

DISH TV INDIA LIMITED

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

Corp. Office: FC – 19, Sector 16 A, Film City, Noida – 201301, Uttar Pradesh

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

Tel: 0120-5047000, **Fax:** 0120-4357078

NOTICE

Notice is hereby given that the 37th (Thirty Seventh) **Annual General Meeting ('AGM')** of the Members of Dish TV India Limited will be held on **Thursday, August 14, 2025**, at **11:30 A.M. (IST)**, through video Conferencing ('VC') /Other Audio-Visual Means ('OAVM'), to transact the businesses mentioned below:

ORDINARY BUSINESSES

1. **Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2024-25**

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, 2025, including the Balance Sheet as at March 31, 2025, 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 hereby considered and adopted."
- b) **"RESOLVED THAT** the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Balance Sheet as at March 31, 2025, 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 hereby considered and adopted."

2. **Re-appointment of Mr. Manoj Dobhal (Director Identification Number: 10536036), as Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013, Mr. Manoj Dobhal (*Director Identification Number: 10536036*), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESSES

3. **Ratification of remuneration of Cost Auditors for the Financial Year 2025-26**

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 amendment(s) thereto or re-enactment(s) thereof, for the time being in force), an audit fee of ₹ 4,00,000 (Rupees Four Lakh 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, 2026.

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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, matters, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. Appointment of M/s. Neelam Gupta & Associates, Company Secretaries as Secretarial Auditor 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 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Neelam Gupta & Associates, Company Secretaries, holding Certificate of Practice No. 6950 and Peer Review Certificate No. 6760/2025 (Firm Registration Number: S2006DE086800), be and are hereby appointed as the Secretarial Auditors of the Company for a first term of 5 (five) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such fees, plus applicable taxes and other out-of-pocket expenses as agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

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, matters, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. Appointment of Mr. Mayank Talwar (Director Identification Number: 10864736) 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, if any, of the Companies Act, 2013, ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, Mr. Mayank Talwar (*Director Identification Number: 10864736*), who has submitted a declaration that he meets the criteria of independence as specified under the Act and 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 December 12, 2024 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 12, 2024 to December 11, 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 are 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."

6. Appointment of Mr. Gurinder Singh (Director Identification Number: 01861807) 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, if any, of the Companies Act, 2013, ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, Mr. Gurinder Singh (*Director Identification Number: 01861807*), who has submitted a declaration that he meets the criteria of independence as specified under the Act and 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 December 12, 2024 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 12, 2024 to December 11, 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 are 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.”

7. Revision in the Remuneration of Mr. Manoj Dobhal, Whole-time Director of the Company

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

“RESOLVED THAT in accordance with 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 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations and Articles of Association of the Company, Members of the Company at their Extra Ordinary General Meeting held on June 14, 2024 approved the appointment of Mr. Manoj Dobhal (*Director Identification Number: 10536036*) as the Whole Time Director of the Company, at the terms and conditions, including remuneration, as mentioned therein, with effect from March 15, 2024, to hold office from the date of appointment i.e. March 15, 2024 to March 14, 2027 (both days inclusive).

RESOLVED FURTHER THAT in furtherance to the earlier resolutions passed by the Members on June 14, 2024 in this regard and pursuant to the provisions of Sections 2(51), 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the following revised terms and conditions of appointment of Mr. Manoj Dobhal, the Whole-time Director of the Company with effect from April 1, 2025, for the remaining tenure of his current appointment, i.e., up to March 14, 2027:

- a) Basic Salary to be revised from ₹ 8,00,000 per month to ₹ 9,04,500 per month with an authority to the Board of Directors to determine any revision from time to time, in the range of ₹ 8,50,000 to ₹ 13,50,000 per month.

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- b) Allowances and Perquisites: In addition to the basic salary, Mr. Dobhal shall be entitled to:
- (i) Allowances as per the rules of the Company including personnel allowance, house rent allowance, children education allowance, leave travel allowance etc. which in aggregate shall be revised from ₹ 6,00,000 per month to ₹ 6,93,758 per month, with an authority to the Board of Directors to determine any revision from time to time in the range of ₹ 6,50,000 to ₹ 10,55,000 per month;
 - (ii) Perquisites as per the rules of the Company including personal accident and medical insurance, meal voucher, car related expenses, 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/or the Board, based on performance criteria and such other parameters as may be considered appropriate, from time to time, shall be revised from ₹ 40,00,000 per annum to ₹ 93,03,420 per annum. The Nomination and Remuneration Committee and/or the Board of Directors are authorized to determine any revision from time to time in the range of ₹ 90,00,000 to ₹ 1,35,00,000 per annum.
- d) Other Terms and Conditions:
- (i) Reimbursement of entertainment expenses, car related expenses and mobile expenses incurred in the course of business of the Company, as per the policy of the Company.
 - (ii) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
 - (iii) Mr. Dobhal is eligible for Stock Options as per the policy of the Company.
 - (iv) Mr. Dobhal's term of appointment shall be liable to retire by rotation.

