

September 25, 2023

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: DISHTV	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: 532839
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Kind Attn. : Manager - Corporate Relationship Department
Subject : i. **Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**
ii. **Proceedings of 35th Annual General Meeting of the Company held today viz. September 25, 2023 and Voting Results thereof**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that the 35th Annual General Meeting ('AGM') of the Company was held today i.e. Monday, September 25, 2023 at 17:30 Hrs (IST) through Video Conferencing / Other Audio Visual Means, in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') in this regard and the business(es) mentioned in the Notice dated August 31, 2023 convening the AGM were transacted at the said AGM.

In terms of applicable regulatory provisions, the Directors present at the AGM, elected Dr. (Mrs.) Rashmi Aggarwal, Independent Director of the Company as Chairperson for the AGM. Requisite quorum being present, the meeting was called to order at 17:30 Hrs.

In this regard, please find enclosed the following:

1. Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as **Annexure 1**;
2. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations as **Annexure 2**; and
3. Consolidated Report of the Scrutinizer dated September 25, 2023, on remote e-voting and electronic voting at the AGM as **Annexure 3**.

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

This is for your information and record.

Thanking you,

Yours faithfully,
For Dish TV India Limited



Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442
Contact Number: +91-120-5047000



Encl. as above

SUMMARY OF PROCEEDINGS OF THE 35th ANNUAL GENERAL MEETING OF THE COMPANY

The 35th Annual General Meeting ('AGM') of the Company was held today viz. Monday, the 25th day of September, 2023, at 17:30 Hrs (IST), through Video Conferencing / Other Audio Visual Means in accordance with the applicable provisions of Companies Act, 2013 read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also in terms of the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time in this regard.

Mr. Ranjit Singh, Company Secretary & Compliance Officer welcomed the members and other attendees at the 35th Annual General Meeting. All Directors were present for the meeting through Video Conferencing mode. The representatives of the Current & Proposed Statutory Auditors, Secretarial Auditors, Cost Auditors and Internal Auditors, were also present through Video Conferencing mode. Mr. Manoj Dobhal, Chief Executive Officer and Mr. Rajeev Kumar Dalmia, Chief Financial Officer of the Company were also present through Video Conferencing mode.

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

The Company Secretary informed the Members that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice convening the meeting. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had extended the E-voting facility to the Members of the Company in respect of all the businesses to be transacted at the Annual General Meeting, through the electronic voting platform of National Securities Depository Limited ('NSDL'). It was further informed that the Remote E-voting commenced from September 21, 2023, at 9:00 A.M. (IST) and ended on September 24, 2023, at 5:00 P.M. (IST).

Members who had not cast their votes electronically earlier and who were participating in the meeting would be able to cast their votes during the meeting and 15 minutes after the meeting through the e-voting system provided by NSDL. The Company Secretary informed the Members that the necessary Registers and documents referred to in the Notice of the 35th AGM were available for inspection electronically on the website of the Company and also through the link of NSDL.

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

Name	Designation
Dr. (Mrs.) Rashmi Aggarwal	Independent Director and Chairman of Nomination and Remuneration Committee and Stakeholder Relationship Committee
Mr. Shankar Aggarwal	Independent Director and Chairman of Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee
Mr. Veerender Gupta	Whole Time Director
Mr. Manoj Dobhal	Chief Executive Officer
Mr. Rajeev Kumar Dalmia	Chief Financial Officer

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



The requisite quorum being present through electronic means, the Chairperson called the meeting to order. Mrs. Aggarwal addressed the members' *inter-alia* informing them about the business performance, outlook, etc. of the Company and Industry. In addition to adoption of Annual Audited Financial statements of the Company (*on a standalone and consolidated basis*) for the Financial Year 2022-23, the agenda items for the AGM also included adoption of the Annual Audited Financial Statements of the Company (*on a standalone and consolidated basis*) for the Financial Year 2020-21 and 2021-22, which were not approved with requisite majority at the previous Annual General Meetings / Adjourned Annual General Meeting of the Company.

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

The Notice convening the AGM of the Company was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members. The Company Secretary read the Secretarial Auditor's qualification in the Secretarial Audit Report of the Company for the Financial Year 2022-23 and referred to the management response thereon.

Thereafter, the Question & Answer (Q&A) forum was opened for the registered speakers to seek clarification or offer any comments related to the resolutions or Financial Statements and Operations of the Company. Total 17 speaker shareholders raised queries/made comments on the financial performance and other relevant matters for which necessary clarifications and responses were provided by Mr. Manoj Dobhal, Chief Executive Officer and Mr. Rajeev Kumar Dalmia, Chief Financial Officer of the Company.

