

## DISH TV INDIA LIMITED

Regd. Office: 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai-400 013  
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 30<sup>th</sup> (Thirtieth) **Annual General Meeting** of the Members of Dish TV India Limited will be held on Friday, the 28<sup>th</sup> day of September, 2018, at 11:00 A.M. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated operations, prepared as per Indian Accounting Standards, for the financial year ended March 31, 2018, including the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Ashok Mathai Kurien (DIN-00034035), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To approve the remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,50,000 (Rupees Four Lakh Fifty Thousand Only), excluding applicable taxes, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to M/s Chandra Wadhwa & Co., (Firm Registration No. 00239), Cost Accountants, as the Cost Auditors of the Company, for the conduct of the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending March 31, 2019.”
4. To re-appoint Dr. (Mrs.) Rashmi Aggarwal (DIN - 07181938) as an Independent Director of the Company and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('the Act') and 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), Dr. (Mrs.) Rashmi Aggarwal (DIN - 07181938), who holds the office of Independent Director of the Company up to the date of this Annual General Meeting (i.e. Thirtieth Annual General Meeting), and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) years i.e. from the date of this Annual General Meeting (i.e. Thirtieth Annual General Meeting) upto the date of the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2023.”
5. Re-Appointment of Mr. Jawahar Lal Goel (DIN-00076462) as the Managing Director of the Company and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**:  
“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), Article 126 of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and subject to requisite regulatory approvals, including approval of the Central Government, if required, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jawahar Lal Goel, as the Managing Director of the Company for the period from January 6, 2019 to December 16, 2019 (both days included), at the following remuneration, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act:

a) Basic Salary:

₹ 15,70,000 per month with an authority to the Board of Directors to determine any merit based revisions from time to time, in the range of ₹ 15,00,000 to ₹ 22,00,000 per month.

b) Allowances and Perquisites:

In addition to the basic salary, Mr. Jawahar Lal Goel shall be entitled to:

- i) Allowances as per the rules of the Company including Personnel Allowance, House Rent Allowance, Children Education Allowance and Leave Travel Allowance which in aggregate shall be not exceeding ₹ 15,00,000 per month, with an authority to the Board of Directors to determine any revision from time to time in the range of ₹ 14,00,000 to ₹ 20,00,000 per month;
- ii) Perquisites as per the rules of the Company including club fees, personal accident and medical insurance, car related expense, telecommunication facilities at residence etc. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at actual cost;
- iii) Company's contribution to provident fund, gratuity and leave encashment as per the rules of the Company. Company's contribution to provident fund and gratuity (payable at a rate not exceeding half a month's salary for each completed year of service), shall not be included in the computation of the ceiling on remuneration payable to the Managing Director. Encashment of accumulated leaves at the end of his tenure shall not be included in the computation of the ceiling on remuneration payable to the Managing Director.

**RESOLVED FURTHER THAT** subject to necessary permissions / approvals, the Board of Directors of the Company be and is hereby authorised to fix, vary, reduce or amend the remuneration and other terms of his re-appointment from time to time, as it may deem expedient or necessary during the tenure of his re-appointment or as may be prescribed by the authorities giving such sanction or approval.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded pursuant to Section 197, Schedule V and other applicable provisions of the Act, if any, and subject to requisite approvals, including Central Government's approval, if necessary, where in any Financial Year during the currency of tenure of Mr. Jawahar Lal Goel as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Jawahar Lal Goel, Managing Director, remuneration by way of salary and perquisites approved herein supra, including any variations, as the minimum remuneration.

