

March 18, 2026

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C-1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400 051 <b>NSE Symbol: DISHTV</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>BSE Scrip Code: 532839</b>
--	---

**Kind Attn. :** Corporate Relationship Department  
**Subject :** Notice of Postal Ballot

Dear Sir/Madam,

This is in continuation to our intimation dated March 13, 2026 wherein it was informed that the Board of Directors of the Company have approved conducting of Postal Ballot and approved notice thereof.

With regard to the above, please find enclosed herewith the Postal Ballot Notice, for seeking approval of the shareholders for the appointment of Mr. Arun Kumar Kapoor (Director Identification Number: 01779523), Ms. Heena Naishadh Bhatt (Director Identification Number: 11049526) and Mr. Ashok Anant Paranjpe (Director Identification Number: 07440788) as an Independent Directors of the Company.

The aforesaid Postal Ballot Notice of the Company has been duly sent / dispatched today i.e. March 18, 2026, electronically to those Members whose email IDs are registered with MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("Registrar and Transfer Agents" of the Company) or the Depositories.

The Company shall be providing facility to all its shareholders to exercise their right to vote on all businesses proposed at Postal Ballot by electronic means, by using remote e-voting facility. The said facility is being provided by National Securities Depositories Ltd (NSDL). The remote e-voting period shall commence from **Thursday, March 19, 2026, at 9:00 A.M. (IST)** and will end on **Friday, April 17, 2026, at 5:00 P.M. (IST)**, and the shareholders of the Company holding shares as at the cut-off date i.e. **Friday, March 13, 2026** shall be eligible to vote using the remote e-voting facility.

The attached Postal Ballot notice of the Company is also available at the Investor section of the website of the Company i.e. [www.dishd2h.com](http://www.dishd2h.com).

You are requested to kindly take the same on record.

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

**Registered Office:** 1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex, Lal Bahadur Shastri (LBS) Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India. **Tel No.** 022-68830582.

**Corporate Office:** FC-19, Film City, Sector 16A, Noida-201301, Uttar Pradesh, India. **Tel. No.** +91-120-5047000, **Fax:** +91-120-4357078.  
**Email:** [Investor@dishd2h.com](mailto:Investor@dishd2h.com), **Website:** [www.dishd2h.com](http://www.dishd2h.com) | [www.vzy.co.in](http://www.vzy.co.in), **CIN:** L51909MH1988PLC287553



## DISH TV INDIA LIMITED

**Regd. Office:** 1<sup>st</sup> Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex, Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai-400083, Maharashtra

**Corporate Office:** FC-19, Film City, Sector-16A, Noida, Uttar Pradesh – 201301

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

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

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), General Circular No. 03/2025 dated September 22, 2025 or any other applicable Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), and applicable circulars issued by Securities and Exchange Board of India ('SEBI') from time to time ('SEBI Circulars') and other applicable laws, each as amended, to transact the special businesses as set out hereunder by passing Special Resolution by way of Postal Ballot through remote electronic voting ('remote e-Voting') only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Explanatory Statements pertaining to the proposed resolutions setting out the material facts and the rationale thereof, forms part of this Postal Ballot Notice ('Notice').

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of the National Securities Depository Limited ('NSDL'), an agency authorised by the MCA, to provide remote e-Voting facility. The procedure for remote e-Voting is detailed in the notes to this Notice.

The Board of Directors of the Company has appointed Ms. Neelam Gupta, proprietor of M/s. Neelam Gupta & Associates, Company Secretaries, holding Certificate of Practice No. 6950 as the Scrutinizer for conducting the Postal Ballot remote e-Voting process in a fair and transparent manner.

The remote e-Voting facility will be available during the following period:

<b>Commencement of remote e-Voting period</b>	Thursday, March 19, 2026 at 9:00 a.m. IST
<b>Conclusion of remote e-Voting period</b>	Friday, April 17, 2026 at 5:00 p.m. IST

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-Voting by not later than 5:00 p.m. IST on Friday, April 17, 2026. The remote e-Voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit her Report to the Company Secretary of the Company or any other person authorized by him, and the result of the remote e-Voting will be announced within permissible timelines. After declaration, the result of the Postal Ballot along with the Scrutinizer's report will be intimated to the Stock Exchanges where the equity shares of the Company are listed and NSDL and placed on the Company's website viz. www.dishd2h.com.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-Voting i.e. Friday, 17<sup>th</sup> day of April, 2026.