The members were further informed, that Mr. Jayant Gupta (Membership No. F7288), Company Secretary, proprietor of Jayant Gupta & Associates, has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and electronic voting at the AGM. The consolidated results of remote e-voting and voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and on the website of NSDL and the same shall also be intimated to the Stock Exchanges. The Company had provided remote e-voting facility offered by NSDL for Equity Shareholders as on cut-off date of September 18, 2023 to cast their votes electronically on all Agenda items proposed in the Notice of this AGM and also extended the said E-voting facility at the AGM.

The Chairperson thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations. The Chairperson also informed the Members that proceedings of the present AGM finished at 18:40 Hrs and that the e-voting platform shall remain open till 18:55 Hrs, post which the process of counting of votes shall be initiated, in terms of applicable provisions of law.

98 Shareholders were present in the AGM through Video Conferencing.



Dish TV India Limited								
Resolution Required : (Ordinary)			1 - ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR 2020-21					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 1$	[4]	[5]	$[6]=\{[4]/[2]\} * 1$	$[7]=\{[5]/[2]\} * 10$
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	282948480	78302155	27.6736	22153318	56148837	28.2921	71.7079
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		78302155	27.6736	22153318	56148837	28.2921	71.7079
Public Non Institutions	E-Voting	1483922606	655387687	44.1659	543372686	112015001	82.9086	17.0914
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		655387687	44.1659	543372686	112015001	82.9086	17.0914
Total		1841256054	808074810	43.8872	639910972	168163838	79.1896	20.8104



Link Intime India Pvt. Ltd.
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 Website : www.linkintime.co.in



Dish TV India Limited								
Resolution Required : (Ordinary)			2 - ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR 2021-22					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	282948480	78302155	27.6736	52309613	25992542	66.8048	33.1952
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		78302155	27.6736	52309613	25992542	66.8048	33.1952
Public Non Institutions	E-Voting	1483922606	655367682	44.1645	543650249	111717433	82.9535	17.0465
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		655367682	44.1645	543650249	111717433	82.9535	17.0465
Total		1841256054	808054805	43.8861	670344830	137709975	82.9578	17.0422

Dish TV India Limited

Dish TV India Limited								
Resolution Required : (Ordinary)			3 - ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR 2022-23					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	282948480	78302155	27.6736	74525155	3777000	95.1764	4.8236
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		78302155	27.6736	74525155	3777000	95.1764	4.8236
Public Non Institutions	E-Voting	1483922606	655321684	44.1614	599259939	56061745	91.4452	8.5548
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		655321684	44.1614	599259939	56061745	91.4452	8.5548
Total		1841256054	808008807	43.8836	748170062	59838745	92.5943	7.4057



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Dish TV India Limited								
Resolution Required : (Ordinary)			4 - APPOINTMENT OF S.N. DHAWAN & CO. LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 000050N / N500045) AS STATUTORY AUDITORS OF THE COMPANY IN PLACE OF WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 001076N/N-500013), THE RETIRING STATUTORY AUDITORS					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	282948480	79260767	28.0124	75483767	3777000	95.2347	4.7653
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		79260767	28.0124	75483767	3777000	95.2347	4.7653
Public Non Institutions	E-Voting	1483922606	655357631	44.1639	612217476	43140155	93.4173	6.5827
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		655357631	44.1639	612217476	43140155	93.4173	6.5827
Total		1841256054	809003366	43.9376	762086211	46917155	94.2006	5.7994



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Dish TV India Limited								
Resolution Required : (Ordinary)			5 - RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2023-24					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	282948480	79260767	28.0124	75483767	3777000	95.2347	4.7653
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		79260767	28.0124	75483767	3777000	95.2347	4.7653
Public Non Institutions	E-Voting	1483922606	655357631	44.1639	612222433	43135198	93.4181	6.5819
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		655357631	44.1639	612222433	43135198	93.4181	6.5819
Total		1841256054	809003366	43.9376	762091168	46912198	94.2012	5.7988



Dish TV India Limited								
Resolution Required : (Special)			6 - APPROVAL OF APPOINTMENT OF MR. VEERENDER GUPTA (DIN: 00420087) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	74384968	74384968	100.0000	74384968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74384968	100.0000	74384968	0	100.0000	0.0000
Public Institutions	E-Voting	282948480	79260767	28.0124	63773108	15487659	80.4599	19.5401
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		79260767	28.0124	63773108	15487659	80.4599	19.5401
Public Non Institutions	E-Voting	1483922606	655357586	44.1639	118435594	536921992	18.0719	81.9281
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		655357586	44.1639	118435594	536921992	18.0719	81.9281
Total		1841256054	809003321	43.9376	256593670	552409651	31.7173	68.2827

