

November 30, 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. : Corporate Relationship Department
Subject : Notice calling the Extra-Ordinary General Meeting scheduled to be held on December 22, 2023

Dear Sir,

This is in continuation to our intimation dated November 27, 2023 wherein it was informed that the Board of Directors of the Company have approved convening of the Extra-Ordinary General Meeting ('EGM') of the Equity Shareholders of the Company on Friday, December 22, 2023 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

With regard to the above, please find enclosed herewith the Notice calling the EGM, to be held on **Friday, December 22, 2023 at 12:30 P.M. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

The aforesaid Notice calling the EGM of the Company has been duly sent / dispatched today *i.e.* November 30, 2023, electronically to those Members whose email IDs are registered with the Link Intime India Private Limited ("Registrar and Transfer Agents" of the Company) or the Depositories.

The Company shall be providing facility to its shareholders to exercise their right to vote on all business proposed at the EGM by electronic means, by using remote e-voting facility and e-voting facility at EGM. The said facility is being provided by National Securities Depositories Ltd (NSDL). The remote e-voting period shall commence from **Tuesday, December 19, 2023, at 9:00 A.M. (IST)** and will end on **Thursday, December 21, 2023, at 5:00 P.M. (IST)**, and the shareholders of the Company holding shares as at the cut-off date *i.e.* **Friday, December 15, 2023** shall be eligible to vote using the remote e-voting facility and e-voting facility at EGM.

The attached EGM notice of the Company is also available at the Investor section of the website of the Company *i.e.* www.dishd2h.com.

You are requested to kindly take the same on record.

Thanking you

Yours truly,
For **Dish TV India Limited**



Ranjit Singh
Company Secretary & Compliance Officer
Membership No: A15442
Contact No.: +91-120-504 7000

Encl.: As above



DISH TV INDIA LIMITED

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

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

Tel No.: 0120 – 5047005/5047000, **Fax No.:** 0120 – 4357078

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

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting ('EGM')** of the Members of Dish TV India Limited will be held on Friday, December 22, 2023, at **12:30 P.M.** (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), to transact the following businesses:

SPECIAL BUSINESSES:

1. Approval of Appointment of Mr. Rajesh Sahni (Director Identification Number: 10074634) as a Non-Executive Non-Independent Director of the Company

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

"RESOLVED THAT, pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with 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, (*including any statutory modification(s) or re-enactment thereof, for the time being in force*), and in terms of Articles of Association of the Company, Mr. Rajesh Sahni (Director Identification Number: 10074634) who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, with effect from September 29, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from September 29, 2023.

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

2. Approval of Appointment of Mr. Virender Kumar Tagra (Director Identification Number: 10074357) as a Non-Executive Non-Independent Director of the Company

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

"RESOLVED THAT, pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with 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, (*including any statutory modification(s) or re-enactment thereof, for the time being in force*), and in terms of Articles of Association of the Company, Mr. Virender Kumar Tagra (Director Identification Number: 10074357) who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, with effect from September 29, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from September 29, 2023.

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

3. Approval of Appointment of Ms. Aanchal David (Director Identification Number: 10226714) as an Independent Director of the Company

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Ms. Aanchal David (Director Identification Number: 10226714), who has submitted a declaration that she meets the criteria of independence as specified under the Act & Listing Regulations, having been appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company with effect from September 26, 2023, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an 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.* September 26, 2023, to September 25, 2028 (both days inclusive).

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

4. Approval of Re-appointment of Mr. Shankar Aggarwal (Director Identification Number: 02116442) as an Independent Director, for a second term of 5 (Five) consecutive years

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 other applicable provisions of the Companies Act, 2013, (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Shankar Aggarwal (Director Identification Number: 02116442), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as specified under the Act & Listing Regulations, having been re-appointed by the Board of Directors as an Independent Director of the Company with effect from October 25, 2023, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years, from the date of re-appointment *i.e.* October 25, 2023, to October 24, 2028 (both days inclusive).

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

all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution.”

