

September 6, 2021

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex Bandra (E), Mumbai - 400 051	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001
--	---

Subject : Intimation under Regulation 30 of SEBI Listing Regulations

Ref. : Notices received from Yes Bank Limited

Dear Sir/Madam,

This is in reference to the captioned matter, wherein, Yes Bank Limited *vide* its e-mail dated September 4, 2021 has sent Special Notices dated September 3, 2021 to the Company. The Copy of the Special Notices along with copy of the responses by the Company to Yes Bank Limited are enclosed herewith.

The Company is further examining the above said Special Notices for such approvals as may be required including the steps to be taken to get the candidature of proposed new Directors cleared from necessary Authority *i.e.* Ministry of Information & Broadcasting, as prior approval from the Authority is a mandatory requirement.

This is for your information and records.

Yours truly,

For Dish TV India Limited

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



Enclosed: As Above

Date: September 03, 2021

To
The Board of Directors
Dish TV India Limited
18th Floor, A Wing
Marathon Futurex, N M Joshi Marg
Lower Parel, Mumbai 400 013
Maharashtra

Sirs,

Sub.: Special Notice under Section 169 of the Companies Act, 2013 for Removal of Directors

1. We, YES Bank Limited (“**the Bank**”), are a shareholder of Dish TV India Limited (“**Company**”), and hold, as on the date of this notice, 47,19,13,990 equity shares representing 25.63% (out of which 0.85% of shareholding is held in DP account of IDBI Trusteeship Services Ltd acting as trustee on behalf of YES Bank Limited) of the paid-up equity share capital of the Company.
2. Pursuant to the provisions of Section 169 read with Section 115 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, we, the Bank, a shareholder of the Company, hereby issue this Special Notice to the Company to move the following resolutions at the 33rd Annual General Meeting of the Company to be held on September 27, 2021:

Sl. no. 1

Removal of Dr. Rashmi Aggarwal (DIN No. 07181938) as a Director of the Company

To consider and pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Sections 115, 169 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Dr. Rashmi Aggarwal (DIN No. 07181938), who is currently serving as an Independent Director of the Company, be and is hereby removed from the office of a Director of the Company with effect from the date of this meeting; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Sl. no. 2

Removal of Mr. Bhagwan Das Narang (DIN No. 00826573) as a Director of the Company

To consider and pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Sections 115, 169 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Bhagwan Das Narang (DIN No. 00826573), who is currently serving as an Independent



Director of the Company, be and is hereby removed from the office of a Director of the Company with effect from the date of this meeting; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Sl. no. 3

Removal of Mr. Shankar Aggarwal (DIN No. 02116442) as a Director of the Company

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Sections 115, 169 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Shankar Aggarwal, (DIN No. 02116442), who is currently serving as an Independent Director of the Company, be and is hereby removed from the office of a Director of the Company with effect from the date of this meeting; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Sl. no. 4

Removal of Mr. Jawahar Lal Goel (DIN No. 00076462) as a Managing Director of the Company

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Sections 115, 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Jawahar Lal Goel (DIN No. 00076462), who is currently serving as the Managing Director and Chairperson of the Company, be and is hereby removed from the office of a Managing Director from the Board of the Company;

RESOLVED FURTHER THAT consequent to such removal, Mr. Jawahar Lal Goel (DIN No. 00076462) shall cease to be the Chairperson of the Company with effect from the date of this meeting; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”



Sl. no. 5

Removal of Mr. Ashok Mathai Kurien (DIN No. 00826573) as a Director of the Company

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Sections 115, 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Ashok Mathai Kurien (DIN No. 00826573), who is currently serving as a Non-executive, Non-independent Director of the Company, be and is hereby removed from the office of a Director of the Company with effect from the date of this meeting; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