#### **SPECIAL BUSINESSES:**

#### **ITEM No. 1: Appointment of Mr. Arun Kumar Kapoor (Director Identification Number: 01779523) 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 amendment(s) or re-enactment(s) thereof and in terms of Articles of Association of the Company, Mr. Arun Kumar Kapoor (*Director Identification Number: 01779523*), who has submitted a declaration that he meets the criteria of independence as specified under the Act and Listing Regulations and who was pursuant to the provisions of Section 161 of the

# DISH TV INDIA LIMITED

Act, appointed by the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, as an Additional Director in the category of Non – Executive Independent Director of the Company, with effect from August 14, 2025, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of appointment *i.e.* August 14, 2025, to August 13, 2030 (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 authorised 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.”

## **ITEM No. 2: Appointment of Ms. Heena Naishadh Bhatt (Director Identification Number: 11049526) 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 amendment(s) or re-enactment(s) thereof and in terms of Articles of Association of the Company, Ms. Heena Naishadh Bhatt (*Director Identification Number: 11049526*), who has submitted a declaration that she meets the criteria of independence as specified under the Act and Listing Regulations and who was pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, as an Additional Director in the category of Non – Executive Independent Director of the Company, with effect from August 14, 2025, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of appointment *i.e.* August 14, 2025, to August 13, 2030 (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.”

## **ITEM No. 3: Appointment of Mr. Ashok Anant Paranjpe (Director Identification Number: 07440788) 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 amendment(s) or re-enactment(s) of the Act and Listing Regulations and in terms of Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Ashok Anant Paranjpe (*Director Identification Number: 07440788*), who has submitted a declaration that he meets the criteria of independence as specified under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, with effect from “the date of receipt of the approval for the said appointment from the Ministry of Information and Broadcasting, Government of India, as stipulated Under the Policy Guidelines for Uplinking and Downlinking of Television Channels” or “the date of approval of Shareholders”, whichever is later, subject to the condition that in case the number of Directors on the Board of the Company falls below the statutory minimum number of three Directors as stipulated under the Act, the said appointment shall be effective from the date of approval of the Shareholders (*hereinafter referred to as the "Effective Date"*).

**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*

**Date:** March 13, 2026

**Place:** Noida

**Registered Office:**

1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex,  
Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai-400083

**CIN:** L51909MH1988PLC287553

**E-mail:** investor@dishd2h.com

**Web:** www.dishd2h.com

# DISH TV INDIA LIMITED

## NOTES:

1. The Explanatory Statement in terms of Section 102 and 110 of the Companies Act, 2013 ('the Act') and other applicable provisions, which sets out the details relating to the Special Businesses to be transacted through Postal Ballot, is annexed hereto and forms part of this Notice. The relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards of General Meeting issued by Institute of Company Secretaries of India ('ICSI'), in respect of Directors seeking appointment as non-executive Independent Directors are also annexed to this Notice.
2. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ('DPs') or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on Friday, March 13, 2026 ('Cut-off date') in accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-Voting only.
3. (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Registrar & Share Transfer Agent (RTA) i.e. M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) having its office at, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083.
4. Shareholders may please note that this Notice will be available on the Company's website at [www.dishd2h.com](http://www.dishd2h.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. In compliance with provisions of Section(s) 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-Voting facility to all the Members of the Company.
6. E-Voting period will commence on Thursday, March 19, 2026 at 9:00 A.M. (IST) and ends on Friday, April 17, 2026, till 5:00 P.M. (IST). During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 13, 2026, may cast their vote by Remote E-Voting. The voting rights of shareholder(s) for Remote E-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Remote E-Voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
7. Members are requested to notify immediately about any change in their postal address / E-mail address to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083 by sending appropriate communication on [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)
8. The Members who have not received any communication regarding this Postal Ballot/ Remote E-Voting for any reason whatsoever but holding shares as on cut-off date, are also entitled to vote and may obtain the User ID and Password or instructions for Remote E-Voting by sending a request at e-mail of the Company viz. [investor@dishd2h.com](mailto:investor@dishd2h.com) or contact their Depository Participants or MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), between 0900 Hours to 1800 Hours on all working days, except Saturday and Sunday. In case of any queries, connected with E-Voting, the members may contact MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083, at email at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
9. The Company has appointed Ms. Neelam Gupta, proprietor of M/s. Neelam Gupta & Associates, Company Secretaries, holding Certificate of Practice No. 6950 as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit her report upon completion of scrutiny on the basis of Remote E-Voting data provided by National Securities Depository Limited ('NSDL'), in a fair and transparent manner and the result of the Postal Ballot will be announced within prescribed timelines. In accordance with Secretarial Standard on General Meetings (SS-2), issued by ICSI, the Resolution, if approved with requisite majority, shall deemed to have been passed on the last date specified by the Company for E-Voting i.e. Friday, April 17, 2026. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. [www.dishd2h.com](http://www.dishd2h.com) and shall also be communicated to the Stock Exchanges and NSDL. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.
10. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
11. The instructions for Shareholders **for e-Voting** are as under:

## 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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e- Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re- directed to e-Voting website of NSDL for casting your vote during the remote e- Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.  <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name 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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B). Login Method 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 folio number is 001*** and EVEN is 132099 then user ID is 132099001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file. is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 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 authorised to vote, to the Scrutinizer by e-mail to [neelamr@gmail.com](mailto:neelamr@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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. 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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

# DISH TV INDIA LIMITED

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@dishd2h.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to investor@dishd2h.com. 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)** i.e. **Login method for e-Voting 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.

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

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

**Ranjit Singh**  
**Company Secretary & Compliance Officer**  
*Membership No. A15442*

**Date:** March 13, 2026

**Place:** Noida

**Registered Office:**

1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex,  
Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai-400083

**CIN:** L51909MH1988PLC287553

**E-mail:** investor@dishd2h.com

**Web:** www.dishd2h.com

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

### ITEM NO. 1

The Board of Directors of the Company at its meeting held on August 12, 2025, in accordance with the Nomination and Remuneration Policy of the Company and after considering the desired attributes for an Independent Director and evaluating the skills, background and experience of Mr. Arun Kumar Kapoor (*Director Identification Number: 01779523*), and upon the recommendation of Nomination and Remuneration Committee, approved the induction of Mr. Arun Kumar Kapoor 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 effective date of appointment. The said appointment was effective from August 14, 2025 to August 13, 2030 (both days 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') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), subject to the approval of the shareholders of the Company.

Mr. Arun Kumar Kapoor is a distinguished business leader with over 34 years of rich experience, including 18 years as CEO / Business Head across diverse sectors such as FMCG, Telecom, BPO, Packaged Food, Liquor, Writing Instruments, DTH and Media Distribution. He has held positions with prominent organizations like United Breweries (UB Group), Gillette, Pepsi, Bharti Cellular (Airtel), Modi-Apollo International Group, Daksh E-Services, Hutchison Essar (Vodafone), Big TV DTH, Dish TV India Limited, Media Pro, Taj Television etc. He has a proven track record in establishing and scaling businesses, managing complex joint ventures, and aligning stakeholders at the highest level. Mr. Kapoor played a pioneering role in digitizing India's cable industry, enhancing transparency and increasing market share for the largest distribution companies.

Mr. Kapoor's leadership style combines with the discipline of multinational corporate structures. He is known for building high-performance teams, implementing strong sales, marketing and service networks and putting robust operational processes in place. His expertise extends to policy-level engagement with industry bodies, government, and regulators. Mr. Kapoor holds MBA degree from Jamnalal Bajaj Institute of Management Studies, a Ph.D. from Chitkara University and Bachelor's degree in Commerce from Shri Ram College of Commerce.

The Board had evaluated the skills, knowledge and experience of Mr. Arun Kumar Kapoor and found that he possesses relevant expertise and capabilities required of an Independent Director. Based on the said evaluation, Mr. Arun Kumar Kapoor was appointed as an Independent Director by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee.