**RESOLVED FURTHER THAT** 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 resolutions."

6. Dish TV India Limited 'Employees Stock Option Scheme 2018' ("ESOP 2018") for the Employees and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**

**"RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SBEBS Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with circulars / guidelines issued by SEBI, provisions contained in the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable rules, regulations and circulars/ guidelines, approval of such other Regulatory / Statutory / Government authority (ies), as may be necessary in this context and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SBEBS Regulations, 2014), the consent of the Members of the Company be and is hereby accorded to the Board to introduce and implement "ESOP Plan 2018" ("ESOP 2018") and to create, grant, offer, issue and allot, at any

time, and in one or more tranches, under ESOP 2018, options exercisable into 180,00,000 (One crore eighty lakhs only) equity shares of face value of ₹ 1/- (Rupee One only) each, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP 2018 scheme of the Company and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations, to the present and / or future permanent employees of the Company, Subsidiary Company or of a Holding Company or of an Associate Company, whether working in India or Outside India, and / or to the Directors of the Company, whether whole time or not, but excluding Independent director(s) and to such other persons as may be decided by the Board and / or permitted under applicable rules, regulations, guidelines and laws (hereinafter referred to as "eligible employees") under ESOP 2018 scheme of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms and conditions mentioned in the explanatory Statement forming part of the notice convening this Meeting, the consent of the members of the Company be and is hereby accorded to the Board to formulate, evolve, decide upon, administer, superintend and implement ESOP 2018 of the Company.

**RESOLVED FURTHER THAT** outstanding Options granted under Company's ESOP 2018 Scheme before any issue of bonus shares or stock splits or consolidation of shares shall be suitable adjusted for the number as well as the exercise price as applicable and such outstanding options may be further adjusted at the discretion of the Board for any Corporate Action(s).

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board to:

- Issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2018 and such equity shares allotted shall in all respects rank *pari passu* with the existing equity shares of the Company;
- take necessary steps for listing of the Securities allotted under ESOP 2018 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;
- conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2018;
- re-price the options at any time as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2018;
- make any modifications, changes, variations, alterations or revisions in ESOP 2018, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2018, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2018.
- do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto."

By order of the Board

**Ranjit Singh**

Company Secretary & Compliance Officer  
Membership No. A15442

Place: Noida  
Date: August 17, 2018

**Registered Office:**

18<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013  
CIN: L51909MH1988PLC287553  
E-mail: investor@dishd2h.com  
Web: www.dishd2h.com

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the Special Businesses to be transacted at the Annual General Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and hold in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. A blank proxy form is being sent herewith. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than forty eight(48) hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies. All alterations made in the Form of Proxy should be initialed.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send (in advance) at the Registered Office of the Company, 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), pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
5. The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form are enclosed. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed in accordance with their specimen signature(s) registered with the Company / Depository, to the meeting and handover it at the entrance of the meeting hall. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Route map and details of prominent land mark of the venue of the meeting is provided on the Attendance slip and forms part of the Notice calling the Annual General Meeting.
7. Guidelines for attending the ensuing Annual General Meeting of the Company:
  - a) Entry to the Auditorium/Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid Attendance Slip.
  - b) Any briefcase/bags/eatables or other articles are not allowed inside the Auditorium/Hall.
  - c) Member(s) are requested to bring the copy of the Annual Report to the meeting.
8. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, September 25, 2018 to Thursday, September 27, 2018 (both days inclusive).
9. Inspection:
  - (a) All the documents referred to in the Notice and Annual Report will be available for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) from 2 P.M. to 4 P.M. up to the date of the Annual General Meeting.
  - (b) The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Certificate from the Auditors of the Company certifying that Employees Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members' of the Company, will be available for inspection at the Annual General Meeting.

(c) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he / she has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

10. Members desirous of obtaining any information / clarification concerning the Financial Statements for the Financial Year ended March 31, 2018, of the Company, may send their queries in writing atleast seven days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company or at E-Mail Id :investor@dishd2h.com
11. Additional information, pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Director recommended by the Board for re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

In relation with the proposed re-appointment of Mr. Ashok Mathai Kurien, as a Non-Executive Director of the Company, the Board of Directors have reviewed the declarations made by him confirming that he meet the criteria for re-appointment.