RESOLVED FURTHER THAT apart from above, any perquisite on exercise of 15,48,000 (Fifteen Lakh Forty Eight Thousand) stock options, granted to Mr. Manoj Dobhal by the Nomination and Remuneration Committee on May 28, 2025, under the 'Employee Stock Option Scheme 2018 ('ESOP 2018'), into equal number of Equity Shares of face value of ₹ 1/- each fully paid up, as per terms of ESOP 2018 will form part of the remuneration for the purpose of Act and such perquisite be and is hereby also approved and Mr. Manoj Dobhal may be granted stock options of the Company under the Company's Employee Stock Option schemes from time to time, subject to necessary compliances and approvals and any perquisite on exercise of such stock options, into equal number of Equity Shares will form part of the compensation for the purpose of the Act and such perquisite be and is hereby also approved.

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. Manoj Dobhal as Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Manoj Dobhal, 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**

Date: July 22, 2025
Place: Noida

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
CIN: L51909MH1988PLC287553
Tel: 0120 5047000
Fax: 0120 4357078
E-mail: investor@dishd2h.com
Web: www.dishd2h.com

NOTES:

1. The AGM will be convened in compliance with applicable provisions of the Companies Act, 2013 ('the Act'), the Rules made thereunder, the provisions of General Circular No. 09/2024 dated September 19, 2024 & other Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 & other circulars issued by SEBI ('SEBI Circulars').
2. An Explanatory Statement pursuant to Section 102 of the Act which sets out the details relating to the Special Business under item no(s) 3 to 7 of the Notice is annexed hereto.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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 neelamrنا@gmail.com, with a copy marked to evoting@nsdl.com and investor@dishd2h.com.
5. Securities and Exchange Board of India ('SEBI') has mandated the Listed Companies to process service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at www.dishd2h.com and RTA at https://in.mpms.mufig.com/

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6. SEBI has mandated that transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]
7. Members are requested to notify immediately about any change in their postal address and e-mail address, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc. 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. MUFG Intime India Private Ltd (Formerly 'Link Intime India Private Limited') having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083 / e-mail - rnt.helpdesk@in.mpms.mufg.com.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.dishd2h.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

8. 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.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.dishd2h.com. Members are requested to submit the said details to their DPs, in case the shares are held by them in electronic form and to Company/ RTA, in case the shares are held in physical form. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at www.dishd2h.com. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/ RTA, in case the shares are held by them in physical form.
10. Inspection: The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and all documents referred to in this Notice shall be open for inspection by the Members online before as well as during the AGM through VC/OAVM. Members seeking to inspect such documents can send an e-mail to investor@dishd2h.com
11. **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 August 8, 2025 to August 12, 2025, 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 August 12, 2025. 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.
12. 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 Directors 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 Directors has furnished consent/disclosure for the appointment as required under the Act and rules made thereunder.
13. In accordance with the MCA Circular dated September 19, 2024, and SEBI circular dated October 03, 2024, the Notice of AGM

along with Annual Report 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.

14. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2024-2025 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.
15. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
16. 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.
17. 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.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Friday, August 8, 2025 (cut-off date) will be entitled to vote during the AGM.
19. 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.
20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice. In terms of the MCA Circulars the Registered Office of the Company shall be deemed to be the venue for the AGM.

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

21. 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 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.
22. 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.
23. 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

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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.

24. 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.
25. The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from **Monday, August 11, 2025** at 9:00 A.M. (IST) and will end **Wednesday, August 13, 2025** 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.
26. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is **Friday, August 8, 2025**. 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.
27. 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.
28. 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.
29. 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 Mrs. Neelam Gupta, proprietor of M/s. Neelam Gupta & Associates, Company Secretaries, holding Certificate of Practice No. 6950 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.
30. 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.
31. 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 result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company. The Resolutions, if approved, shall be deemed to have been passed, on the date of AGM.
32. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
33. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**
The remote e-voting period begins **Monday, August 11, 2025** at 9:00 A.M. (IST) and will end **Wednesday, August 13, 2025** 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. **Friday, August 8, 2025**, 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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 or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

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Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders 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 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. 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 (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.com or call at 022 - 4886 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 21 09911.

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	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 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.

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- 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 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/Corporate 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 neelamrna@gmail.com with a copy marked to evoting@nsdl.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 or send a request to Mr. Amit Vishal, Deputy 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 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@in.mpms.mufg.com.
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@in.mpms.mufg.com . 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.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 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.