Mr. Kapoor has provided his consent in writing, to act as Director and further confirmed that he is not disqualified to act as Director and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board. Mr. Arun Kumar Kapoor is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Arun Kumar Kapoor for appointment. In terms of Regulation 25(8) of Listing Regulations, Mr. Kapoor has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Company has received declaration from Mr. Kapoor that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. Mr. Kapoor 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. Mr. Kapoor is also an additional Director (*in the category of Independent Director*), on the Board of Dish Infra Services Private Limited, the Company's Wholly Owned Subsidiary.

In the opinion of the Nomination and Remuneration Committee and the Board, he fulfills the conditions specified in the Act and Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management of the Company. Mr. Kapoor is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority. The Board further opines that Mr. Kapoor possesses requisite experience for providing an independent judgment to the Board. Considering the above factors, and including that Mr. Kapoor is an active and regular member in the Board and Committee meetings and his rich and varied experience, the Board is of the opinion that the said appointment of Mr. Kapoor would be in the interest of the Company and its shareholders.

Pursuant to regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Kapoor 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. Further, if the appointment is subject to approval of any regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded.

The Ministry of Information and Broadcasting ('MIB') is the sectoral regulator for the Company. The approval from the MIB for the appointment of Mr. Kapoor as a Director on the Board of the Company was received on January 20, 2026, and accordingly the proposal for appointment of Mr. Kapoor is being placed before the members in compliance of Regulation 17(1C) of the Listing Regulations. The proposed Special resolution as set out at Item No. 1 of this Notice, has been proposed keeping in sight the said requirement.

# DISH TV INDIA LIMITED

Appointment letter setting out the terms of appointment of Mr. Kapoor as an Independent Director will be available for inspection at the website of the Company under the investors section.

Accordingly, the Board recommends the appointment of Mr. Arun Kumar Kapoor as Non-Executive Independent Director of the Company and recommends the Special resolution as set out at Item No. 1 for your approval.

A brief profile and other information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as **Annexure A**.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Arun Kumar Kapoor (whose appointment is proposed in the resolution) and his relatives to the extent of their shareholding if any in the Company, 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 August 12, 2025, in accordance with the Nomination and Remuneration Policy of the Company and after considering the desired attributes for an Independent Director and evaluating the skills, background and experience of Ms. Heena Naishadh Bhatt (*Director Identification Number: 11049526*), and upon the recommendation of Nomination and Remuneration Committee, approved the induction of Ms. Heena Naishadh Bhatt, 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 effective date of appointment. The said appointment was effective from August 14, 2025 to August 13, 2030 (both days 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') and applicable provisions of Listing Regulations, subject to the approval of the shareholders of the Company.

Ms. Heena Naishadh Bhatt has over 34 years of extensive experience in the banking and finance sector, with a strong background across retail banking, microfinance, agricultural finance, and banking. Ms. Bhatt started her career with Bank of India (a Public Sector Bank) and thereafter worked in key managerial positions with ICICI Bank and IDBI Bank. Throughout her career, Ms. Bhatt has demonstrated exceptional leadership traits, earning numerous awards for her ability to establish new business trends, drive growth and ensure regulatory compliances.

Ms. Bhatt is serving as the Chief Operating Officer of Tripoli Management Pvt. Ltd. Additionally, she serves as a professional director with a district co-operative bank in Gujarat, which was recently been recognized as the Best Compliance Bank in the state. Ms. Bhatt holds a bachelor's degree in physics, and a Postgraduate degree in Finance. She also holds a specialized certification in MSME Finance.

The Board had evaluated the skills, knowledge and experience of Ms. Heena Naishadh Bhatt and found that she possesses relevant expertise and capabilities required of an Independent Director. Based on the said evaluation, Ms. Heena Naishadh Bhatt was appointed as an Independent Director by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee.

Ms. Bhatt has provided her consent in writing, to act as Director and further confirmed that she is not disqualified to act as Director and 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. Heena Naishadh Bhatt is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Ms. Heena Naishadh Bhatt for appointment. In terms of Regulation 25(8) of Listing Regulations, Ms. Bhatt has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

The Company has received declaration from Ms. Bhatt 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 Requirements) Regulations, 2015 ('Listing Regulations'). Ms. Bhatt 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.