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: November 27, 2023

Registered Office:

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

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, *vide* its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted convening the Extra Ordinary General Meeting ('EGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this EGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Act, which sets out the details relating to the Special Businesses to be transacted at the EGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to pcs.jga@gmail.com, with a copy marked to evoting@nsdl.com and investor@dishd2h.com.
5. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address to receive all communication from the Company electronically.
6. Inspection: All the relevant documents, if any, referred to in this Notice and other statutory register shall be open for inspection by the Members online during the EGM through VC/OAVM.
7. **Submission of questions or queries prior to EGM/ Registration of Speakers:** Members who would like to express their views or ask questions during the EGM may register themselves as a speaker, during the period from **December 15, 2023 to December 18, 2023** through e-mail on investor@dishd2h.com. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investor@dishd2h.com on or before **December 18, 2023**. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.
8. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on Directors recommended by the Board for appointment/re-appointment at this Meeting forms part of the Notice. The Director(s) has furnished consent/disclosure for the appointment/re-appointment as required under the Act and rules made thereunder.

9. In accordance with the MCA circulars and SEBI circular dated May 13, 2022, the Notice of EGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Company will not be dispatching physical copies of the Notice of EGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.
10. A copy of the Notice of this EGM is available on the Company's website at www.dishd2h.com, website of the Stock Exchanges *i.e.* BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
11. Members are requested to notify immediately about any change in their postal address/E-mail address/dividend mandate/ bank details to their Depository Participant (DP) in respect of their shareholding in DEMAT mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent('RTA'), viz. Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083/E-Mail - rnt.helpdesk@linkintime.co.in.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the RTA.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/e-mail id or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their Demat Account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
14. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
15. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
16. Since the EGM will be held through VC/OAVM Facility, the Route Map of Venue is not annexed to this Notice.

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

17. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.
18. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. Pursuant to the provisions of Section 108 of the 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 (es) to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.
20. The remote E-voting period for all items of businesses contained in this notice of EGM shall commence from **Tuesday, December 19, 2023, at 9.00 A.M.** (IST) and will end on **Thursday, December 21, 2023, at 5.00 P.M.** (IST). The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
21. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and attendance at EGM is **Friday, December 15, 2023**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through electronic mode. The voting rights

of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

22. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system during the EGM.
23. The Members who have cast their vote by remote E-voting prior to the EGM may also attend/ participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-voting before casting their vote.
24. At the EGM, the Chairperson of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738) of Jayant Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-voting system at the EGM in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.
26. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of EGM.
27. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins from **Tuesday, December 19, 2023, at 9.00 A.M.** (IST) and will end on **Thursday, December 21, 2023, at 5.00 P.M.** (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) *i.e.* **Friday, December 15, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL E-voting system?

The way to vote electronically on NSDL E-voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL E-voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a Mobile. On the e-Services home page click on the " Beneficial Owner " icon under "Login" which is available under ' IDeAS ' section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on " Access to e-Voting " under E-voting services and you will be able to see E-voting page. Click on company name (Dish TV India Limited) or E- voting service provider i.e. NSDL and you will be re-directed to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeA”S Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a Mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
<p>Individual Shareholder holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the remote E- voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from the E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting Service Providers.
<p>Individual Shareholders(<i>holding securities in Demat mode</i>) login through their depository participants</p>	<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	Your User ID is:
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

B) Login Method for E-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL E-voting website?

1. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 117052 and folio number is 001*** then user ID is 117052001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of E-voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL E-voting system.

How to cast your vote electronically and join General Meeting on NSDL E voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company (*viz.* Dish TV India Limited) to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”
3. Now you are ready for E-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “E- voting” tab in your login or send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.jga@gmail.com with a copy marked to evoting@nsdl.com and investor@dishd2h.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@2dishd2h.com with a copy to rnt.helpdesk@linkintime.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@dishd2h.com with a copy to rnt.helpdesk@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)**.

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

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to E-voting facility

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL E-voting system. Members may access by following the steps mentioned above for **Access to NSDL E-voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor@dishd2h.com. The same will be replied by the company suitably.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date *i.e.* **Friday, December 15, 2023** may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date *i.e.* **Friday,**

December 15, 2023 may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system”.

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: November 27, 2023

Registered Office:

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

CIN: L51909MH1988PLC287553

E-mail: investor@dishd2h.com

Web: www.dishd2h.com

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

Item No. 1

The Board of Directors of the Company at its meeting held on September 29, 2023, upon the recommendation of the Nomination and Remuneration Committee ('NRC'), approved the induction of Mr. Rajesh Sahni (DIN: 10074634) on the Board of Directors of the Company, as an Additional Director (in the category of Non-Executive Non-Independent Director), whose office shall be liable to retire by rotation, with effect from September 29, 2023, pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ('the Act').