Details of the Participation and Agenda items transacted at the Annual General Meeting of the Company held on September 25, 2023, are as follows:

Description	Particulars
Date of Annual General Meeting	September 25, 2023
Total number of Shareholders on record date (i.e the cut-off date for determining the Shareholders entitled to Remote E-Voting / E-Voting during AGM - September 18, 2023)	2,83,055
Total Number of Shareholders present in the meeting through Video Conferencing	
a) Promoters & Promoter Group	15
b) Public	83

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

Resolution No. 2	<u>Ordinary Resolution:</u> Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2021-22
Type of Business	Ordinary Business of 34 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 3	<u>Ordinary Resolution:</u> Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2022-23
Type of Business	Ordinary Business of 35 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 4	<u>Ordinary Resolution:</u> Appointment of S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration number: 000050N / N500045) as Statutory Auditors of the Company in place of M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration no. 001076N/N-500013), the retiring Statutory Auditors.
Type of Business	Ordinary Business of 35 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 5	<u>Ordinary Resolution:</u> Ratification of remuneration of Cost Auditors for the financial year 2023-24
Type of Business	Special Business of 35 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 6	<u>Special Resolution:</u> Approval of appointment of Mr. Veerender Gupta (DIN: 00420087) as Whole Time Director designated as Executive Director of the Company
Type of Business	Special Business of 35 th AGM
Mode of Voting	Remote E-voting and E-Voting

Mr. Jayant Gupta, Company Secretary, proprietor of Jayant Gupta & Associates, who was appointed as the Scrutinizer has submitted his consolidated report on Remote E-voting and E-voting during the AGM dated September 25, 2023 to the Chairperson of the AGM. Basis the consolidated report of the Scrutinizer dated September 25, 2023, below are the Voting results for all the resolutions forming part of the AGM notice:



S. No	Resolution Description	Type	Voting Result
1	Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2020-21.	Ordinary	Approved
2	Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2021-22	Ordinary	Approved
3	Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2022-23	Ordinary	Approved
4	Appointment of S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration number: 000050N / N500045) as Statutory Auditors of the Company in place of M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration no. 001076N/N-500013), the retiring Statutory Auditors.	Ordinary	Approved
5	Ratification of remuneration of Cost Auditors for the financial year 2023-24	Ordinary	Approved
6	Approval of appointment of Mr. Veerender Gupta (DIN: 00420087) as Whole Time Director designated as Executive Director of the Company	Special	Not Approved

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

Thanking you.

Yours Sincerely,

For Dish TV India Limited




Ranjit Singh

Company Secretary & Compliance Officer

Membership No. A15442

JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT FOR E-VOTING OF DISH TV INDIA LIMITED
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the
Companies (Management and Administration) Rules, 2014]

To,

**The Chairperson,
35th Annual General Meeting of the Equity Shareholders of
Dish TV India Limited
{CIN:L51909MH1988PLC287553}**

**Sub: Consolidated Result of Voting conducted through Remote Electronic Voting
and Electronic Voting at the 35th Annual General Meeting of Dish TV India
Limited held on Monday, September 25, 2023 at 05:30 P.M. (IST) through
video conferencing/other audio visual means**

Dear Sir / Madam,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005, Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Dish TV India Limited (the Company), *vide* Resolution passed in the Board Meeting held on August 31, 2023 for the purpose of scrutinizing the Remote E-Voting that commenced on Thursday, September 21, 2023 at 9:00A.M. (IST) and ended on Sunday, September 24, 2023 at 5:00 P.M. (IST) and E-voting at the 35th Annual General Meeting ('AGM') of Dish TV India Limited held on Monday, September 25, 2023 at 05:30 P.M. (IST) through video conferencing ('VC')/other audio visual means ('OAVM'), as per the Notice dated August 31, 2023 calling the AGM of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the Resolutions proposed in the Notice of the AGM of the Company (*including Item Nos. 1 and 2 related to 33rd AGM and 34th AGM respectively*) is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and electronic voting at the virtual meeting, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairperson on the Resolutions, based on the reports generated from the remote electronic voting system and electronic voting system of National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company.