In the opinion of the Nomination and Remuneration Committee and the Board, she fulfills the conditions specified in the Act and Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management of the Company. Ms. Bhatt is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority. The Board further opines that Ms. Bhatt possesses requisite experience for providing an independent judgment to the Board. Considering the above factors, and including that Ms. Bhatt is an active and regular member in the Board and Committee meetings and her rich and varied experience, the Board is of the opinion that the said appointment of Ms. Bhatt would be in the interest of the Company and its shareholders.

Pursuant to regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Ms. Bhatt 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. Further, if the appointment is subject to approval of any regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded.

The Ministry of Information and Broadcasting ('MIB') is the sectoral regulator for the Company. The approval from the MIB for the appointment of Ms. Bhatt as a Director on the Board of the Company was received on January 20, 2026, and accordingly the proposal

for appointment of Ms. Bhatt is being placed before the members in compliance of Regulation 17(1C) of the Listing Regulations. The proposed Special resolution as set out at Item No. 2 of this Notice, has been proposed keeping in sight the said requirement.

Appointment letter setting out the terms of appointment of Ms. Bhatt as an Independent Director will be available for inspection at the website of the Company under the investors section.

Accordingly, the Board recommends the appointment of Ms. Bhatt as Non-Executive Independent Director of the Company and recommends the Special resolution as set out at Item No. 2 for your approval.

A brief profile and other Information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as **Annexure A**.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Heena Naishadh Bhatt (whose appointment is proposed in the resolution) and her relatives to the extent of their shareholding if any in the Company, 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 March 13, 2026, upon the recommendation of Nomination and Remuneration Committee, recommended the appointment of Mr. Ashok Anant Paranjpe (Director Identification Number: 07440788), as an Non Executive Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years effective from the date of receipt of the approval of the Ministry of Information and Broadcasting as stipulated under 'Policy Guidelines for Uplinking and Downlinking of Television Channels' ('Up-linking Guidelines') or the date on which the approval of the shareholders for the said appointment is obtained, whichever is later, subject to the condition that in case the number of Directors on the Board of the Company falls below the statutory minimum number of three Directors as stipulated under the Companies Act, 2013 the said appointment shall be effective from the date of approval of the Shareholders (hereinafter referred to as the "Effective Date").

Upon the recommendation of the Nomination & Remuneration committee of the Board, the application for seeking the prior approval of the Ministry of Information and Broadcasting in terms of the Uplinking Guidelines, has been filed by the Company and the approval is awaited.

Mr. Paranjpe is an Advocate & Solicitor, holding a degree of LL.M. from the University of Mumbai. Mr. Paranjpe is a senior legal professional and was a Partner at Wadia Ghandy & Company, Mumbai, for over two decades. He possesses extensive experience in Real Estate, Banking and Finance, and Dispute Resolution.

Mr. Paranjpe is widely recognized for his expertise in Real Estate, Banking and Finance, and Dispute Resolution. He regularly advises leading banks and financial institutions on securities transactions, security documentation, mergers and acquisitions, cross-border lending and finance, and the acquisition of financial assets, including non-performing assets.

He is registered with the Indian Institute of Corporate Affairs (IICA) in its Independent Directors Databank and presently serves as a Non-Executive Independent Director on the Boards of LIC Mutual Fund Trustee Pvt. Ltd., SICOM Limited and Team India Guaranty Limited. He served as the Managing Partner of MDP & Partners for 13 years and is currently the Managing Partner of MDP Associates, Advocates & Solicitors, since August 2024.

The Board had evaluated the skills, knowledge and experience of Mr. Ashok Anant Paranjpe and found that he possesses relevant expertise and capabilities required of an Independent Director. Based on the said evaluation, the appointment of Mr. Ashok Anant Paranjpe as an Independent Director is recommended to members for their approval.

Mr. Paranjpe has provided his consent in writing, to act as Director and further confirmed that he is not disqualified to act as Director and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board. Mr. Ashok Anant Paranjpe is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Ashok Anant Paranjpe for appointment. In terms of Regulation 25(8) of Listing Regulations, Mr. Paranjpe has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Company has received declaration from Mr. Paranjpe that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Mr. Paranjpe has no pecuniary transaction with the Company, its Directors, Promoters and Promoter group entities.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Paranjpe fulfills the conditions specified in the Act and Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management of the Company. Mr. Paranjpe is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority. The Board further opines that Mr. Paranjpe possesses requisite experience for providing an independent judgment to the Board. Considering the above factors, and including his rich and varied experience the Board is of the opinion that the said appointment of Mr. Paranjpe would be in the interest of the Company and its shareholders.

