February 9, 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**

Kind Attn.: Corporate Relationship Department
Subject : Notice calling the Extra-Ordinary General Meeting scheduled to be held on March 3, 2023

Dear Sir,

This is in continuation to our intimation dated January 30, 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, March 3, 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, March 3, 2023 at 12:30 P.M. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

The aforesaid Notice has been sent today i.e. February 9, 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 businesses 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 **Monday, February 27, 2023 at 9:00 A.M. (IST)** and will end on **Thursday, March 2, 2023 at 5:00 P.M. (IST)**, and the shareholders of the Company holding shares as at the cut-off date i.e. **Friday, February 24, 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
Digitally signed by RANJIT SINGH
Date: 2023.02.09 15:26:21 +05'30'

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, March 3, 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. Sunil Kumar Gupta (DIN:03084280) as a Non-Executive Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company, Mr. Sunil Kumar Gupta (DIN: 03084280) 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 Independent Director of the Company, with effect from December 6, 2022 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, to hold office for a first term of 5 (Five) consecutive years, from the date of appointment *i.e.* December 6, 2022 to December 5, 2027 (both days inclusive).

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

2. **Approval of Appointment of Mr. Madan Mohanlal Verma (DIN:07610648) as a Non-Executive Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in terms of Articles of Association of the Company, Mr. Madan Mohanlal Verma (DIN: 07610648) 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 Independent Director of the Company, with effect from December 6, 2022 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 to hold office for a first term of 5 (Five) consecutive years, from the date of appointment *i.e.* December 6, 2022 to December 5, 2027 (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."

3. **Approval of Appointment of Mr. Gaurav Gupta (DIN:09795478) as a Non-Executive 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 other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in terms of Articles of Association of the Company, Mr. Gaurav Gupta (DIN: 09795478) 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 Independent Director of the Company, with effect from December 6, 2022 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 to hold office for a first term of 5 (Five) years, from the date of appointment *i.e.* December 6, 2022 to December 5, 2027 (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 Appointment of Dr. Lalit Behari Singhal (DIN: 09823572) as a Non-Executive 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 other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company, Dr. Lalit Behari Singhal (DIN: 09823572) who was, pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from December 29, 2022 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 to hold office for a first term of 5 (Five) years, from the date of appointment *i.e.* December 29, 2022 to December 28, 2027 (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: January 30, 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 and December 28, 2022 (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 Companies Act, 2013 ('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.co.in and investor@dishd2h.com.

5. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving 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 February 24, 2023 to February 27, 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 February 27, 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 at this Meeting forms part of the Notice. The Director(s) has furnished consent/disclosure for the appointment as required under the Act and rules made thereunder.

9. In accordance with the MCA circulars and SEBI circular dated May 13, 2022, the Notice of EGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Company will not be dispatching physical copies of 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 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.

20. The remote E-voting period for all items of businesses contained in this notice of EGM shall commence from **Monday, February 27, 2023 at 9.00 A.M.** (IST) and will end on **Thursday, March 2, 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, February 24, 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 Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility. The Board of Directors of your Company have appointed 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 Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.

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

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

The remote e-voting period begins from **Monday, February 27, 2023 at 9.00 A.M.** (IST) and will end on **Thursday, March 2, 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, February 24, 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.nsdl.com either on a Personal Computer or on a Mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under "Login" which is available under **'IDeAS'** section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on **"Access to e-Voting"** under E-voting services and you will be able to see E-voting page. Click on company name (Dish TV India Limited) or **E-voting service provider i.e. NSDL** and you will be re-directed to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeA"S Portal** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholder holding securities in demat mode with CDSL	1. 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. 2. 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. 3. 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.

Type of shareholders	Login Method
	Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from the E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting Service Providers.
Individual Shareholders(*holding securities in Demat mode*) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. Upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name (Dish TV India Limited) or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Your User ID is:
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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.co.in 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.co.in.

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.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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 Aadhaar Card) to investor@2dishd2h.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.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 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, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date *i.e* February 24, 2023, may obtain the User ID and password by following process mentioned above or sending a request investor@dishd2h.com with a copy to rnt.helpdesk@linkintime.co.in

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: January 30, 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 BUSINESS(ES) PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1

Post reviewing of confirmation of Independence received from Mr. Sunil Kumar Gupta (DIN: 03084280), under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors ('Board') of the Company at its meeting held on December 6, 2022 had approved the appointment of Mr. Sunil Kumar Gupta as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from December 6, 2022 for a first term of 5 (Five) consecutive years.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of Mr. Gupta has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed special resolution as set out at Item No. 1 of this Notice, has been proposed keeping in sight the said requirement. Appropriate notice has been received from a member proposing candidature of Mr. Gupta as a Director of the Company pursuant to Section 160 of the Act.