Further in relation to proposed re-appointment of Dr. (Mrs.) Rashmi Aggarwal as Independent Director not liable to retire by rotation, the Board of Directors have reviewed the declarations made by her confirming that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that she fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company.

12. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to members whose E-Mail address are registered with the Company or the Depository Participants. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their E-Mail address with the Company or the Depository Participants or from whom the Company has received a request for a physical copy of the Annual Report. The said documents are also available for download and may also be accessed on the website of the Company viz. [www.dishd2h.com](http://www.dishd2h.com)
13. 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, viz. M/s Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083. 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 including Annual Report and Notice of Meeting(s) by E-Mail, by sending appropriate communication on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
14. 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.
15. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
16. 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.
17. 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).
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / Demat form, the nomination form may be filed with the respective Depository Participant.

## E-Voting

19. In compliance with Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, and Secretarial Standard -2 issued by Institute of Company Secretaries of India, the Company is pleased to offer Remote E-Voting facility to the Members of the Company to exercise their right to vote at the Thirtieth (30<sup>th</sup>) Annual General Meeting (AGM) by electronic means in respect of the resolutions contained in this notice. The facility of casting votes by a member using an electronic voting system (remote E-Voting) from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the businesses as detailed in the notice. Please note that Remote E-Voting is an alternate mode to cast votes and is optional. In case Members cast their vote both *via* physical ballot paper and E-Voting, then voting through E-Voting shall prevail and voting done by ballot paper shall be treated as invalid notwithstanding whichever option is exercised first.
20. The remote E-Voting period for all items of businesses contained in this notice shall commence from Monday the 24<sup>th</sup> day of September 2018 at 9.00 A.M. (IST) and will end on Thursday the 27<sup>th</sup> day of September 2018 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 Annual General Meeting (AGM) is September 21, 2018. 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 ballot paper. 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. The facility for voting through ballot paper / Tab Voting will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote E-Voting, will be able to exercise their right at the meeting through ballot paper / Tab Voting. The members who have casted their vote by remote E-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. At the Annual General Meeting the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by use of Ballot / Poll Paper / Tab Voting by all those members who are present at the meeting but have not cast their votes by availing the remote E-Voting facility.
24. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No.9738), as the Scrutinizer for conducting the E-Voting through electronic voting system or through ballot/polling paper / Tab Voting at the AGM, in a fair and transparent manner.
25. Members are requested to carefully read the instructions for E-Voting before casting their vote.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than forty eight (48) hours of the conclusion of the AGM, 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.
27. The results declared along with the Scrutinizer's report shall be placed on the website of the Company *viz.* [www.dishd2h.com](http://www.dishd2h.com) and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of Annual General Meeting.
28. **The instructions and process of E-Voting are as under:**
  - A. The details of the process and manner for remote e-voting are explained herein below:
    - Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
    - Step 2: Cast your vote electronically on NSDL e-Voting system.



**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

- (i) 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.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password 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.

- (iv) 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 101456 and folio number is 001*** then user ID is 101456001***

- (v) Your password details 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, your ‘initial password’ is communicated to you on your postal address.
- (vi) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

(vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

(viii) Now, you will have to click on “Login” button.

(ix) After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  - (ii) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
  - (iii) Select “EVEN” of ‘Dish TV India Limited’ viz. 109457
  - (iv) Now you are ready for e-Voting as the Voting page opens.
  - (v) 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.
  - (vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- B. 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 Company and Scrutinizer through e-mail to [investor@dishd2h.com](mailto:investor@dishd2h.com) and [pcs.jga@gmail.com](mailto:pcs.jga@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- C. 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, may obtain the User ID and password by following process mentioned above or sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). or [investor@dishd2h.com](mailto:investor@dishd2h.com).  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or seek clarification from the Company by sending email to [investor@dishd2h.com](mailto:investor@dishd2h.com).
- E. You can also update your mobile number and E-Mail id in the user profile details of the folio which may be used for sending future communication(s).