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

The Board opined that Mr. Sahni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Sahni 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. Sahni is an Independent Professional without any direct or indirect interest in the share capital of the Company and / or its subsidiary (ies) and is not related to any of the Directors or Promoters of the Company or its subsidiary (ies), except for holding 12,280 Equity Shares of the Company.

Mr. Rajesh Sahni has rich experience (Strategic as well as at operational management level) in the field of Customer Service / Call Center Operations / BPO / Customer Support / Repair Services area including 17 years at senior management level as National / Country Head of Customer Service at MNCs like LG, Canon, Nokia, Electrolux and Sony Ericsson. He was instrumental in setting up country repair service network from scratch at LG, Canon, Nokia, Electrolux, Sony Ericsson and Panasonic etc. Mr. Sahni retired from the services of the Company's wholly owned subsidiary viz. Dish Infra Services Private Limited on October 31, 2022, and continued his association as a Consultant under a Contract, since November 1, 2022.

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

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

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

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

Item No. 2

The Board of Directors of the Company at its meeting held on September 29, 2023, approved the induction of Mr. Veerender Kumar Tagra (DIN: 10074357) on the Board of Directors of the Company, as an Additional Director (in the category of Non-Executive Non-Independent Director), whose office shall be liable to retire by rotation, with effect from September 29, 2023, pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ('the Act').

Mr. Veerender Kumar Tagra has provided his consent in writing to act as Director and has further affirmed that he is not disqualified to act as Director, and the Board has taken the same on record. The approval from the Ministry of Information and Broadcasting for the appointment of Mr. Tagra as a Director on the Board of the Company has been received. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Tagra for appointment. Owing to the vacancy in the Board resulting into composition of the Nomination and Remuneration Committee ('NRC') not being complete, the functions of the NRC was discharged by the Board.

The Board opined that Mr. Tagra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Tagra 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. Tagra is an Independent Professional without any direct or indirect interest in the share capital of the Company and / or its subsidiary (ies) and is not related to any of the Directors or Promoters of the Company or its subsidiary (ies), except for holding 1,500 Equity Shares of the Company.

Mr. Virender Kumar Tagra is having a rich experience of more than 43 years in the various domains including Finance, Account, Taxation and liaison with various Government Agencies across India. He started his career in the year of 1979 with a Company engaged in the manufacturing of domestic electrical appliances heading various functions. He also worked with various organizations like IVP Groups, Stroke, ABC Consultants Group, Hotline Group of Industries etc. Mr. Tagra retired from the services of the Company on June 30, 2020, and continued his association as a Consultant under a Contract, since July 1, 2020.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the appointment of Mr. Tagra as a Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier, for their approval. The proposed Ordinary resolution as set out at Item No. 2 of this Notice, has been proposed keeping in sight the said requirement.

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

Your Board recommends the Ordinary resolution as set out at Item No. 2 for your approval.

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

Item No. 3

The Board of Directors of the Company at its meeting held on September 21, 2023, approved the induction of Ms. Anchal David (DIN: 10226714), 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.*, September 26, 2023 to September 25, 2028 (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').

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

The Company has received declaration from Ms. David that she meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations'). Ms. David 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 Ms. David fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and Regulation 16 of the Listing Regulations and also that she is independent of the management. The Board further opined that Ms. David is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Ms. David has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board.

Ms. Anchal David 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).

Ms. Anchal David has completed her Post Graduate Programme in Mass Communication from Rajendra Prasad Institute of Communication & Management, Mumbai and holds a bachelor's degree in economics from Delhi University. Ms. David possesses over 10 years of experience in media communication and education industry. She is currently working with Cambridge Schools as Outreach & Communication Specialist. She has also worked with the Company from November 2010 to October 2013 as Senior Manager – Interactive Channel.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the appointment of Ms. David as a Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier, for their approval. The proposed Special resolution as set out at Item No. 3 of this Notice, has been proposed keeping in sight the said requirement.

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

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

Your Board recommends the Special resolution as set out at Item No. 3 for your approval.

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

Item No. 4

The Board of Directors of the Company at its meeting held on October 25, 2018, approved the induction of Mr. Shankar Aggarwal (DIN: 02116442), 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 October 25, 2018 to October 24, 2023 (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 Members of the Company approved the said appointment of Mr. Shankar Aggarwal, as an Independent Director of the Company, at its Annual General Meeting held on September 19, 2019. In terms of applicable provisions of the Act read with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations'), an Independent Director is eligible for re-appointment for a second term of up to 5 years, upon passing of a Special resolution by the Shareholders of the Company.