3. Although there is no requirement, legally or otherwise, for the benefit of shareholders, it may be noted that the Bank has sought removal of the aforesaid directors on the following grounds:
- (a) The present board of directors of the Company (“**Board**”) has approved a rights issue process, pending objections raised with the Board by the Bank time and again, solely to dilute the shareholding of the Bank and to prejudice the interests of *inter alia* the Bank which is the single largest shareholder of the Company as of date;
 - (b) The Board is not acting in line with good corporate governance standards and is not a fair representation of the incumbent significant shareholders of the Company being various banks and financial institutions holding about ~45% shareholding in the Company. The Board is purportedly acting at the behest of certain minority shareholders holding merely ~6% of the shares in the Company. This is reflected from the fact that even though the Bank, vide various letters issued to the Board, asked the Board to desist from approving/conducting the proposed capital raising exercise by way of rights issue, the Board, without consulting the significant shareholders of the Company, went ahead to make a press announcement dated May 28, 2021 regarding its intention to proceed with a INR 1000 Cr. rights issue;
 - (c) The Board has completely side-lined the multiple requests of the Bank to reconstitute the Board, *inter alia*, by appointment of the nominee directors. In this regard, the Bank had issued letter dated June 19, 2021 to the Board emphasising the need for reconstitution of the Board and not to proceed with the rights issue process till such time as the Board is reconstituted. The Bank *vide* another letter dated June 25, 2021 sought induction of Mr. Akash Suri and Mr. Sanjay Nambiar as additional directors on the Board of DTIL who are part of the top management team of the Bank and have vast experience in their respective fields to take on the role of directors on the Board. However, the Board has not acted on the legitimate request of the Bank; and
 - (d) The Board has acted in complete haste and taken arbitrary decisions to proceed with the rights issue process (i) completely disregarding other viable and possible options for fund raising that would be in the best interest of the Company and its stakeholders, (ii) solely to cause prejudice and to defeat/dilute the rights and entitlements of the significant shareholders by diluting their stake in the Company, and (iii) even after



being aware that the matter is under consideration before the Securities and Exchange Board of India and the stock exchanges pursuant to our letter dated June 19, 2021.

4. Draft of the Explanatory Statement to be included in relation to the resolutions specified in Sl. Nos. 1, 2, 3, 4, and 5 of paragraph 2 above:

“On [*insert date*], the Company received a special notice from Yes Bank Limited (“**Bank**”), under Section 169 read with Section 115 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, to pass: (i) a Special Resolution for removal of Dr. Rashmi Aggarwal (independent director) and Mr. Bhagwan Das Narang (independent director) (*since they are currently serving their second term as independent director*); and (ii) an Ordinary Resolution for removal of Mr. Shankar Aggarwal (independent director), Mr. Jawahar Lal Goel (managing director and chairman), and Mr. Ashok Kurien (non-executive non-independent director) from the Board of Directors of the Company. The Bank is a shareholder of the Company and hold, as on the date of the special notice, 47,19,13,990 equity shares representing 25.63% of the paid-up equity share capital of the Company.

The Bank has sought removal of the aforesaid directors on the following grounds:

- (a) The present board of directors of the Company (“**Board**”) has approved a rights issue process, pending objections raised with the Board by the Bank time and again, solely to dilute the shareholding of the Bank and to prejudice the interests of *inter alia* the Bank which is the single largest shareholder of the Company as of date;
- (b) The Board is not acting in line with good corporate governance standards and is not a fair representation of the incumbent significant shareholders of the Company being various banks and financial institutions holding about ~45% shareholding in the Company. The Board is purportedly acting at the behest of certain minority shareholders holding merely ~6% of the shares in the Company. This is reflected from the fact that even though the Bank, vide various letters issued to the Board, asked the Board to desist from approving/conducting the proposed capital raising exercise by way of rights issue, the Board, without consulting the significant shareholders of the Company, went ahead to make a press announcement dated May 28, 2021 regarding its intention to proceed with a INR 1000 Cr. rights issue;
- (c) The Board has completely side-lined the multiple requests of the Bank to reconstitute the Board, *inter alia*, by appointment of the nominee directors. In this regard, the Bank had issued letter dated June 19, 2021 to the Board emphasising the need for reconstitution of the Board and not to proceed with the rights issue process till such time as the Board is reconstituted. The Bank *vide* another letter dated June 25, 2021 sought induction of Mr. Akash Suri and Mr. Sanjay Nambiar as additional directors on the Board of DTIL who are part of the top management team of the Bank and have vast experience in their respective fields to take on the role of directors on the Board. However, the Board has not acted on the legitimate request of the Bank; and
- (d) The Board has acted in complete haste and taken arbitrary decisions to proceed with the rights issue process (i) completely disregarding other viable and possible options for fund raising that would be in the best interest of the Company and its stakeholders, (ii) solely to cause prejudice and to defeat/dilute the rights and entitlements of the significant shareholders by diluting their stake in the Company, and (iii) even after being aware that the matter is under consideration before the Securities and Exchange Board of India and the stock exchanges pursuant to our letter dated June 19, 2021.