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

Page | 1



I hereby report as under:

1. The Company has through NSDL, the authorised agency engaged by the Company, dispatched the Notice calling the AGM of the Company for the Financial Year 2022-23, along with e-voting instructions to 250399 Shareholders, whose email addresses were registered with the Company/ Depository Participants / Depositories, by E-mail only on September 3, 2023 as per the records of the shareholders of the Company as on September 1, 2023, pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars").
2. In terms of the requirement of Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the Company has duly given a Public Notice by way of an advertisement in two newspapers viz. "Business Standard" (All Editions) and "Navshakti" (Mumbai Edition) on September 1, 2023, specifying that the AGM will be held through VC or OAVM facility and also specifying other requirements as enumerated in the aforementioned circular.
3. As prescribed in clause (v) of sub rule 4 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, published in nation-wide edition of English Newspaper viz. 'Business Standard' and in Mumbai Edition of Marathi Newspaper viz. 'Navshakti' on September 4, 2023 regarding Notice calling the AGM of the Company and information pertaining to the E-voting.
4. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the facility of voting to 2,83,055 shareholders, holding fully paid up equity shares of the Company, to cast votes electronically upto September 24, 2023 through remote e-voting on NSDL platform and by means of E-voting at the 35th AGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of fully paid up equity shareholding as on cut-off date *i.e.* Monday, September 18, 2023.
5. The Company provided the facility of electronic remote e-voting to the eligible shareholders of the Company from Thursday, September 21, 2023 at 9:00 A.M. (IST) upto Sunday, September 24, 2023 at 5:00 P.M. (IST) through the platform of NSDL, by accessing through <https://www.evoting.nsdl.com>. NSDL has been engaged by the Company as the service provider for providing facility of e-voting to the shareholders of the Company.
6. At the 35th AGM of the Company held on September 25, 2023, E-voting was announced on all the resolutions, to facilitate the members present in the meeting, through VC/OAVM mode who could not record their votes through remote e-voting process earlier. NSDL was the service provider of the facility of voting to the shareholders through E-Voting. The Board of Directors of the Company had appointed me as Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during the AGM and kept open fifteen minutes after the AGM proceedings for E-Voting by members.



7. Pursuant to Rule 20(xii) of the Companies (Management & Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on September 25, 2023 at 06:56 P.M. (IST) in the presence of two independent witnesses viz. Mr. Supreet Singh and Ms. Tuba, who are associated with me and not in employment of the Company.
8. Based on the reports generated from the Remote E-Voting system provided by NSDL and E-voting conducted during the AGM through NSDL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the AGM as under:

ORDINARY BUSINESS OF 33RD AGM

a. As an Ordinary Resolution- Item No.1

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

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	720	808074810	623	639910972	79.190	97	168163838	20.810

ORDINARY BUSINESS OF 34TH AGM

b. As an Ordinary Resolution- Item No.2

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

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	719	808054805	625	670344830	82.958	94	137709975	17.042

ORDINARY BUSINESSES OF 35TH AGM

c. As an Ordinary Resolution- Item No.3

Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2022-23



MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	717	808008807	643	748170062	92.594	74	59838745	7.406

d. As an Ordinary Resolution – Item No.4

Appointment of S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration Number: 000050N/N500045) as Statutory Auditors of the Company in place of Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration no. 001076N/N-500013), the retiring Statutory Auditors

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	718	809003366	638	762086211	94.201	80	46917155	5.799

SPECIAL BUSINESSES OF 35TH AGM

e. As an Ordinary Resolution – ItemNo.5

Ratification of remuneration of Cost Auditors for the Financial Year 2023-24

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	718	809003366	636	762091168	94.201	82	46912198	5.799

f. As a Special Resolution – Item No.6

Approval of appointment of Mr. Veerender Gupta (DIN: 00420087) as Whole Time Director designated as Executive Director of the Company

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	717	809003321	618	256593670	31.717	99	552409651	68.283



Based on the above, the Resolution Nos. 1 to 5 have been duly approved by the shareholders under remote e-voting and electronic voting at the AGM with the requisite majority and the Resolution No. 6 has not received requisite majority of votes in favour. The results of the voting by members through remote e-voting and electronic voting at the AGM in the respect of above mentioned resolutions may accordingly be declared by the Company.

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

Thanking you,
Yours faithfully,

For Jayant Gupta & Associates



Jayant Gupta
Proprietor

Membership No. : F7288
PCS No. : 9738
PR No. : 759/2020
UDIN : F007288E001080525

Place : New Delhi
Date : September 25, 2023