Since the first term of Mr. Aggarwal was expiring on October 24, 2023, the Board of Directors of the Company at its meeting held on October 21, 2023, upon recommendation of Nomination and Remuneration Committee, had approved the re-appointment of Mr. Shankar Aggarwal as an Independent Director of the Company for the second term of 5 (five) years commencing from October 25, 2023, subject to the approval of the shareholders.

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

The Company has received declaration from Mr. Aggarwal that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. Mr. Aggarwal 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. Aggarwal 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. Aggarwal is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and Mr. Aggarwal 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. Shankar Aggarwal is an IAS Officer of 1980 batch from U.P. Cadre. Mr. Aggarwal holds a Bachelor of Engineering Degree in Electronics and Communications from the University of Roorkee (now IIT, Roorkee) and a Master's Degree in Computer Technology from IIT, Delhi. He has more than 16 years of experience at Joint secretary level and above in the field of Administration, Urban Development, Industrial Development, Defence, Information Technology, labour, in the respective Ministries of Government of India.

Mr. Aggarwal held various positions in Government departments and Ministries of Government and retired as the Secretary M/o Labour & Employment. In the Central Government, he held several important posts before being appointed the Secretary, Ministry of Women & Child Development, wherein he took many innovative measures such as, amendments in Juvenile Justice Act, establishment of Nirbhaya Centres etc. As the Secretary, Urban Development, Government of India, he was instrumental in launching four big initiatives of the Government - Smart Cities, Rejuvenation of Urban Infrastructure, Swachh Bharat Abhiyan and Heritage City Development Programme. He was also responsible for the improvement and implementation of Urban Transport Sector programmes in the country and was the Chairman of all Metro Rail Corporations of India including Delhi, Bangalore, Kochi, Mumbai and Chennai.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the re-appointment of Mr. Aggarwal 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 re-appointment, whichever is earlier, for their approval. The proposed Special resolution as set out at Item No. 4 of this Notice, has been proposed keeping in sight the said requirement.

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

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

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

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

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: November 27, 2023

Registered Office:

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

CIN: L51909MH1988PLC287553

E-mail: investor@dishd2h.com

Web: www.dishd2h.com

Annexure A

Details of Directors seeking appointment/re-appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Particulars	Mr. Rajesh Sahni	Mr. Virender Kumar Tagra
Age / Date of Birth	61 years/ October 10, 1962	63 years/ June 20, 1960
Date of first Appointment on the Board	September 29, 2023	September 29, 2023
Qualification	Bachelor of Engineering Degree in Electronics and Tele Communications and Bachelor of Engineering Degree in Electronics and Communications	Commerce Graduate
Brief Resume including Experience/ expertise in specified functional area	Mr. Rajesh Sahni has rich experience (Strategic as well as at operational management level) in the field of Customer Service / Call Center Operations / BPO / Customer Support / Repair Services area including 17 years at senior management level as National / Country Head of Customer Service at MNCs like LG, Canon, Nokia, Electrolux and Sony Ericsson. He was instrumental in setting up country repair service network from scratch at LG, Canon, Nokia, Electrolux, Sony Ericsson and Panasonic etc. Mr. Sahni retired from the services of the Company's wholly owned subsidiary on October 31, 2022, and continued his association as a Consultant since November 1, 2022.	Mr. Virender Kumar Tagra is having a rich experience of more than 43 years in the various domains includes Finance, Account, Taxation and liaison with various Government Agencies across India. He started his career in the year of 1979 with a Company engaged in the manufacturing of domestic electrical appliances heading various functions. He also worked with various reputed organizations like IVP Groups, Stroke, ABC Consultants Group, Hotline Group of Industries etc. Mr. Tagra retired from the services of the Company on June 30, 2020, and continued his association as a Consultant since July 1, 2020.
Experience and expertise in specified functional area	Mr. Sahni's experience/ qualification comprises in areas relating to Strategy and strategic planning, Executive management and Commercial experience etc. Mr. Sahni's Key Skills comprises of Strategy and strategic planning, Executive management and Commercial experience. Further, his expertise / competence in the Broadcasting Industry comprises of Product Delivery, Client engagement, and Community and stakeholder engagement.	Mr. Tagra's experience/ qualification comprises in areas relating to Strategy and strategic planning, Financial Expertise, Risk and Compliance Oversight, Executive management and Commercial experience etc. Mr. Tagra's Key Skills comprises of Strategy and Strategy and strategic planning, Financial Expertise, Risk and Compliance Oversight, Executive management and Commercial experience. Further, his expertise / competence in the Broadcasting Industry comprises of Product Delivery, Technology Innovation, Client engagement, and Community and stakeholder engagement.
Directorships held in other companies in India*	NIL	NIL
Directorships held in other Listed entities	Nil	Nil
Chairman/ Member of Committee of the Board of other companies in which they are director**	Nil	Nil
Listed Entities from which the Director has resigned in the past three years	Nil	Nil