Pursuant to Section 115 of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014, the Company is required to inform the members about the proposed resolutions for removal of directors.

Pursuant to Section 169(4) of the Companies Act, 2013, the Director being sought to be removed has a right to make representation to the shareholders in the manner stated therein.

None of the Directors (other than those sought to be removed), manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.”

5. As the 33rd Annual General Meeting of the Company is proposed to be held on September 27, 2021, no separate requisition for an extra-ordinary general meeting under Section 100(2) of the Companies Act, 2013 is being made. In accordance with Section 115 of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014, this notice has been issued more than 14 days (excluding the date of the notice and the date of the meeting) before the date of the proposed 33rd Annual General Meeting of the Company to be held on September 27, 2021. In accordance with Rule 23 of the Companies (Management and Administration) Rules, 2014, the Company is required to, at least 7 days before the date of the 33rd Annual General Meeting, give its members notice of the resolutions.
6. You are therefore called upon to forthwith take all necessary actions in accordance with the Companies Act, 2013 and the Rules framed thereunder for inclusion of the above matters as agenda items in the forthcoming 33rd Annual General Meeting of the Company to be held on September 27, 2021, failing which (i) the same shall be, *inter alia*, construed as a contravention of the provisions of Companies Act, 2013 and punishable under Section 172 and other provisions of the Companies Act, 2013; (ii) we shall be constrained to take necessary actions, including requisitioning an extra-ordinary general meeting of the shareholders of the Company under Section 100(2) of the Companies Act, 2013.

For YES Bank Limited

Name: Shivahand Shettigar
Title: Company Secretary



Name of the Member:	YES Bank Limited
Number of shares held:	47,19,13,990
Percentage Holding:	25.63 %
Registered Office Address:	YES Bank House, Off Western Express Highway, Santacruz (East) Mumbai – 400055, Maharashtra, India

Date: September 03, 2021

To
The Board of Directors
Dish TV India Limited
18th Floor, A Wing
Marathon Futurex, N M Joshi Marg
Lower Parel, Mumbai 400 013
Maharashtra

Sirs,

Sub.: Notice under Section 160 of the Companies Act, 2013 for Appointment of Directors

1. We, YES Bank Limited, are the shareholders of Dish TV India Limited (“**Company**”), and hold, as on the date of this notice, 47,19,13,990 equity shares representing 25.63% (out of which 0.85% of shareholding is held in DP account of IDBI Trusteeship Services Ltd acting as trustee on behalf of YES Bank Limited) of the paid-up equity share capital of the Company.
2. Pursuant to the provisions of Section 160(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, we, YES Bank Limited, hereby issue this notice, to propose the candidature of the following individuals for appointment as directors on Board of Directors (“**Board**”) of the Company by passing necessary resolution(s) at the 33rd Annual General Meeting of the Company proposed to be held on September 27, 2021:
 - a) Mr Akash Suri (DIN:09298275), residing at Mumbai as Non-Executive Non-Independent Director;
 - b) Mr. Sanjay Nambiar (DIN:09298330), residing at Mumbai as Non-Executive Non-Independent Director;
 - c) Mr. Vijay Bhatt (DIN:00751001), residing at Mumbai as Independent Director;
 - d) Ms Haripriya Padmanabhan (DIN:09292046) residing at New Delhi as Independent Director;
 - e) Mr Girish Paranjpe (DIN: 02172725), residing at Bangalore as Independent Director;
 - f) Mr Narayan Vasudeo Prabhutendulkar (DIN:00869913), residing at Bangalore as Independent Director; and
 - g) Mr Arvind Nachaya (DIN:09302254), residing at Bangalore as Independent Director.
3. A demand draft bearing no. 045033 dated September 02,2021 and a demand draft bearing no. 045034 dated September 02, 2021 each for an amount of INR 1,00,000/- (Indian Rupees One Lakh), drawn on Dish TV India Limited, towards deposit as per Section 160(1) of the Companies Act, 2013 for proposing the candidature of Mr. Akash Suri and Mr. Sanjay Nambiar is enclosed herewith. In accordance with proviso to Section 160(1) of the Companies Act, 2013, no such deposit is required in relation to proposed candidature for appointment of the independent directors.