By order of the Board

Place: Noida  
Date: August 17, 2018

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

**Registered Office:**  
18<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013  
CIN: L51909MH1988PLC287553  
E-mail: [investor@dishd2h.com](mailto:investor@dishd2h.com)  
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## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

The Board at its meeting held on May 29, 2018, on the basis of the recommendation of the Audit Committee, had approved the re-appointment of M/s Chandra Wadhwa & Co., Cost Accountants (Firm registration No 00239) as the Cost Auditors of the Company for the Financial Year 2018-19 at a remuneration of ₹ 4,50,000/- (Four lakh and Fifty Thousand only) and other terms and conditions, subject to the confirmation, approval and ratification by the shareholders at their meeting.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), ratification by the Shareholders is sought for the remuneration payable to the Cost Auditors for the Financial Year ended 2018-19 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

Your Board recommends the Ordinary 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 are in any way concerned or interested in the resolution.

### **Item No. 4**

At the Twenty Seventh (27<sup>th</sup>) Annual General Meeting of the Company held on September 29, 2015, Members of the Company had approved appointment of Dr. (Mrs.) Rashmi Aggarwal (DIN - 07181938), as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from the Twenty Seventh Annual General Meeting of the Company. As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director is eligible for re-appointment for a second term of up to 5 years upon passing of a Special resolution by the Shareholders of the Company.

As the current term of appointment of Dr. (Mrs.) Rashmi Aggarwal is expiring at the ensuing Annual General Meeting of the Company, your Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board and after reviewing declaration of independence received from Dr. (Mrs.) Rashmi Aggarwal, recommends re-appointment of Dr. (Mrs.) Rashmi Aggarwal as an Independent Director for a second term of Five (5) years commencing from the date of this Thirtieth (30<sup>th</sup>) Annual General Meeting upto the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2023. Appropriate notice has been received from a Member proposing re-appointment of Dr. (Mrs.) Rashmi Aggarwal as Independent Director of the Company and requisite consent has been received from Dr. (Mrs.) Rashmi Aggarwal pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Dr. (Mrs.) Rashmi Aggarwal who is proposed to be re-appointed for the second term as an Independent Director of the Company, fulfils the conditions specified under Section 149(6), Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management. Brief Profile and other details of Dr. (Mrs.) Rashmi Aggarwal forms part of the Corporate Governance Report.

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. (Mrs.) Rashmi Aggarwal (whose appointment is proposed in the resolution) are in any way concerned or interested in the resolution.

### **Item No. 5**

Mr. Jawahar Lal Goel was appointed as the Managing Director of the Company on January 6, 2007. Further, Mr. Goel was re-appointed as the Managing Director of the Company for a further periods of three years. The present term of his appointment is expiring on January 5, 2019.

In view of Mr. Goel's rich experience, dynamism and contribution towards the growth of the Company, the Board of Directors of the Company is of the view that the Company should re-appoint Mr. Goel as the Managing Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 17, 2018 has approved the re-appointment and terms of appointment including remuneration, of

Mr. Jawahar Lal Goel as the Managing Director of the Company for a period from January 6, 2019 to December 16, 2019 (both days included), subject to your approval and such other regulatory approvals, including approval of the Central Government, if required.

The terms of appointment as mentioned in the resolution may be altered and varied by the Board within the limits approved by the members. Further, in the event of loss or inadequacy of profits in any financial year, the remuneration as detailed in the resolution (with such variation as may be approved by the Board, within overall limit) will be payable as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

Mr. Goel is the Prime architect in establishing India's first and most modern and advanced technological infrastructure for the implementation of Direct to Home (DTH) services. He has been the leader in pioneering the DTH services in India and instrumental in establishing Dish TV as a prominent brand and established player. During Mr. Goel's tenure the Company has made commendable progress in all spheres of its business operations. The performance of the Company has been improving on year on year basis under the leadership of Mr. Goel.