Particulars	Mr. Rajesh Sahni	Mr. Virender Kumar Tagra
Shareholding in Dish TV India Limited	12,280 Equity Shares	1,500 Equity Shares
<i>Inter-se</i> Relationship between Directors/ Managers/Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.
Pecuniary relationship with company etc.	Mr. Sahni has been engaged by the Company's wholly owned subsidiary under a contract.	Mr. Tagra has been engaged by the Company under a contract.
Terms and Conditions of Appointment/ Re-appointment and Remuneration along with details of remuneration sought to be paid	As mentioned at the Item No. 1 of this notice.	As mentioned at the Item No. 2 of this notice.
Remuneration Last Drawn	Presently the consultancy fee of Rs. 675,000/- per month is being paid to Mr. Sahni by Dish Infra Services Private Limited	Presently the consultancy fee of Rs. 500,000/- per month is being paid to Mr. Tagra by the Company.
Number of Board Meetings Attended during the Financial Year 2023-24	Three (3)	Four (4)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board has identified – ‘Strategy and strategic planning’, ‘Policy Development’, ‘Executive management’, ‘Commercial experience’, ‘Product Delivery’, , ‘Client engagement’ and ‘Community and stakeholder engagement’ skill sets required for the role, all of which are met by Mr. Rajesh Sahni.</p> <p>Mr. Sahni possess strong General Management & Leadership skills with rich and varied experience in Strategic as well as at operational management.</p>	<p>The Board has identified – ‘Strategy and strategic planning’, ‘Financial Expertise’, ‘Risk and compliance oversight’, ‘Executive management’, ‘Commercial experience’, ‘Product Delivery’, ‘Technology Innovation’, ‘Client engagement’ and ‘Community and stakeholder engagement’ skill sets required for the role, all of which are met by Mr. Virender Kumar Tagra.</p> <p>Mr. Tagra possess strong General Management & Leadership skills with rich and varied experience in sectors like - Finance, Account, Taxation and liaison with various Government Agencies across India.</p>

Particulars	Ms. Aanchal David	Mr. Shankar Aggarwal
Age / Date of Birth	40 years / December 24, 1982	67 years / September 22, 1956
Date of first Appointment on the Board	September 26, 2023	October 25, 2018
Qualification	Post Graduate Programme in Mass Communication and holds a bachelor's degree in Economics.	Bachelor of Engineering Degree in Electronics and Communications and a Master's Degree in Computer Technology from IIT, Delhi.
Brief Resume including Experience/ expertise in specified functional area	Ms. Aanchal David has completed her Post Graduate Programme in Mass Communication from Rajendra Prasad Institute of Communication & Management, Mumbai and holds a bachelor's degree in economics from Delhi University. Ms. David possess over 10 years of experience in media communication and education industry. She is currently working with Cambridge Schools as Outreach &	Mr. Shankar Aggarwal is an IAS Officer of 1980 batch from U.P. Cadre. Mr. Aggarwal holds a Bachelor of Engineering Degree in Electronics and Communications from the University of Roorkee (now IIT, Roorkee) and a Master's Degree in Computer Technology from IIT, Delhi. He has more than 16 years of experience at Joint secretary level and above in the field of Administration, Urban Development,