# DISH TV INDIA LIMITED

Appointment letter setting out the terms of appointment of Mr. Paranjpe as an Independent Director will be available for inspection at the website of the Company under the investors section.

Accordingly, the Board recommends the appointment of Mr. Paranjpe as Non-Executive Independent Director of the Company and recommends the Special resolution as set out at Item No. 3 for your approval.

A brief profile and other Information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as **Annexure A**.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Ashok Anant Paranjpe (whose appointment is proposed in the resolution) and his relatives to the extent of their shareholding if any in the Company, 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*

**Date:** March 13, 2026

**Place:** Noida

**Registered Office:**

1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex,  
Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai-400083

**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. Arun Kumar Kapoor (DIN-01779523)	Ms. Heena Naishadh Bhatt (DIN-11049526)	Mr. Ashok Anant Paranjpe (DIN- 07440788)
Age/Date of Birth	66 Years/ January 01, 1960	56 Years / December 26, 1969	64 Years /September 22, 1961
Date of first Appointment on the Board	August 14, 2025	August 14, 2025	The said appointment shall become effective from the date of receipt of the approval of the Ministry of Information and Broadcasting as stipulated under 'Policy Guidelines for Uplinking and Downlinking of Television Channels' ('Up-linking Guidelines') or the date on which the approval of the shareholders for the said appointment is obtained, whichever is later, subject to the condition that in case the number of Directors on the Board of the Company falls below the statutory minimum number of three Directors as stipulated under the Companies Act, 2013 the said appointment shall be effective from the date of approval of the Shareholders (hereinafter referred to as the "Effective Date").
Qualification	MBA from Jamnalal Bajaj Institute of Management Studies, Ph.D. from Chitkara University and Bachelor's degree in Commerce from Shri Ram College of Commerce.	Bachelor's degree in physics and Postgraduate degree in Finance.	LL.M. from the University of Mumbai.
Brief Resume including Experience/ expertise in specified functional area	<p>Mr. Arun Kumar Kapoor is a distinguished business leader with over 34 years of rich experience, including 18 years as CEO / Business Head across diverse sectors such as FMCG, Telecom, BPO, Packaged Food, Liquor, Writing Instruments, DTH and Media Distribution. He has held positions with prominent organizations like United Breweries (UB Group), Gillette, Pepsi, Bharti Cellular (Airtel), Modi-Apollo International Group, Daksh E-Services, Hutchison Essar (Vodafone), Big TV DTH, Dish TV India Limited, Media Pro, Taj Television etc. He has a proven track record in establishing and scaling businesses, managing complex joint ventures, and aligning stakeholders at the highest level. Mr. Kapoor played a pioneering role in digitizing India's cable industry, enhancing transparency and increasing market share for the largest distribution companies.</p> <p>Mr. Kapoor's leadership style combines with the discipline of multinational corporate structures. He is known for building high-performance teams, implementing strong sales, marketing and service networks and putting in place robust operational processes. His expertise extends to policy-level engagement with industry bodies, government, and regulators.</p>	<p>Ms. Heena Naishadh Bhatt has over 34 years of extensive experience in the banking and finance sector, with a strong background across retail banking, microfinance, agricultural finance, and banking.</p> <p>Ms. Bhatt started her career with Bank of India (a Public Sector Bank) and thereafter worked in key managerial positions with ICICI Bank and IDBI Bank. Throughout her career, Ms. Bhatt has demonstrated exceptional leadership traits, earning numerous awards for her ability to establish new business trends, drive growth and ensure regulatory compliances.</p> <p>Ms. Bhatt is serving as the Chief Operating Officer of Tripoli Management Pvt. Ltd. Additionally, she serves as a professional director with a district co-operative bank in Gujarat, which was recently been recognized as the Best Compliance Bank in the state.</p>	<p>Mr. Paranjpe is a senior legal professional and was a Partner at Wadia Ghandy &amp; Company, Mumbai, for over two decades. He possesses extensive experience in Real Estate, Banking and Finance, and Dispute Resolution.</p> <p>Mr. Paranjpe is widely recognized for his expertise in Real Estate, Banking and Finance, and Dispute Resolution. He regularly advises leading banks and financial institutions on securities transactions, security documentation, mergers and acquisitions, cross-border lending and finance, and the acquisition of financial assets, including non-performing assets.</p> <p>He is registered with the Indian Institute of Corporate Affairs (IICA) in its Independent Directors Databank and presently serves as a Non-Executive Independent Director on the Boards of LIC Mutual Fund Trustee Pvt. Ltd., SICOM Limited and Team India Guaranty Limited. He served as the Managing Partner of MDP &amp; Partners for 13 years and is currently the Managing Partner of MDP Associates, Advocates &amp; Solicitors, since August 2024.</p>