The Company has received declaration from Mr. Gupta that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. Mr. Gupta had no prior transaction / association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Gupta fulfils the conditions specified under Section 149(6) and Schedule IV of the Act, Regulation 16 of the Listing Regulations and also that he is independent of the management. Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he 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.

Mr. Gupta is a retired Indian Telecommunication Services (ITS) Officer and was working as Secretary, Telecom Regulatory Authority of India (TRAI). During his tenure, he has been involved in Telecom licensing, regulations and its implementation, issues relating to Broadband, Infrastructure sharing, IP Network design and installation, Licensing, mobile number portability, FM Radio, new regulatory framework for Broadcasting and Cable services etc. He is a graduate in Electronics & Telecommunications and holds MBA degree.

Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/re-appointment of Directors, the composition of the Nomination & Remuneration Committee('NRC') was also not complete and hence the functions of the NRC was discharged by the Board. Accordingly, the Board recommends the appointment of Mr. Gupta as an Independent Director of the Company for a period of 5 (Five) years with effect from December 6, 2022 to December 5, 2027 (both days inclusive).

Appointment letter setting out the terms of appointment of Mr. Gupta 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 in Item No. 1 for your approval.

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

Item No. 2

Post reviewing of confirmation of Independence received from Mr. Madan Mohanlal Verma (DIN: 07610648), under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors ('Board') of the Company at its meeting held on December 6, 2022 had approved the appointment of Mr. Verma as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from December 6, 2022 for a first term of 5 (Five) consecutive years.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of Mr. Verma has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed special resolution as set out at Item No. 2 of this Notice, has been proposed keeping in sight the said requirement. Appropriate notice has been received from a member proposing candidature of Mr. Verma as a Director of the Company pursuant to Section 160 of the Act.

The Company has received declaration from Mr. verma that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. Mr. Verma had no prior transaction / association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Verma fulfils the conditions specified under Section 149(6) and Schedule IV of the Act, Regulation 16 of the Listing Regulations and also that he is independent of the management. Mr. Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he 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.

Mr. Verma had served as an Inspector of Customs and Central Excise in Central Government and worked as Branch head, Division head, Chief (Investment) and Director-Zonal Training, of Life Insurance Corporation of India. He has also served on Executive Council of Insurers (ECOI) involving running Insurance Ombudsman system through Offices of Insurance Ombudsman (IO) across the country. He retired as Executive Director of LIC and has also been on the Board of IFCI Limited and was associated with Oriental Bank of Commerce. He holds a Degree in Master of Arts (English) and M.Phil.

Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/re-appointment of Directors, the composition of the Nomination & Remuneration Committee('NRC') was also not complete and hence the functions of the NRC was discharged by the Board. Accordingly, the Board recommends the appointment of Mr. Verma as an Independent Director of the Company for a period of 5 (Five) years with effect from December 6, 2022 to December 5, 2027 (both days inclusive).

Appointment letter setting out the terms of appointment of Mr. Verma 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 in Item No. 2 for your approval.

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

Item No. 3

Post reviewing of confirmation of Independence received from Mr. Gaurav Gupta (DIN:09795478), under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors ('Board') of the Company at its meeting held on December 6, 2022 had approved the appointment of Mr. Gupta as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from December 6, 2022 for a first term of 5 (Five) consecutive years.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of Mr. Gupta has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed special resolution as set out at Item No. 3 of this Notice, has been proposed keeping in sight the said requirement. Appropriate notice has been received from a member proposing candidature of Mr. Gupta as a Director of the Company pursuant to Section 160 of the Act.

The Company has received declaration from Mr. Gupta that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. Mr. Gupta had no prior transaction / association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Gupta fulfils the conditions specified under Section 149(6) and Schedule IV of the Act, Regulation 16 of the Listing Regulations and also that he is independent of the management. Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he 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.

Mr. Gupta is having more than 15 years of experience in diversified field like Technology and Service, Textile and Real Estate. He has a widespread knowledge and experience of Legal and regulatory compliances, data crunching ability, Analysis of data and optimization of output across HR, Finance, Administration and IT integration. Mr. Gupta has completed General course on Intellectual Property (Hon's.) from World Intellectual Property Organization Geneva, Switzerland and also holds degree in law.

Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/re-appointment of Directors, the composition of the Nomination & Remuneration Committee('NRC') was also not complete and hence the functions of the NRC was discharged by the Board. Accordingly, the Board recommends the appointment of Mr. Gupta as an Independent Director of the Company for a period of 5 (Five) years with effect from December 6, 2022 to December 5, 2027 (both days inclusive).

Appointment letter setting out the terms of appointment of Mr. Gupta 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 in Item No. 3 for your approval.

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

Item No. 4

Post reviewing of confirmation of Independence received from Dr. Lalit Behari Singhal (DIN: 09823572), under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors ('Board') of the Company at its meeting held on December 29, 2022, upon recommendation of the Nomination and Remuneration Committee, had approved

the appointment of Dr. Singhal as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from December 29, 2022 for a first term of 5 (Five) consecutive years.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of Dr. Singhal has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed special resolution as set out at Item No. 4 of this Notice, has been proposed keeping in sight the said requirement. Appropriate notice has been received from a member proposing candidature of Dr. Singhal as a Director of the Company pursuant to Section 160 of the Act.

The Company has received declaration from Dr. Singhal that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. Dr. Singhal had no prior transaction / association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Dr. Singhal fulfils the conditions specified under Section 149(6) and Schedule IV of the Act, Regulation 16 of the Listing Regulations and also that he is independent of the management. Dr. Singhal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he 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.

Dr. Singhal is from 1986 Batch of Civil Services (Indian Trade Service) and was Zonal Development Commissioner, In-charge of Noida Special Economic Zone and other SEZs in Northern India and Export Oriented Units (EOUs) in Northern India, Zonal Development Commissioner FALTA SEZ, Kolkata and other SEZs/EOUs in Eastern India. He was Additional Director General of Foreign Trade, Ministry of Commerce & Industry and Zonal Addl. DGFT at Kolkata. He had been involved in making Foreign Trade Policy for 12 years and actively involved in making SEZ Policy and SEZ Act of India. He holds Ph.D., MBA and Law Degree. Dr. Singhal has more than 35 years of experience in handling policy, strategic, HR, administrative, and operational matters.

Accordingly, the Board recommends the appointment of Dr. Singhal as an Independent Director of the Company for a period of 5 (Five) years with effect from December 29, 2022 to December 28, 2027 (both days inclusive).

Appointment letter setting out the terms of appointment of Dr. Singhal 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 in Item No. 4 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Dr. Singhal (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: January 30, 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/continuation of the appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Particulars	Mr. Sunil Kumar Gupta	Mr. Madan Mohanlal Verma
Age/Date of Birth	61 years/July 1, 1961	62 years/June 25, 1960
Date of first Appointment on the Board	December 6, 2022	December 6, 2022
Qualification	Graduate in Electronics and Telecommunication and MBA	MA(English) and M. Phil
Brief Resume including Experience/ expertise in specified functional area	Mr. Sunil Kumar Gupta, is a retired Indian Telecommunication Services (ITS) Officer. He was working as Secretary, Telecom Regulatory Authority of India (TRAI). During his tenure, he has been involved in Telecom licensing, regulations and its implementation, issues relating to Broadband, Infrastructure sharing, IP Network design and installation, Licensing, mobile number portability, FM Radio, new regulatory framework for Broadcasting and Cable services etc. He was also a Member of various committees such as "Internet Governance Working Group" constituted by Department of Information Technology, Convener of NGN Expert Committee, Member of South Asian Telecom Regulatory Council.	Mr. Madan Mohanlal Verma had served as an Inspector of Customs and Central Excise in Central Government and worked as a Branch head, Division head, Chief (Investment) and Director – Zonal Training, in Life Insurance Corporation of India. He has also served on Executive Council of Insurers (ECOI) involving running Insurance Ombudsman system through Offices of Insurance Ombudsman (IO) across the country. He retired as Executive Director of LIC and has also been on the Board of IFCI Limited and was associated with Oriental Bank of Commerce. Mr. Verma is a Financial Expert in Postal Life Insurance Investment Board, and a Consultant to Insurance Institute of India.
Experience and expertise in specified functional area	Mr. Gupta has a wide Managerial experience in relation to Telecommunication Industry.	Mr. Verma has a wide experience in relation to different Industries and has Expert knowledge of Finance and other related fields.
Directorships held in other companies in India*	Nil	Two
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
Shareholding in Dish TV India Limited	Mr. Gupta does not holds any shares of the Company.	Mr. Verma does not holds any shares of the Company.
Inter-se Relationship between Directors/ Managers/Key Managerial Personnel	Mr. Gupta is not related to any of the director, manager and other Key Managerial Personnel of the Company.	Mr. Verma is not related to any of the director, manager and other 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 in the Item No. 1 of this notice.	As mentioned in the Item No. 2 of this notice.

