



DISH TV INDIA LIMITED

Regd. Office: Office No. 803, 8th Floor, DLH Park S. V. Road, Link 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 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 or re-enactment 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 ('**SEBI Listing Regulations**'), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**'), General Circular No. 09/2024 dated September 19, 2024, or any other applicable Circulars issued by the Ministry of Corporate Affairs ('**MCA**') from time to time ('**MCA Circulars**'), and applicable circulars issued by 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 SEBI 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 CS Mita Pushpal Sanghavi (CP No. 6364), Partner of MP Sanghavi & Associates LLP (FRN: L2020MH007000) Practicing Company Secretary, 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:

Commencement of remote e-voting period	Wednesday, November 13, 2024
Conclusion of remote e-voting period	Thursday, December 12, 2024

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 Thursday, December 12, 2024. 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 will be intimated to the Stock Exchanges where the equity shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz. www.dishd2h.com. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.

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 receipt of duly completed Postal Ballot through remote e-voting *i.e.* **Thursday, the 12th day of December 2024**

SPECIAL BUSINESSES:

ITEM No. 1 : Appointment of Mr. Amit Singhal (Director Identification Number: 10764269) as an Independent Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Mr. Amit Singhal (*Director Identification Number: 10764269*), 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 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 September 13, 2024, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of appointment *i.e.* September 13, 2024, to September 12, 2029 (both days inclusive).

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (*hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution*) be and 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. 2 : Appointment of Mr. Parag Agarwal (Director Identification Number: 10652558) as an Independent Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Mr. Parag Agarwal (*Director Identification Number: 10652558*), 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 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 September 13, 2024, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of appointment *i.e.* September 13, 2024, to September 12, 2029 (both days inclusive).

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

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

Ranjit Singh
Company Secretary & Compliance Officer
Membership No. A15442

Place: Noida
Date: November 12, 2024

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 Explanatory Statement in terms of Section 102 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.
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, November 8, 2024 ('**Cut-off date**') in accordance with the provisions of the Companies Act, 2013 (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. Shareholders may please note that this Notice will be available on the Company's website at www.dishd2h.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
4. 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.
5. E-voting period will commence on **Wednesday, November 13, 2024 at 9:00 A.M. (IST) and ends on Thursday, December 12, 2024, 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. Friday, November 8, 2024, 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.
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address (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. Link Intime India Private Limited having its office at, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083.
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. Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Shareholders holding Equity Shares of the Company in physical form may register their E-mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company by E-mail, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.
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 or contact their Depository Participants or Link Intime India Pvt. Ltd., 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 Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai — 400083, at email at rnt.helpdesk@linkintime.co.in.
9. The Company has appointed CS Mita Pushpal Sanghavi (CP No. 6364), Partner of MP Sanghavi & Associates LLP, Company Secretaries 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 the Institute of Company Secretaries of India, 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. Thursday, December 12, 2024. The declared results along with the report of the Scrutinizer shall be forwarded to BSE Limited and National Stock Exchange Limited and shall also be uploaded on the website 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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. 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 evoting 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 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 evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 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.
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 authorized to vote, to the Scrutinizer by e-mail to mita@mpsanghavi.com with a copy marked to 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 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Investor@Dishd2h.com.
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

Place: Noida
Date: November 12, 2024

Registered Office:

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

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

ITEM NO. 1

The Board of Directors of the Company at its meeting held on September 12, 2024, appointed Mr. Amit Singhal (*Director Identification Number: 10764269*), 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 appointed was effective from September 13, 2024, to September 12, 2029 (both dates inclusive), pursuant to the provisions of Section 149, 150 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), subject to the approval of the members of the Company.

The approval from the Ministry of Information and Broadcasting for the appointment of Mr. Singhal as a Director on the Board of the Company is awaited. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Amit Singhal for appointment. Owing to the vacancy in the Board resulting into composition of the Nomination and Remuneration Committee ('NRC') not being complete, the functions of the NRC are being discharged by the Board.

The Company has received: a) consent from Mr. Singhal, in writing, to act as Director, b) intimation in Form DIR- 8 to the effect that he is not disqualified to act as Director, c) confirmation that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, d) declaration 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 Requirement) Regulations, 2015 ('Listing Regulations') e) confirmation with respect to the registration of his details with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board has taken the said documents on record.

Mr. Singhal 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. Singhal is also an Independent Director on the Board of Dish Infra Services Private Limited, the Company's Wholly Owned Subsidiary.

The Board, while recommending the appointment has taken into consideration core competencies and skills that are required for an Independent Director in the context of the Company's business. In the opinion of the Board, Mr. Singhal is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company, considering his extensive experience and exposure in the areas relating to Strategy and strategic planning, Policy development, Financial Expertise, Risk and Compliance oversight, Executive management and Commercial Experience. He comes with leadership experience and expertise across Finance, Audit, Risk Management, Strategy, Diversity, among others. His presence will add significant value and strength to the Board.

The Board opined that Mr. Singhal fulfils the conditions specified under the Act and the Listing Regulations and also that he is independent of the management. The Board further opined that Mr. Singhal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Singhal, which affirmation has been taken on record by the Board.

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

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

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

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

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Amit Singhal (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 September 12, 2024, appointed Mr. Parag Agarawal (*Director Identification Number: 10652558*), 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 appointed was effective from September 13, 2024, to September 12, 2029 (both dates inclusive), pursuant to the provisions of Section 149, 150 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), subject to the approval of the members of the Company.