# DISH TV INDIA LIMITED

Particulars	Mr. Arun Kumar Kapoor (DIN-01779523)	Ms. Heena Naishadh Bhatt (DIN-11049526)	Mr. Ashok Anant Paranjpe (DIN- 07440788)
Experience and expertise in specified functional area	As mentioned in the explanatory statement of Item No. 1 of this notice	As mentioned in the explanatory statement of Item No. 2 of this notice	As mentioned in the explanatory statement of Item No. 3 of this notice
Directorships held in other companies in India*	1 (One)	Nil	4 (Four)
Directorships held in other Listed entities	Nil	Nil	1 (One)
Chairman/ Member of Committee of the Board of other companies in which they are director**	1 (One)	Nil	2(Two)
Listed Entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Shareholding in Dish TV India Limited	Nil	Nil	Nil
Inter-se Relationship between Directors / Managers / Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company
Pecuniary relationship with company etc.	Nil	Nil	Nil
Terms and Conditions of Appointment/ Re- appointment and Remuneration along with details of remuneration sought to be paid	As mentioned in the explanatory statement of Item No. 1 of this notice. Mr. Kapoor is only receiving Sitting fee for attending meeting of the Board / Committee.	As mentioned in the explanatory statement of Item No. 2 of this notice. Ms. Bhatt is only receiving Sitting fee for attending meeting of the Board / Committee.	As mentioned in the explanatory statement of Item No. 3 of this notice. Mr. Paranjpe will only receive Sitting fee for attending meeting of the Board / Committee.
Remuneration Last Drawn	Nil	Nil	Nil
Number of Board Meetings Attended during the Financial Year 2025-26	4 (Four)	4 (Four)	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board has identified – ‘Strategy and strategic planning’ , ‘Policy development’, ‘Financial Expertise’, ‘Risk and Compliance oversight’, ‘Executive management’ and ‘Commercial Experience’ skill sets required for the role, all of which are met by Mr. Arun Kumar Kapoor. Mr. Kapoor possess strong General Management & Leadership skills with rich and varied experience in sector like - FMCG, Telecom, BPO, Packaged Food, Liquor, Writing Instruments, DTH and Media Distribution.	The Board has identified – ‘Strategy and strategic planning’ , ‘Financial Expertise’, ‘Risk and Compliance oversight’, ‘Executive management’ and ‘Commercial Experience’ skill sets required for the role, all of which are met by Ms. Heena Naishadh Bhatt. Ms. Bhatt’s strong academic background and rich professional experience in in the banking and finance sector, with a strong background across retail banking, microfinance, agricultural finance, and banking.	The Board has identified – ‘Strategy and strategic planning’ , ‘Policy Development’, ‘Financial Expertise’, ‘Risk and Compliance oversight’ and ‘Executive management’ skill sets required for the role, all of which are met by Mr. Ashok Anant Paranjpe. Mr. Paranjpe possess strong academic background and rich professional experience in the Legal, banking and finance sector and varied experience in legal and financial advisory.

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

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

By order of the Board

For **Dish TV India Limited**

**Ranjit Singh**

**Company Secretary & Compliance Officer**

*Membership No. A15442*

**Date:** March 13, 2026

**Place:** Noida

**Registered Office:**

1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex,  
Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai-400083

**CIN:** L51909MH1988PLC287553

**E-mail:** investor@dishd2h.com

**Web:** www.dishd2h.com