Mr. Goel has been instrumental in the continuous growth of the Company on all operating and financial parameters including turning the Company into profitable, which made the Company the first Direct to Home (DTH) operator of the Country to come into profits.

Requisite details relating to the proposal as prescribed in Schedule V of the Companies Act, 2013 are given herein:

#### I. GENERAL INFORMATION:

- a) **Nature of Industry:** The Company is engaged in providing Direct-to-Home ('DTH') service comprising of distribution of satellite based television signals, constituting Channels, pursuant to a DTH license issued by the Ministry of Information and Broadcasting, Government of India (MIB). The Company is also into the business of providing Teleport Services to the broadcasters of various channels.
- b) **Date of Commencement of Service:** October 2, 2003
- c) **Financial Performance:** For Financial Year 2017-18

₹ In million

PARTICULARS (Standalone)	FY 2018	FY 2017
Gross Revenue	29,239.2	20,148.7
Profit / (Loss) before Tax from Continuing Operations	(1,419.3)	2,579.3
Profit / (Loss) before Tax from Discontinuing Operations	1,898.6	-
Less: Provision for Taxation		
Current Tax	-	878.9
Deferred Tax (Continuing and Discontinuing)	165.5	47.5
Income Tax Prior years	(19.6)	(26.0)
Profit / (Loss) after Tax	333.4	1,678.9

- d) **Foreign investments or collaborators:** Investment in Company's subsidiary Dish T V Lanka (Private) Limited – ₹ 2.94 lakhs

#### II. INFORMATION ABOUT APPOINTEE:

- a. **Background details:** Mr. Goel presently aged 64 years, at the beginning of his career, ventured into a trade of Agro Commodities at a young age of 16 years in 1970 in which he made considerable progress. Thereafter, with the advent of Private Media Participation in India, he played one of the most vital role in conceptualizing and establishing Siti Cable Network Ltd. (a Multi System Operator) - one of the largest cable distribution network of various TV channels in India in 1994.

- b. Past Remuneration:** The Ministry of Corporate Affairs, Government of India, *vide* its approval letter no. C68324631/2015 – CL – VII dated February 18, 2016, approved the re – appointment of Mr. Goel for a period of three years with effect from January 6, 2016, at a remuneration of ₹ 1,03,50,000/- for the period from January 06, 2016 to January 05, 2017, ₹ 1,19,03,000 for the period from January 06, 2017 to January 05, 2018 and ₹ 1,36,88,000 for the period from January 06, 2018 to January 05, 2019. Further, the Nomination and Remuneration Committee at their meeting held on October 28, 2016, considering the Industry trend, area expertise and profitability of the Company in the Financial Year 2015-16, approved the revision in remuneration to upto Rs. 4 Cr per annum with effect from November 1, 2016, in terms of Section 197 of the companies Act, 2013.
- c. Recognition or awards:** Mr. Goel was the past President of Indian Broadcasting Foundation (IBF) which takes up various issues relating to Broadcasting industry at various forums. He is active member on the Board of various committees and task force, set up by Ministry of Information and Broadcasting, Government of India (MIB) which takes care of several critical matters relating to the industry.
- d. Job Profile and its suitability:** Mr. Goel is a technocrat having around 49 years of diversified experience including in the Entertainment Industry. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company feels that Mr. Goel would be the most competent person to continue as the Managing Director of the Company. Mr. Goel brings along with him unparalleled industry insight, exemplary managerial capability and high domain expertise which will continue to help the Company achieve its desired objectives and will continue to take progressive strides for the progress of the Company as well as the DTH industry.
- e. Tenure:** Re-appointment is for the period from January 6, 2019 to December 16, 2019 (both days included).
- f. Remuneration Proposed:** The details of the remuneration proposed is set out in the Special resolution.
- g. Other Terms and Conditions:**
- In the event of absence or inadequacy of profits in any financial year during the tenure, salary and perquisites as approved by the members and Central Government, if necessary, are payable whether or not, these are within the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.
  - Reimbursement of entertainment expenses, mobile expenses, car related expense etc., actually and properly incurred in the course of business of the Company shall be allowed.
  - No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
  - Mr. Goel shall not be eligible for Stock Options.
  - The terms of re-appointment shall not be subject to retirement by rotation.
- h. Nature of Duties:**
- The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and subsidiaries.
- i. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:**
- Currently there are only five players apart from the Company, operating into this business of DTH (Direct – to – Home). The DTH business has a long gestation period and is highly capital intensive in nature requiring large out-flows of funds. Therefore the Company requires strong and exceptionally proven and experienced managerial personnel to monitor and successfully manage the interest of the Company.