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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.* **Friday, August 8, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.com 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. 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.* **Friday, August 8, 2025**, 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**

Date: July 22, 2025

Place: Noida

Registered Office:

Office No. 803, 8th Floor, DLH Park, S. V. Road,

Goregaon (West), Mumbai – 400 062

CIN: L51909MH1988PLC287553

Tel: 0120 5047000

Fax: 0120 4357078

E-mail: investor@dishd2h.com

Web: www.dishd2h.com

Ranjit Singh

Company Secretary & Compliance Officer

Membership No. A15442

EXPLANATORY STATEMENT AND EXPLANATION IN TERMS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LISTING REGULATIONS') AND SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

Item No. 3

The Board at its meeting held on May 28, 2025, 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 for conducting audit of the cost records of the Company for the Financial Year 2025-26 at an audit fee of ₹ 4,00,000/- (Rupees Four Lakh Only) excluding taxes and reimbursement of out-of-pocket expenses and other terms and conditions, subject to the confirmation 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(s) 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 2025-26, by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

Your Board recommends the Ordinary Resolution as set out in Item No. 3 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. 4

The Board at its meeting held on February 14, 2025, pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), upon the recommendation of the Audit Committee, approved the appointment of M/s. Neelam Gupta & Associates, Company Secretaries, holding Certificate of Practice No. 6950 and Peer Review Certificate No. 6760/2025 (Firm Registration Number: S2006DE086800) as Secretarial Auditors of the Company for a first term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors has been done in terms of the amended Regulation 24A of the Listing Regulations and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Neelam Gupta & Associates is a proprietary firm, under the stewardship of Mrs. Neelam Gupta. The firm is managed by professionals having vast experience. The firm specializes in providing on-going and ad hoc consultancy services in the area of company secretarial matters to both large and small companies. The firm services diversified clients such as Manufacturers, NBFCs, MNCs, Section 8 Companies, Government Companies, Real Estate developers, IT companies, Stock Brokers, Consulting companies, Indian and foreign MNCs, etc. The firm is handling Secretarial matters of clients at all levels, provide support, advice on a wide variety of issues and represent clients before various government agencies, departments and quasi-judicial authorities. The firm is having a client committed team of Company Secretaries specializing in their respective practice areas.

M/s. Neelam Gupta & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations. The services to be rendered by M/s. Neelam Gupta & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024. It is hereby affirmed that M/s Neelam Gupta & Associates is not rendering any services in contradiction to Regulation 24(1B) of Listing Regulations. Furthermore, in terms of the amended regulations, Ms. Neelam Gupta has provided a confirmation that their firm have subjected itself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

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The proposed fees in connection with the secretarial audit shall be ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) plus applicable taxes and other out-of-pocket expenses for Financial Year 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Neelam Gupta & Associates. In addition to the secretarial audit, M/s. Neelam Gupta & Associates shall provide such other services in the nature of certifications and other professional work.

Your Board recommends the Ordinary 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, are in any way concerned or interested in the resolution.

Item No. 5

The Board of Directors of the Company at its meeting held on December 11, 2024, approved the induction of Mr. Mayank Talwar (Director Identification Number: 10864736), 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.* December 12, 2024 to December 11, 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').

The Board had evaluated the skills, knowledge and experience of Mr. Mayank Talwar and found that he possesses relevant expertise and capabilities required of an Independent Director. Based on the said evaluation, Mr. Mayank Talwar was appointed as an Independent Director.

Mr. Mayank Talwar has provided his consent in writing to act as Director and has further affirmed that he is not disqualified to act as Director and 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. Mayank Talwar is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Mayank Talwar 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 were being discharged by the Board and accordingly, the Board at its meeting held on December 11, 2024, approved the induction of Mr. Mayank Talwar on the Board. Upon the composition of the NRC being in compliance with the extant provisions, the NRC at its meeting held on July 22, 2025, recommended the appointment of Mr. Mayank Talwar to the shareholders.

The Company has received declaration from Mr. Talwar 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 Requirements) Regulations, 2015 ('Listing Regulations'). Mr. Talwar 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. Talwar 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. Talwar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Talwar 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. Mayank Talwar 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 being Director in Dish Infra Services Private Limited, a wholly owned subsidiary of the company.

Mr. Mayank Talwar holds over 24 years of experience and is a Senior Finance Professional specializing in the IT/ITES sector. As a Chartered Accountant, he has a proven track record of driving financial performance, optimizing operational efficiency, and leading financial functions for multiple clients across diverse sectors. His expertise spans financial planning, analysis, internal controls,

revenue maximization, and managing complex financial systems. Mr. Talwar excels in developing and executing financial strategies, managing contract financials, overseeing project accounting, conducting business pipeline analysis, and optimizing cash flow.

