification, Company Law Matters, Project Financing and Management Consultancy. She was associated with M/s Chaturvedi & Shah LLP, Chartered Accountants, during her training period and thereafter joined M/s Malpani and Associates, Chartered Accountants, as Audit Assistant and later became a Partner. In her career spanning over 15 years, Mrs. Parekh has managed several projects on:</p> <ul style="list-style-type: none"> • Statutory Audit of Large and Medium Size clients; • Risk Advisory & Assurance including Internal Financial Control of listed as well Large Clients;

Particulars	Mr. Sunil Khanna	Mr. Ravi Bhushan Puri	Mrs. Sonal Bankim Parekh
			<ul style="list-style-type: none"> • Corporate Advisory on complex accounting treatment and interpretations of acts; • Handling direct and indirect tax matters at various forums • Instrumental in designing of best practices for knowledge management, including drafting and review of policies, processes and standard operating procedures for start-ups.
Experience and expertise in specified functional area	Mr. Khanna's experience/qualification comprises in areas relating to Strategy and strategic planning, Policy Development, Financial Expertise, Risk and Compliance Oversight, Executive management and Commercial experience etc. Further, his expertise / competence in the Broadcasting Industry comprises of Product Delivery, Technology Innovation, Client engagement, Community and stakeholder engagement and Marketing & Communication.	Mr. Puri's experience/qualification comprises in areas relating to Strategy and strategic planning, Policy development, Executive management and Commercial experience etc. Further, his expertise/competence in the Broadcasting Industry comprises of Product Delivery, Technology Innovation, Client engagement, Community and stakeholder engagement.	Mrs. Parekh's experience/qualification comprises in areas relating to Financial Expertise, Risk and Compliance Oversight, Executive management and Commercial experience etc. Further, her expertise/competence in the Broadcasting Industry comprises of Client engagement and Community and stakeholder engagement.
Directorships held in other companies in India*	One (1)	One (1)	One (1)
Directorships held in other Listed entities	Nil	Nil	Nil
Chairman/ Member of Committee of the Board of other companies in which they are director**	Nil	Nil	One (1)
Listed Entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Shareholding in Dish TV India Limited	Nil	Nil	Nil
Inter-se Relationship between Directors/ Managers/ Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.
Pecuniary relationship with company etc.	Nil	Remuneration is being presently paid to him in his capacity as the Corporate Head – Broadcasting of the Company	Nil

Particulars	Mr. Sunil Khanna	Mr. Ravi Bhushan Puri	Mrs. Sonal Bankim Parekh
Terms and Conditions of Appointment/ Re-appointment and Remuneration along with details of remuneration sought to be paid	As mentioned in the Item No. 1 of this notice.	As mentioned in the Item No. 2 & 3 of this notice.	As mentioned in the Item No. 4 of this notice.
Remuneration Last Drawn	Nil	The remuneration of Mr. Puri for the Financial Year 2023–24, in his capacity as Corporate Head – Broadcasting, as approved by the Nomination and Remuneration Committee, was fixed at Rs. 95.31 Lakhs. Upon his appointment as the Whole-Time Director of the Company with effect from December 22, 2023, the Board noted that no incremental remuneration will be given to Mr. Puri 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 Corporate Head – Broadcasting, and which remuneration was approved by the Nomination and Remuneration Committee and the Board, for the financial year 2023-24.	Nil
Number of Board Meetings Attended during the Financial Year 2023-24	Two (2)	Two (2)	Two (2)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board has identified – ‘Strategy and strategic planning’, ‘Financial Expertise’, ‘Risk and compliance oversight’, ‘Executive management’, ‘Commercial experience’, ‘Product Delivery’, ‘Technology Innovation’, ‘Client engagement’, ‘Community and stakeholder engagement’ and ‘Marketing & Communication’ skill sets required for the role, all of which are met by Mr. Sunil Khanna.	The Board has identified – ‘Strategy and strategic planning’, ‘Policy development’, ‘Executive management’, ‘Commercial experience’, ‘Product Delivery’, ‘Technology Innovation’, ‘Client engagement’, and ‘Community and stakeholder engagement’ skill sets required for the role, all of which are met by Mr. Ravi Bhushan Puri. Mr. Puri possess strong	The Board has identified – ‘Financial Expertise’, ‘Risk and compliance oversight’, ‘Executive management’, ‘Commercial experience’, ‘Client engagement’ and ‘Community and stakeholder engagement’ skill sets required for the role, all of which are met by Mrs. Sonal Bankim Parekh. Mrs. Sonal Bankim Parekh possess strong General Management & Leadership skills with rich and varied

Particulars	Mr. Sunil Khanna	Mr. Ravi Bhushan Puri	Mrs. Sonal Bankim Parekh
	Mr. Khanna possess strong General Management & Leadership skills with rich and varied experience in Media Industry & Information Technology	General Management & Leadership skills with rich and varied experience in sectors like - Media Industry & Information Technology	experience in areas like - Audit, Due Diligence, Internal Control Compliances, taxation, Company Law, Project Financing and Management Consultancy.

**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: February 23, 2024

Registered Office:

Office No. 803, 8th Floor, DLH Park, S. V. Road, Link Road,
Goregaon (West), Mumbai-400062, Maharashtra

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 EGM	Thursday, the 21 st day of March 2024 at 11:30 A.M. (IST)
2	Mode	Video Conferencing and Other Audio-Visual Mode
3	Participation through Video-Conferencing	Members can login on the date of EGM at https://www.evoting.nsdl.com/ by using their remote e-Voting login credentials and selecting the EVEN for Company's EGM
4	Help-Line Number for VC Participation	Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
5	Speaker Registration Before EGM	Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investor@dishd2h.com from March 15, 2024 to March 18, 2024. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM
6	Cut-off Date for e-Voting	Friday, March 15, 2024
7	Remote e-Voting start time and date	Monday, March 18, 2024, at 9:00 A.M. (IST)
8	Remote e-Voting end time and date	Wednesday, March 20, 2024, 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. through email at rnt.helpdesk@linkintime.co.in