Considering Mr. Goel's experience and the contributions to the Company's business and keeping in view the similar or higher levels of remuneration in India at these levels, the remuneration proposed is moderate in comparison to the remuneration packages of similar senior level personnel in other similar Companies in the Industry. Dish TV continues to be the biggest DTH operator in terms of the registered subscriber numbers. Dish TV, being a listed entity, has a market capitalization of approx. ₹13,250 Crore.

**j. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr. Goel has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him as Managing Director of the Company.

**k. Profitability of the Company:** The Company continues to acquire customers and incur subsidy on all such acquisitions. Moreover, the continuous spend on brand building, marketing, infrastructure, customer support service, sales and distribution infrastructure etc., will continue to benefit the Company in coming years. Fixed cost pertaining to salary, administration and transponder charges continues to create heavy toll on the finances of the Company. Recent competition has also led to margin pressure and sub-optimal pricing of the product. Despite the above still being true, the Company, under the able leadership of Mr. Goel took many steps including controlling the cost which has resulted into the Company becoming profitable.

**l. Steps taken or proposed to be taken for improvement:** Your Company undertook several initiatives including launching High Definition Service, creation of large number of service franchisees, synchronization of 2 satellites to enable the subscribers to receive services from both the satellites simultaneously and over all control of the market dynamics. Several steps taken to contain the cost across all the heads of expenses and augmentation of revenue by movie on demand and other value added services has led to higher income and such efforts will continue in the years to come.

**m. Expected increase in productivity and profits in measurable terms:** Under the stewardship of Mr. Goel the Company has continuously witnessed growth on all operating and financial parameters including making the Company, the first Direct to Home operator of the Country to come into profits. The company expects to continue with the performance level it has achieved in the previous year. During the period of last 5 years, the revenue of the Company has increased by approx. 111 % and the Company expects to continue with the same performance level.

**n. Number of Meeting attended:** Out of the total Six Board meetings held in the Financial Year ended March 31, 2018, Mr. Goel has attended all the Board meetings.

**o. Other Directorship, Membership / Chairmanship of Committees of other Boards:** Apart from the Company, Mr. Goel holds directorship in one other public companies.

**p. Shareholding held in the Company:** Mr. Goel holds 176,800 fully paid equity shares in the Company as on March 31, 2018, constituting 0.01 % of the Share Capital.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

All documents referred to in the above item will be available for inspection at the Company's Registered Office on all working days, except Saturdays between 2 PM to 4 PM upto the date of the Annual General Meeting.

Your Board recommends the Special resolution as set out in Item No. 5 for your approval.

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

## Item No. 6

The success of the Company's objectives is largely determined by the quality of its work force and their commitment to achieve Company's objectives. It is recognized that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company. Employee stock option schemes are considered as an effective tool to attract and retain the best talent and also serves to attract, incentivize and motivate professionals and reward exceptional performance.

The Company accordingly formulated and approved the "ESOP - 2007" ("the existing Scheme") and had from time to time granted options to the employees of the Company.

In terms of the existing Scheme (ESOP 2007):-

- (a) The Company has allotted 2,981,730 equity shares till March 31, 2018
- (b) 374,850 options are outstanding to be exercised by the employees.

The Board has decided to withdraw the existing Scheme and cancel the remaining options which are yet to be granted. However, options granted and which are in force above will continue to be governed by the existing Scheme.