Mr. Talwar is highly skilled in streamlining processes and fostering effective stakeholder relationships to achieve organizational goals. With a result-oriented approach, he has successfully implemented robust financial controls and reporting mechanisms, utilizing advanced MIS to improve resource utilization and P&L outcomes. His previous roles at prominent organizations like Steria India Limited, IBM Global Process Services, and ACC Limited have equipped him with valuable experience in financial operations, strategic planning, team management, contributing his holistic approach to finance leadership and managing financial operations for key clients across Government, Retail, and Telecom sectors. Mr. Talwar is a graduate in commerce from CCS University, Meerut and is a qualified Chartered Accountant and holds an IFRS certification from the Association of Chartered Certified Accountants (ACCA), UK.

Pursuant to Regulation 17(1C) of Listing Regulations, the appointment of Mr. Talwar 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. Further, if the appointment is subject to approval of any regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded. The Ministry of Information and Broadcasting (MIB) is the sectoral regulator for the Company. The approval from the MIB for the appointment of Mr. Talwar as a Director on the Board of the Company was received on May 16, 2025, and accordingly the proposal for appointment of Mr. Talwar is being placed before the members in compliance of Regulation 17(1C) of the Listing Regulations. The proposed Special resolution as set out at Item No. 5 of this Notice, has been proposed keeping in sight the said requirement.

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

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

Your Board recommends the Special resolution as set out at Item No. 5 for your approval.

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

Item No. 6

The Board of Directors of the Company at its meeting held on December 11, 2024, approved the induction of Mr. Gurinder Singh (Director Identification Number: 01861807), 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. December 12, 2024 to December 11, 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').

The Board had evaluated the skills, knowledge and experience of Mr. Gurinder Singh and found that he possesses relevant expertise and capabilities required of an Independent Director. Based on the said evaluation, Mr. Gurinder Singh was appointed as an Independent Director.

Mr. Gurinder Singh has provided his consent in writing to act as Director and has further affirmed that he is not disqualified to act as Director and 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. Gurinder Singh is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Gurinder Singh 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 were being discharged by the Board and accordingly, the Board at its meeting held on December 11, 2024, approved the

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induction of Mr. Gurinder Singh on the Board. Upon the composition of the NRC being in compliance with the extant provisions, the NRC at its meeting held on July 22, 2025, recommended the appointment of Mr. Gurinder Singh to the shareholders.

The Company has received declaration from Mr. Singh 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 Requirements) Regulations, 2015 ('Listing Regulations'). Mr. Singh 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. Singh 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. Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Singh 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. Gurinder Singh 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. Gurinder Singh holds over 24 years of extensive experience in the industrial sector, specializing in the planning and execution of critical, time-sensitive revamp projects across refineries, fertilizer, chemical, and petrochemical plants. Throughout his career, Mr. Singh has successfully managed more than 250 projects, including the supply and commissioning of Fired Heaters in numerous refineries. His deep expertise in project and contract management, alongside his exceptional commercial negotiation skills, has enabled him to capture a significant market share in an industry traditionally dominated by multinational corporations.

Mr. Singh currently serves as the Director of Esteem Projects Private Limited, a leading Engineering, Procurement, and Construction (EPC) company. Under his leadership, Esteem has seen substantial growth in its core EPC business. He has led high-profile projects and ensuring adherence to international standards. Known for his commitment to quality, schedule adherence, and client value creation, Mr. Singh has built long-lasting relationships with Fortune 500 clients. His leadership is marked by a collaborative approach, ethical practices, and a strong focus on delivering timely and cost-effective solutions. He has been instrumental in implementing sustainable practices and driving continuous improvement, particularly in quality, health, safety, and environment (QHSE) standards. Mr. Gurinder Singh is a Commerce graduate from Delhi University.

Pursuant to Regulation 17(1C) of Listing Regulations, the appointment of Mr. Singh 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. Further, if the appointment is subject to approval of any regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded. The Ministry of Information and Broadcasting (MIB) is the sectoral regulator for the Company. The approval from the MIB for the appointment of Mr. Singh as a Director on the Board of the Company was received on May 16, 2025, and accordingly the proposal for appointment of Mr. Singh is being placed before the members in compliance of Regulation 17(1C) of the Listing Regulations. The proposed Special resolution as set out at Item No. 6 of this Notice, has been proposed keeping in sight the said requirement.

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

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

Your Board recommends the Special resolution as set out at Item No. 6 for your approval.

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

Item No. 7

Mr. Manoj Dobhal has been associated with the Company as Chief Executive Officer since August 23, 2023. The Board of Directors of the Company at its meeting held on March 15, 2024, approved induction of Mr. Manoj Dobhal (Director Identification Number: 10536036), who was hitherto working as Chief Executive Officer, 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 March 15, 2024.