Particulars	Mr. Sunil Kumar Gupta	Mr. Madan Mohanlal Verma
Remuneration Last Drawn	Nil	Nil
Number of Board Meetings Attended during the Financial Year 2022-23	One	Two
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Out of the Skills and capabilities identified by the Board, Mr. Gupta possess skill sets pertaining to - 'Strategy and strategic planning', 'Policy development', 'Financial Expertise', 'Risk and compliance oversight', 'Executive management', 'Commercial experience', 'Product Delivery', 'Technology Innovation', 'Community and stakeholder engagement' and Marketing & Communication. Mr. Gupta has varied and strong expertise in relation to Telecommunication Industry.	Out of the Skills and capabilities identified by the Board, Mr. Verma possess skill sets pertaining to 'Strategy and strategic planning', 'Policy development', 'Financial Expertise', 'Risk and compliance oversight', 'Executive management', 'Client engagement', 'Community and stakeholder engagement' and Marketing & Communication skill. Mr. Verma has varied and strong expertise in relation to different Industries and has Expert knowledge of Finance and other related fields.

Particulars	Mr. Gaurav Gupta	Dr. Lalit Behari Singhal
Age/Date of Birth	38 years/March 30, 1984	62 Years/June 18, 1960
Date of first Appointment on the Board	December 6, 2022	December 29, 2022
Qualification	Degree in Law and course on Intellectual Property (Hon's)	Ph.D., MBA and Degree in Law
Brief Resume including Experience/ expertise in specified functional area	Mr. Gaurav Gupta is having more than 15 years of experience in diversified field like Technology and Service, Textile and Real Estate. He has a widespread knowledge and experience of Legal and regulatory compliances, data crunching ability, Analysis of data and optimization of output across HR, Finance, Administration and IT integration. He has been associated with the Management of widespread textile business, real estate business, knowledge and implementation of data analytics services for business and commercial decision.	Mr. Singhal is from 1986 Batch of Civil Services (Indian Trade Service) and was Zonal Development Commissioner, Incharge of Noida Special Economic Zone and other SEZs in Northern India and Export Oriented Units (EOUs) in Northern India, Zonal Development Commissioner FALTA SEZ, Kolkata and other SEZs/EOUs in Eastern India. He was Additional Director General of Foreign Trade, Ministry of Commerce & Industry and Zonal Addl. DGFT at Kolkata. He had been involved in making Foreign Trade Policy for 12 years and actively involved in making SEZ Policy and SEZ Act of India. Mr. Singhal has more than 35 years of experience in handling policy, strategic, HR, administrative, and operational matters.
Experience and expertise in specified functional area	More than 15 years of experience in diversified field	Dr. Singhal has more than 35 years of experience in handling policy, strategic, HR, administrative, and operational matters.
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

and his relatives

Particulars	Mr. Gaurav Gupta	Dr. Lalit Behari Singhal
Shareholding in Dish TV India Limited	Mr. Gupta does not holds any shares of the Company.	Mr. Singhal does not holds any shares of the Company.
Inter-se Relationship between Directors/ Managers/Key Managerial Personnel	Mr. Gupta is not related to any of the director, manager and other Key Managerial Personnel of the Company.	Mr. Singhal is not related to any of the director, manager and other 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 in the Item No. 3 of this notice.	As mentioned in the Item No. 4 of this notice.
Remuneration Last Drawn	Nil	Nil
Number of Board Meetings Attended during the Financial Year 2022-23	Two	One
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Out of the Skills and capabilities identified by the Board, Mr. Gupta possess skill sets pertaining to - 'Strategy and strategic planning', 'Policy development', 'Financial Expertise', 'Executive management', 'Commercial experience', 'Product Delivery', 'Technology Innovation', and 'Community and stakeholder engagement'. Mr. Gupta has varied and strong expertise in relation to Telecommunication Industry. Mr. Gupta has varied and strong expertise in relation to different Industries.	Out of the Skills and capabilities identified by the Board, Mr. Singhal possess skill sets pertaining to - 'Strategy and strategic planning', 'Policy development', 'Financial Expertise', 'Risk & Compliance Oversight', 'Executive management', 'Commercial experience', 'Technology Innovation', 'Client Engagement' and 'Community and stakeholder engagement'.

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

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

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: January 30, 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