Post the completion of the Scheme of Arrangement for Amalgamation of Videocon D2H Limited with and into Dish TV India limited, the Board of Directors of the Company has approved the Company's 'ESOP 2018' Scheme, with a view to encourage value creation and value sharing with the employees.

The number of equity shares to be issued and allotted under ESOP 2018 will be limited to 180,00,000 (One crore eighty lakhs only) equity shares of the Company of ₹ 1/- (Rupee One only).

**The salient features of ESOP 2018 are set out as per SEBI circular and are as under:**

### a) Brief description of ESOP 2018

The Company recognizes and appreciates the critical role played by the employees of the Company in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company, approval of the shareholders is being sought for issue of stock options under the ESOP 2018 to the Employees of the Company.

### b) The total number of options to be granted

A maximum of 180,00,000 (One crore eighty lakhs only) stock options, subject to adjustments as may be required due to any corporate action. Each stock option is exercisable into 1 (one) equity share of the Company of face value of ₹ 1 each.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

### c) Identification of classes of employees entitled to participate in the ESOP 2018

All permanent employees or directors of the Company, whether whole-time or not, or an employee of a subsidiary company or of a holding company or of an associate Company, but excludes:

- I. an employee who is a Promoter or belongs to the Promoter Group;
- II. a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company; and
- III. Independent director.

### d) Requirements of vesting and vesting period

The options granted shall vest so long as the employee continues to be in the employment of the Company, its subsidiaries, the holding company, associate company, as the case may be. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed

terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the maximum vesting period as specified below).

The options have a minimum vesting period of one year from the date of grant and a maximum vesting period of four years from the date of grant

**e) Maximum period within which the options shall be vested**

The options would vest not later than four years from the date of grant of options.

**f) Exercise price or pricing formula**

The options will be granted at an exercise price equal to the 'market price' which shall be the latest available closing price, prior to the date of the meeting of the Nomination and Remuneration Committee, in which options are granted on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered.

**g) Exercise period and the process of Exercise**

The Exercise period shall commence from the date of vesting of Options and would expire not later than four year from the date of vesting. The options so expired would be available for being re-granted at a future date.

The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee of the Company from time to time. The options will lapse if not exercised within the specified exercise period.

**h) The appraisal process for determining the eligibility of employees to the ESOP 2018**

The Eligible Employees as per the criteria determined by the Board can be granted Options based on performance linked parameters such as work performance, company performance, business performance and such other parameters as may be decided from time to time.

**i) Maximum number of Options to be issued per employee and in aggregate**

The total number of options that may be granted to any specific employee under one or more tranches during any one year shall not exceed 10,00,000 stock options and options that may be granted to any specific employee in aggregate shall not exceed 50,00,000 stock options.

**j) Whether the scheme is to be implemented and administered directly by the Company or through a Trust:**

The ESOP 2018 shall be implemented and administered by the Company directly.

**k) Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**

Company's ESOP 2018 scheme involves new issue of equity shares by the Company.

**l) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:**

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI SBEB Regulations and those issued by Institute of Chartered Accountants of India, including the disclosure requirements.

**m) The method which the company shall use to value its options whether fair value or intrinsic value**

The Company shall use the Fair Value method for valuation of the Options granted to calculate the employee compensation cost.



Regulation 6(1) of SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution. Further, as ESOP 2018 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013.

The Options to be granted under ESOP 2018 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOS 2018 conforms to the SBEB Regulations.

Your Board recommends the Special Resolution as set out in Item No. 6 for your approval.

Directors and/or Key Managerial Personnel of the Company or their relatives who may be granted Options under ESOP 2018 may be deemed to be concerned or interested in the Special Resolution. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

By order of the Board

**Ranjit Singh**

Company Secretary & Compliance Officer  
Membership No. A15442

Place: Noida  
Date: August 17, 2018

**Registered Office:**

18<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013  
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