On his appointment as the Whole-time Director with effect from March 15, 2024, the Board decided that the remuneration drawn by him as Chief Executive Officer, shall continue that no incremental remuneration will be given to Mr. Dobhal consequent to his appointment as the Executive Director of the Company. The remuneration of Mr. Dobhal for the Financial Year 2023-24, in his capacity as Chief Executive Officer, was approved by the Nomination and Remuneration Committee and the Board.

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 and Disclosure Requirements) Regulations, 2015, the approval of the members by way of a special resolution for appointment of Mr. Dobhal as the Whole-time Director for the period from March 15, 2024 to March 14, 2027 and for payment of remuneration including the terms and conditions thereof, in case of no profits/ inadequacy of profits, was accorded at the Extraordinary General Meeting of the Company held on June 14, 2024. The Company has been paying the remuneration within the limits, as approved by the members to Mr. Dobhal.

Since the Company has inadequate profits, the remuneration to be paid to the Mr. Dobhal shall be in accordance with the approval of the Members of the Company, during the tenure of his appointment.

Considering Mr. Dobhal's experience and the contribution to the Company's business and size of the Company and keeping in view the similar or higher levels of remuneration in India at these levels, the remuneration proposed to be paid to Mr. Dobhal with effect from April 1, 2025, is exceeding the limit as approved by the Members of the Company at the Extraordinary General Meeting of the Company held on June 14, 2024.

In view of the same, the proposal for revision in remuneration with effect from April 1, 2025 is being placed before the Members of the Company. The proposed remuneration is moderate in comparison to the remuneration packages of similar senior level personnel in other similar Companies in the Industry. Only the remuneration presently being paid to him, is being revised with effect from April 1, 2025 and all the other terms and conditions of his appointment as approved by the Members at the Extraordinary General Meeting held on June 14, 2024 shall remain unchanged.

Therefore, it is proposed to seek approval from the Members of the Company by way of Special Resolution for revision in remuneration of Mr. Manoj Dobhal as mentioned in proposed resolution with effect from April 1, 2025, for the remaining tenure of his current appointment, i.e. up to March 14, 2027, as also approved and recommended by the Nomination and Remuneration Committee and the Board.

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 inter-alia 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.

Dish TV India Ltd

- 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 Year is as per details below:

(All amounts in ₹ lacs, unless otherwise stated)

Particulars (Standalone)	FY 2025	FY 2024	FY 2023
Total Revenue	76,824	97,109	1,25,627
EBITDA	-	-	32,566
Profit Before taxes	(39,419)	(81,967)	(2,18,390)
Profit After taxes	(39,419)	(1,33,825)	(2,02,963)
Basic/Diluted EPS (In ₹)	(2.05)/(2.05)	(6.96)/(6.96)	(10.55) / (10.55)
Total Assets	2,39,684	2,48,544	3,62,104
Shares Outstanding (No.)	1,84,12,56,154	1,84,12,56,154	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. Manoj Dobhal is an enterprising leader, effective in high profile executive roles. He is proficient in overcoming complex business challenges and making high decision and process techno-commercial experience across stake having all sphere for scalable & sustainable business development. Mr. Dobhal has more than 25 years of experience in setting the vision & Strategic plan for developing business and amplifying business margin through long term planning across all business segments of FMCG, Telecom, Consumer durable, DTH, Broadband and Media distribution. Mr. Dobhal comes with a rich experience in managing various aspects of business including Sales & Distribution, Customer Marketing, Experience, Field Service and Business Process Automation. Mr. Dobhal is an MBA (Marketing) from Apeejay Institute of Management, Delhi and B.Sc. (Hons.) in Electronics from University of Delhi. Mr. Dobhal is the Executive Director and Chief Executive Officer of the Company. Mr. Dobhal is also the Chairman of the Board.
- b. Past Remuneration:** Mr. Dobhal has been rendering services in the capacity of Chief Executive Officer of the Company. The Company has been paying remuneration to Mr. Dobhal in the capacity of Chief Executive Officer, as approved by the Board and the Nomination and Remuneration Committee. On his appointment as the Whole-time Director with effect from March 15, 2024, the Board decided that the remuneration drawn by him as Chief Executive Officer, shall continue. Upon his appointment as the Whole-time Director of the Company with effect from March 15, 2024, the Board noted that no incremental remuneration will be given to Mr. Dobhal 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 Executive Officer, and which remuneration was approved by the Nomination and Remuneration Committee and the Board. The remuneration paid to Mr. Dobhal for the Financial Year 2024-25, was ₹ 1.97 Crore, which was within the limits duly approved by the Members of the Company at the Extraordinary General Meeting held on June 14, 2024.
- c. Recognition or awards:** Mr. Dobhal has successfully led operational role across India in various Industries such as FMCG, Beverages, Mobility, DTH & Broadband. He played a significant role in taking the content footprint of channels of a broadcast

entity to the rural geographies during his tenure. Further, during his professional journey, he optimised the communication network between CDMA and GSM and played a critical role in transitioning the system backbone for CRM to the village levels. He also played a significant role in DTH distribution during his tenure with TataPlay.