Particulars	Ms. Aanchal David	Mr. Shankar Aggarwal
	Communication Specialist. She has also worked with the Company from November 2010 to October 2013 as Senior Manager – Interactive Channel.	Industrial Development, Defence, Information Technology, labour, in the respective Ministries of Government of India. Mr. Aggarwal held various positions in Government department and Ministries of Government and retired as the Secretary M/ o Labour & Employment. In the Central Government, he held several important posts before being appointed the Secretary, Ministry of Women & Child Development, wherein he took many innovative measures such as, amendments in Juvenile Justice Act, establishment of Nirbhaya Centres etc. As the Secretary, Urban Development, Government of India, he was instrumental in launching four big initiatives of the Government - Smart Cities, Rejuvenation of Urban Infrastructure, Swachh Bharat Abhiyan and Heritage City Development Programme. He was also responsible for the improvement and implementation of Urban Transport Sector programmes in the country and was the Chairman of all Metro Rail Corporations of India including Delhi, Bangalore, Kochi, Mumbai and Chennai.
Experience and expertise in specified functional area	Ms. David's experience/ qualification comprises in areas relating to Strategy and strategic planning, Executive management and Commercial experience etc. Ms. David's Key Skills comprises of Strategy and strategic planning, Executive management and commercial expertise. Further, his expertise / competence in the Broadcasting Industry comprises of Product Delivery, Technology Innovation, Client engagement, and Marketing & Communication.	Mr. Aggarwal'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. Mr. Aggarwal's Key Skills comprises of Strategy and strategic planning, Policy Development, Financial Expertise, Risk and Compliance Oversight, Executive management and Commercial experience. Further, his expertise / competence in the Broadcasting Industry comprises of Product Delivery, Technology Innovation and Community and stakeholder engagement.
Directorships held in other companies in India*	One (1)	Six (6)
Directorships held in other Listed entities	Nil	One (1)
Chairman/ Member of Committee of the Board of other companies in which they are director**	Membership- One (1)	Membership –Three (3) Chairmanship- Two (2)
Listed Entities from which the Director has resigned in the past three years	Nil	One (1)
Shareholding in Dish TV India Limited	NIL	NIL

Particulars	Ms. Aanchal David	Mr. Shankar Aggarwal
Inter-se Relationship between Directors/ Managers/Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.
Pecuniary relationship with company etc.	Nil	Nil
Terms and Conditions of Appointment/ Re-appointment and Remuneration along with details of remuneration sought to be paid	As mentioned at the Item No. 3 of this notice.	As mentioned at the Item No. 4 of this notice.
Remuneration Last Drawn	Nil	Nil
Number of Board Meetings Attended during the Financial Year 2023-24	Four (4)	Fifteen (15)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board has identified – ‘Strategy and strategic planning’, ‘Executive management’, ‘Commercial experience’, ‘Product Delivery’, ‘Technology Innovation’, ‘Client engagement’ and ‘Marketing and Communication’ skill sets required for the role, all of which are met by Ms. Aanchal David.</p> <p>Ms. David possess strong General Management & Leadership skills with rich and varied experience in sectors like - Media Communication and Education Industry.</p>	<p>The Board has identified – ‘Strategy and strategic planning’, ‘Policy Development’, ‘Financial Expertise’, ‘Risk and compliance oversight’, ‘Executive management’, ‘Commercial experience’, ‘Product Delivery’, ‘Technology Innovation’ and ‘Community and stakeholder engagement’ skill sets required for the role, all of which are met by Mr. Aggarwal.</p> <p>Mr. Aggarwal has varied and strong expertise in the field of Administration, Urban Development, Industrial Development, Defence, Information Technology, labour, in the respective Ministries of Government of India.</p>

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

***Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) have been considered except Foreign Companies, Private Companies, companies registered under Section 8 of the Act and Chairmanships/Memberships in Committees of Dish TV India Limited.*

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida

Date: November 27, 2023

Registered Office:

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

Information at a glance

Sr. No.	Particulars	Details
1	Day, Date and Time of the EGM	Friday, the 22 nd day of December 2023 at 12:30 P.M. (IST)
2	Mode	Video Conferencing and Other Audio-Visual Mode (VC/OAVM)
3	Participation through Video-Conferencing	Members can login on the date of EGM at https://www.evoting.nsdl.com/ by using their remote e-voting login credentials and selecting the EVEN for Company's EGM
4	Help-Line Number for VC Participation	Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
5	Speaker Registration Before EGM	Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investor@dishd2h.com from December 15, 2023 to December 18, 2023. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM
6	Cut-off Date for e-voting	Friday, December 15, 2023
7	Remote E-voting start time and date	Tuesday, December 19, 2023, at 9:00 A.M. (IST)
8	Remote E-voting end time and date	Thursday, December 21, 2023, at 5:00 P.M. (IST)
9	Remote E-voting website	www.evoting.nsdl.com
10	Name, address and contact details of Registrar and Transfer Agent	Link Intime India Private Ltd. C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. E Mail - rnt.helpdesk@linkintime.co.in
11	Email Registration & Contact Updation process	<ul style="list-style-type: none">• DEMAT Shareholders: Contact respective Depository Participant• Physical Shareholders: Contact Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. through email at rnt.helpdesk@linkintime.co.in