4. We have enclosed the draft of the resolutions and information about the proposed directors to be appointed to the Board of the Company in **Annexure 1** of this letter, to be included in the explanatory statement to the notice of the 33rd Annual General Meeting of the Company, to be issued to the shareholders of the Company. Draft of the explanatory statement against each resolution is also specified in Annexure 1.
5. In addition to the above documents, please also find enclosed in **Annexure 2** of this letter, the following documents from each of the proposed directors:
 - a. Self-certified identification proof;
 - b. Self-certified proof of address;
 - c. Form DIR-2 – Consent to act as director of the Company;
 - d. Form DIR-8 – Intimation by director; and
 - e. Declaration of independence (by Mr. Vijay Bhatt, Ms. Haripriya Padmanabhan, Mr. Girish Paranjpe, Mr. Narayan Vasudeo Prabhutendulkar, and Mr. Arvind Nachaya - proposed independent directors).

Form MBP-1 (Notice of interest by a director) will be submitted by the proposed directors on the date of their appointment or subsequently, but prior to the first Board meeting of the Company which they attend as a director.

6. You are requested to forthwith take all necessary actions for inclusion of the above matters as an agenda item in the forthcoming 33rd Annual General Meeting of the Company to be held on September 27, 2021, failing which (i) the same shall be, inter alia, construed as a contravention to the provisions of Companies Act, 2013 and be punishable under Section 172 and other provisions of the Companies Act, 2013; and (ii) we shall be constrained to take necessary actions, including requisitioning an extra-ordinary general meeting of the shareholders of the Company under Section 100(2) of the Companies Act, 2013.

For YES Bank Limited



Name: Shivanand Shettigar
Title: Company Secretary

<u>Name of the Member:</u>	YES Bank Limited
<u>Number of shares held:</u>	47,19,13,990
<u>Percentage Holding:</u>	25.63 %
<u>Registered Office Address:</u>	YES Bank House, Off Western Express Highway, Santacruz (East) Mumbai – 400055, Maharashtra, India



Annexure 1

Drafts of resolutions and explanatory statement containing details of the proposed Directors

SI no. 1

Appointment of Mr. Akash Suri (DIN: 09298275) as Non-Executive Non-Independent Director of the Company

“RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions, if any, of Companies Act, 2013 and the Rules framed thereunder, Mr Akash Suri (DIN:09298275) , in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 along with requisite deposit of Indian Rupees One Lakh, proposing his candidature for the office of a director of the Company, be and is hereby appointed with effect from the date of this 33rd Annual General Meeting of the Company as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Draft Explanatory Statement:

“On [*Insert Date*], the Company received a notice in writing from YES Bank Limited, a member of the Company, along with the requisite deposit amount of Indian Rupees One Lakh under Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Akash Suri (DIN:09298275) for the office of director on the Board of the Company, as a Non-Executive Non-Independent Director, liable to retire by rotation.

The appointment of Mr. Akash Suri shall be effective forthwith upon approval by the members in the 33rd Annual General Meeting of the Company. Mr Akash Suri is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as director of the Company. In this regard, the Company has received an intimation from Director in Form DIR-8 under Section 164(2) of the Companies Act, 2013 and consent to act as a Director in Form DIR-2.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to the Notice is being issued by adding Item No. [●] as Special Business for appointment of Mr Akash Suri as a Non-Executive Non-Independent Director, liable to retire by rotation.