- d. **Job Profile and its suitability:** Mr. Dobhal 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.
- e. **Remuneration Proposed:** Mr. Dobhal had been receiving remuneration from the Company in the capacity of 'Chief Executive Officer' of the Company and on his appointment as the Executive Director with effect from March 15, 2024, the Board decided that the remuneration drawn by him hitherto as 'Chief Executive Officer', shall continue. The remuneration being paid to him with effect from March 15, 2024, is within the limits approved by the Members of the Company vide their special resolution passed at the Extraordinary General Meeting held on June 14, 2024. The details of the proposed increase in remuneration payable to Mr. Manoj Dobhal with effect from April 1, 2025, is set out in the Special Resolution mentioned in item No. 7 for the remaining tenure of his current appointment, *i.e.* up to March 14, 2027.

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. 7 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. Dobhal'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. Dobhal, before approving the remuneration proposed.

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

Mr. Dobhal 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

Dish TV India Ltd

to create heavy toll on the finances of the Company. Recent competition from the emerging platforms and high churn 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 impairment of intangibles 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 had started universalization of Set Top Boxes to be converted into High-Definition Boxes. The Company had also launched a penetrated High end Android Box for the discerning customers. Recently the OTT Platform has also gained popularity and the combination of traditional DTH offering combined with the OTT platform will provide stability and durability to the revenue stream.

The Company implemented a series of strategic initiatives to overcome losses and drive business expansion. It accelerated its transformation into a comprehensive entertainment and technology platform with the launch of Dish TV Smart+, integrating DTH and OTT services at no additional cost to enhance content accessibility across devices. The OTT platform, has been expanded by introducing intelligent content discovery features, personalised viewing options, and creator-first verticals like FLIQS, evolving it into a super-app. To strengthen its leadership in content, it launched the "Content India" forum in April 2025, aiming to position India as a global content hub. Diversifying into the digital commerce space, the Company established Dish Bharat Ventures Private Limited (wholly owned subsidiary company) and launched ShopZop, marking its entry into both B2B and B2C marketplaces. It expanded reach in rural and semi-urban markets through smart connected devices like Dish SMRT Hub, D2H Stream, and hybrid products like Zing Super, backed by regional content strategies. Shifting focus from high-subsidy subscriber acquisition, the Company adopted a retention-led approach through recharge-based incentives under plans like "Malamal" and "Jackpot." Customer loyalty was reinforced through campaigns such as 'Dish Ki Diwali' and enhanced service quality supported by digital tools including AI-powered chatbots and Adobe Experience Manager. Additionally, the Company revamped its mobile app and website for a seamless digital experience and created a new service vertical to enhance operational accountability and customer satisfaction. Strategic partnerships with broadband providers enabled the bundling of DTH, OTT, and internet services, ensuring competitive advantage in a converging entertainment landscape. Also, there is a constant vigil on variable cost component for its optimization and control. As a result of these efforts, the Company narrowed its net loss to ₹ 4,877 million after accounting for exceptional expenses of ₹ 3,354 million during the financial year 2024-25, reflecting significant improvement over the previous year.

- c. Expected increase in productivity and profits in measurable terms:** Under the leadership of Mr. Dobhal, 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 new businesses 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. Dobhal is also the Chief Executive Officer of the Company since August 23, 2023. On his appointment as the Whole-time Director with effect from March 15, 2024, the Board decided that the remuneration drawn by him as Chief Executive Officer, shall continue and no incremental remuneration will be given to Mr. Dobhal consequent to his appointment as the Executive Director of the Company.

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

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

4. Professional qualification and experience

Mr. Dobhal is an MBA (Marketing) from Apeejay Institute of Management, Delhi and B.Sc. (Hons.) in Electronics from University of Delhi. Mr. Dobhal is an enterprising leader, effective in high profile executive roles in well-established organization & Startups. He is proficient in overcoming complex business challenges and making high-stake decision and having process techno-commercial experience across all sphere for scalable & sustainable business development. Mr. Dobhal has more than 25 years of experience in setting the vision & strategic plan for developing business and amplifying business margin through long term planning across all business segments of FMCG, Telecom, Consumer durable, DTH, Broadband and Media distribution. Mr. Dobhal comes with a rich experience in DTH industry in India and overseas. He has managed various aspects of business across industries including Sales & Distribution, Marketing, Customer Experience, Field Service and Business Process Automation. He has worked with various organization including Colgate Palmolive India Limited, Vadilal Ent. Ltd, Dabur India Ltd., Reliance Communication Ltd., Tata Play Fiber, etc.