The approval from the Ministry of Information and Broadcasting for the appointment of Mr. Agarawal as a Director on the Board of the Company is awaited. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Mr. Parag Agarawal for appointment. Owing to the vacancy in the Board resulting into composition of the Nomination and Remuneration Committee ('NRC') not being complete, the functions of the NRC are being discharged by the Board.

The Company has received: a) consent from Mr. Agarawal, in writing, to act as Director, b) intimation in Form DIR- 8 to the effect that he is not disqualified to act as Director, c) confirmation that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, d) declaration 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 Requirement) Regulations, 2015 ('Listing Regulations') e) confirmation with respect to the registration of his details with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board has taken the said documents on record.

Mr. Parag has no pecuniary transaction with the Company, its Directors, Promoters and Promoter group entities, except for receiving the Sitting fee for attending the Board meetings and Committee Meetings of the Company.

The Board, while recommending the appointment has taken into consideration core competencies and skills that are required for an Independent Director in the context of the Company's business. In the opinion of the Board, Mr. Parag is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company, considering his extensive experience and exposure in the areas of marketing and product management across FMCG, Healthcare, Media and Education industries *etc.* He comes with leadership experience and expertise across sales, business intelligence and Revenue Generation *etc.* His expertise/ competence comprises of Product Delivery, Technology Innovation Client engagement, Community & stakeholder engagement and Marketing & Communication will add significant value and strength to the Board.

The Board opined that Mr. Agarawal fulfils the conditions specified under the Act and the Listing Regulations and also that he is independent of the management. The Board further opined that Mr. Agarawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Agarawal 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.

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

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

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

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

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Parag Agarawal (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

Place: Noida
Date: November 12, 2024

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

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. Amit Singhal (DIN-10764269)	Mr. Parag Agarawal (DIN-10652558)
Age / Date of Birth	48 Years/ February 16, 1976	46 Years / March 1, 1978
Date of first Appointment on the Board	September 13, 2024	September 13, 2024
Qualification	Chartered Accountant and Commerce Graduate from Delhi University.	B.Tech. in Electronics and Communications from IIT BHU, a PGDM from IIM Ahmedabad, with an MBA exchange stint at the Australian Graduate School of Management
Brief Resume including Experience/ expertise in specified functional area	<p>Mr. Amit Singhal has over 22 years of extensive experience in tax consulting (domestic and international) including transfer pricing matters, RBI & FEMA matters, auditing and assurance services, regulatory compliances, business advisory, Company Law matters, business valuations and tax litigation matters.</p> <p>Mr. Singhal has been actively engaged in devising, implementing and monitoring complete India entry strategy of foreign entities that involves seeking legal permissions/ approvals, regulatory compliances, setting up of functional Indian business entity and related advisory services. In a span of almost two and half decades of professional career, Mr. Singhal has rendered accomplished advisory and compliance services in diversified sectors such as banking, financial services, Hospitality and Entertainment, Information Technology, Telecom and Logistics and Supply chain.</p>	<p>Mr. Parag Agarawal is a seasoned business leader with over 21 years of experience across five diverse industries i.e. E-commerce, Media, FMCG, Healthcare, and Education. Mr. Agarawal started his career from Heinz India Pvt. Ltd. He acted as Head of New Revenue Generation and Business Intelligence of HT Media Group for a period of 9 years. Afterwards he held Revenue Management, Branch Operations and customer service for the education giant, Aakash Education Services Ltd. He also oversaw client servicing and product marketing contributing to exponential growth of IndiaMART InterMESH Ltd. and Led hospital chain expansion of Shalby Ltd. Currently, he is the Founder and Partner at Unconsult, focusing on business process mapping, change management, and business growth strategies.</p> <p>Mr. Agarawal is a business leader having a track record of driving business growth and profitability and has set up and grown multiple ventures, achieving multi fold growth through market expansion, new product development, and strategic marketing. Mr. Agarawal has redefined business processes and improved productivity through data analytics, including AI-ML models, to enhance sales cycles and also played significant roles in acquisitions and IPOs.</p>
Experience and expertise in specified functional area	As mentioned in the Item No. 1 of this notice	As mentioned in the Item No. 2 of this notice
Directorships held in other companies in India*	1 (One)	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
Shareholding in Dish TV India Limited	Nil	Nil

Particulars	Mr. Amit Singhal (DIN-10764269)	Mr. Parag Agarawal (DIN-10652558)
<i>Inter-se</i> Relationship between Directors / Managers / Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company
Pecuniary relationship with company etc.	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. No Remuneration is being paid. Mr. Singhal is only receiving Sitting fee for attending meeting of the Board / Committee.	As mentioned in the Item No. 2 of this notice. Mr. Agarawal is only receiving Sitting fee for attending meeting of the Board / Committee.
Remuneration Last Drawn	Nil	Nil
Number of Board Meetings Attended during the Financial Year 2024-25 (upto November 9, 2024)	One (1)	One (1)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board has identified – ‘Strategy and strategic planning’ , ‘Policy development’, ‘Financial Expertise’, ‘Risk and Compliance oversight’, ‘Executive management’ and ‘Commercial Experience’ skill sets required for the role, all of which are met by Mr. Amit Singhal.</p> <p>Mr. Singhal possess strong General Management & Leadership skills with rich and varied experience in sector like - Banking, financial services, Hospitality and Entertainment, Information Technology, Telecom and Logistics and Supply chain.</p>	<p>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. Parag Agarawal.</p> <p>Mr. Agarawal's strong academic background and rich professional experience provide him with a unique perspective and approach to his work.</p>

**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: November 12, 2024

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