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 pay is linked to the evaluation of individual's performance. All employees of the Company, including Executive Director / Chief Executive Officer 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 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

Dish TV India Ltd

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. Dobhal holds nil equity share of the Company. The Nomination and Remuneration Committee at its meeting held on May 28, 2025, granted 15,48,000 Stock Options to Mr. Dobhal, in terms of the ESOP Policy of the Company approved by the members of the Company.

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 conferencing. The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mr. Dobhal 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.

Your Board recommends the Special Resolution as set out in Item No. 7, for your approval.

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

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

Date: July 22, 2025

Place: Noida

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

CIN: L51909MH1988PLC287553

Tel: 0120 5047000

Fax: 0120 4357078

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. Mayank Talwar (DIN: 10864736)	Mr. Gurinder Singh (DIN: 01861807)	Mr. Manoj Dobhal (DIN: 10536036)
Agenda Item No.	5	6	7
Age / Date of Birth	50 Years / November 30, 1974	46 Years / January 3, 1979	51 Years / April 14, 1974
Date of first Appointment	December 12, 2024	December 12, 2024	March 15, 2024
Qualification	Chartered Accountant, Commerce graduate from CCS University and holds an IFRS certification from the Association of Chartered Certified Accountants (ACCA), UK.	Commerce graduate from Delhi University.	MBA (Marketing) from Apeejay Institute of Management, Delhi and B.Sc. (Hons.) in Electronics from University of Delhi.
Brief Resume including Experience/expertise in specified functional area	<p>Mr. Talwar holds over 24 years of experience and is a Senior Finance Professional specializing in the IT/ITES sector. As a Chartered Accountant, he has a proven track record of driving financial performance, optimizing operational efficiency, and leading financial functions for multiple clients across diverse sectors. His expertise spans financial planning, analysis, internal controls, revenue maximization, and managing complex financial systems.</p> <p>Mr. Talwar excels in developing and executing financial strategies, managing contract financials, overseeing project accounting, conducting business pipeline analysis, and optimizing cash flow.</p> <p>Mr. Talwar is highly skilled in streamlining processes and fostering effective stakeholder relationships to achieve organizational goals. With a result-oriented approach, he has successfully implemented robust financial controls and reporting mechanisms, utilizing advanced</p>	<p>Mr. Gurinder Singh holds over 24 years of extensive experience in the industrial sector, specializing in the planning and execution of critical, time-sensitive revamp projects across refineries, fertilizer, chemical, and petrochemical plants.</p> <p>Throughout his career, Mr. Singh has successfully managed more than 250 projects, including the supply and commissioning of Fired Heaters in numerous refineries. His deep expertise in project and contract management, alongside his exceptional commercial negotiation skills, has enabled him to capture a significant market share in an industry traditionally dominated by multinational corporations.</p> <p>Mr. Singh currently serves as the Director of Esteem Projects Pvt. Ltd., a leading Engineering, Procurement, and Construction (EPC) company. Under his leadership, Esteem has seen substantial growth in its core EPC business. He has led high-profile projects and ensuring adherence to international standards.</p>	<p>Mr. Manoj Dobhal is an enterprising leader, effective in high profile executive roles in well-established organization & Startups. He is proficient in overcoming complex business challenges and making high stake decision and having process techno-commercial experience across all sphere for scalable & sustainable business development. Mr. Dobhal has more than 25 years of experience in setting the vision & strategic plan for developing business and amplifying business margin through long term planning across all business segments of FMCG, Telecom, Consumer durable, DTH, Broadband and Media distribution.</p> <p>Mr. Dobhal comes with a rich experience in DTH industry in India and overseas. He has managed various aspects of business across industries including Sales & Distribution, Marketing, Customer Experience, Field Service and Business Process Automation. He has worked with various organization including Colgate Palmolive India Limited, Vadilal</p>

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Particulars	Mr. Mayank Talwar (DIN: 10864736)	Mr. Gurinder Singh (DIN: 01861807)	Mr. Manoj Dobhal (DIN: 10536036)
	<p>MIS to improve resource utilization and P&L outcomes.</p> <p>His previous roles at prominent organizations like Steria India Limited, IBM Global Process Services, and ACC Limited have equipped him with valuable experience in financial operations, strategic planning, team management, contributing to my holistic approach to finance leadership and managing financial operations for key clients across Government, Retail, and Telecom sectors.</p>	<p>Known for his commitment to quality, schedule adherence, and client value creation, Mr. Singh has built long-lasting relationships with Fortune 500 clients. His leadership is marked by a collaborative approach, ethical practices, and a strong focus on delivering timely and cost-effective solutions. He has been instrumental in implementing sustainable practices and driving continuous improvement, particularly in quality, health, safety, and environment (QHSE) standards.</p>	<p>Ent. Ltd, Dabur India Ltd., Reliance Communication Ltd., Tata Play Fiber, etc.</p>
Experience and expertise in Specified Functional area	<p>Mr. Talwar'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.</p> <p>Mr. Talwar'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 Client engagement and Community and stakeholder engagement.</p>	<p>Mr. Singh'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.</p> <p>Mr. Singh'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, Client engagement, Community and stakeholder engagement, and Marketing & Communication.</p>	<p>Mr. Dobhal's experience/qualification comprises in areas relating to Strategy and strategic planning, Financial Expertise, Risk and compliance oversight, Executive management and Commercial experience etc.</p> <p>Mr. Dobhal's Key Skills comprises of Strategy and strategic planning, 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 and Community and stakeholder engagement.</p>
Directorships held in other companies in India*	1 (One)	One (1)	NIL
Directorships held in other Listed entities	NIL	NIL	NIL
Chairman/ Member of Committee of the Board of other companies in	1 (One)	NIL	NIL

Particulars	Mr. Mayank Talwar (DIN: 10864736)	Mr. Gurinder Singh (DIN: 01861807)	Mr. Manoj Dobhal (DIN: 10536036)
which they are director** 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.		
Pecuniary relationship with Company etc.	Mr. Talwar has no pecuniary relationship with the Company except receiving the sitting fee for attending Board / Committee meetings.	Mr. Singh has no pecuniary relationship with the Company except receiving the sitting fee for attending Board / Committee meetings.	Mr. Dobhal has no other pecuniary relationship with the Company except receiving the remuneration.
Terms and Conditions of Appointment/ Re-appointment and Remuneration	As mentioned in resolution no. 5 of this notice.	As mentioned in resolution no. 6 of this notice.	As mentioned in resolution no. 2 and 7 of this notice.
Remuneration Last Drawn	NIL	NIL	For the Financial Year 2024-25, Mr. Dobhal was paid a remuneration of ₹ 1.97 Cr.
Number of Board Meetings Attended during the Financial Year 2025-26***	3 (Three)	3 (Three)	3 (Three)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Out of the skill sets identified by the Board for the Board members, Mr. Talwar meets the skill sets viz. Strategy and strategic planning, Policy Development, Financial Expertise, Risk and Compliance Oversight, Executive management, Commercial experience, Client engagement and Community and stakeholder engagement.	Out of the skill sets identified by the Board for the Board members, Mr. Singh meets the skill sets viz. Strategy and strategic planning, Financial Expertise, Policy development, Risk and compliance oversight, Executive management, Commercial experience, Client engagement, Community and stakeholder engagement, and Marketing & Communication.	Out of the skill sets identified by the Board for the Board members, Mr. Dobhal meets the skill sets viz. Strategy and strategic planning, Financial Expertise, Policy development, Executive management, Commercial experience, Product Delivery, Technology Innovation, Client engagement, Community and stakeholder engagement and Marketing & Communication.

*Directorships in Other Companies does not include alternate directorships, directorship in foreign bodies corporate and directorship in Dish TV India Limited.

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*** 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.*

**** Meeting upto July 22, 2025 of the FY 2025-26 has been taken.*

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

Date: July 22, 2025

Place: Noida

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

CIN: L51909MH1988PLC287553

Tel: 0120 5047000

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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	Thursday, the 14 th day of August 2025 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 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	E-mail: evoting@nsdl.com Contact No.: +91 22 48867000 Members may connect with: Amit Vishal (Deputy Vice President – NSDL) at evoting@nsdl.com or Ms. Pallavi Mhatre, (Senior Manager) at evoting@nsdl.com
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@dishd2h.com from August 8, 2025 to August 12, 2025. 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	Friday, August 8, 2025
7	Remote E-voting start time and date	Monday, August 11, 2025, at 9:00 A.M. (IST)
8	Remote E-voting end time and date	Wednesday, August 13, 2025, 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	MUFG Intime India Private Limited (Formerly 'Link Intime India Private Ltd') C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. E Mail - rnt.helpdesk@in.mpms.mufig.com Link to register queries: https://web.in.mpms.mufig.com/helpdesk/Service_Request.Html
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, MUFG Intime India Pvt. Ltd. through email at rnt.helpdesk@in.mpms.mufig.com Link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html