None of the Directors, manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 with respect to Director seeking appointment, to the extent provided by him along with Notice under Section 160 of the Companies Act, 2013:

Name	Akash Suri
Director Identification Number	09298275
Date of Birth	15/03/1982
Age	39 Years



Qualifications	BE- Information Technology, PGP MGMT, FRM.
Experience	16 years
Nature of expertise in specific functional areas	Banking and finance
Brief Resume	<p>Akash Suri is Country Head: Stressed Asset Management at YES Bank and part of the top leadership team of the Bank.</p> <p>He is a seasoned banking professional with deep experience across various business lines within banking & financial services. He has worked across strategic teams / various areas. Currently, he is leading the Stressed Asset Vertical in the Bank.</p> <p>Akash leads the resolution and rehabilitation of the corporate stressed assets portfolio in the Bank. This involves financial & operational restructuring, turnaround or special situation financing, rehabilitation of distressed assets across industry sectors. In this role, he is at the helm of finding resolution in highly complicated and diverse situation surrounding stressed assets. He is a regular speaker and a subject matter expert on Stressed Asset Resolution and Turnaround.</p> <p>He has ~ 16 years of experience in various capacities and in leading organizations like GENPACT, HSBC India & YES Bank.</p> <p>He is an Engineer and Postgraduate in Management from MICA Ahmedabad. He is also done ILPSIE from INSEAD (France / Singapore) and is an Alumni of INSEAD.</p>
Terms and conditions of appointment	Appointment as a Non-Executive Non-Independent Director, liable to retire by rotation
Date of first appointment to the board	Not Applicable
Details of remuneration sought to be paid	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other key managerial personnel of the Company	Not Applicable
No. of meeting of the Board attended during the year (this relates to previous term of appointment, if any, in the Company)	Not Applicable
Directorships held in other public companies	Not Applicable
Directorship held in other companies	Not Applicable
Committee position held in other companies	Not Applicable



SI no. 2

Appointment of Mr. Sanjay Nambiar (DIN: 09298330) as Non-Executive Non-Independent Director of the Company

“RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions, if any, of Companies Act, 2013 and the Rules framed thereunder, Mr. Sanjay Nambiar (DIN:09298330) in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 along with requisite deposit of Indian Rupees One Lakh, proposing his candidature for the office of a director of the Company, be and is hereby appointed with effect from the date of this 33rd Annual General Meeting of the Company as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Draft Explanatory Statement:

“On [Insert Date], the Company received a notice in writing from YES Bank Limited, a member of the Company, along with the requisite deposit amount of Indian Rupees One Lakh under Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Sanjay Nambiar (DIN: 09298330) for the office of director on the Board of the Company, as a Non-Executive Non-Independent Director, liable to retire by rotation.

The appointment of Mr. Sanjay Nambiar shall be effective forthwith upon approval by the members in the 33rd Annual General Meeting of the Company. Mr. Sanjay Nambiar is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as director of the Company. In this regard, the Company has received an intimation from Director in Form DIR-8 under Section 164(2) of the Companies Act, 2013 and consent to act as a Director in Form DIR-2.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to the Notice is being issued by adding Item No. [●] as Special Business for appointment of Mr. Sanjay Nambiar as a Non-Executive Non-Independent Director, liable to retire by rotation.

None of the Directors, manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 with respect to Director seeking appointment, to the extent provided by him along with Notice under Section 160 of the Companies Act, 2013:

Name	Sanjay Nambiar
Director Identification Number	09298330
Date of Birth	30/03/1971
Age	50 Years
Qualifications	LLM
Experience	More than 25 Years



Nature of expertise in specific functional areas	Law and Banking
Brief Resume	<p>Mr. Sanjay Nambiar holds a master's degree in law (LLM) from the Calicut University, Kerala. He started his legal career as an Advocate and practiced before various courts in Kerala including the Hon'ble Kerala High Court for close to 7 years.</p> <p>Thereafter, Mr. Nambiar served as a legal officer in the Kerala State Industrial Development Corporation Ltd., IDBI Bank Limited, ICICI Bank Ltd. and briefly in Asset Reconstruction Company of India Ltd. (ARCIL). Mr. Nambiar is associated with YES Bank Limited since 2010 and is presently officiating as a Senior Group President and General Counsel at YES Bank.</p> <p>Mr. Nambiar's areas of expertise include corporate finance, structured finance, stressed assets management, investment banking, private equity, international banking, corporate restructuring/resolution, retail banking, HR, and strategic litigation management.</p> <p>Mr. Nambiar has been reckoned by Indian Corporate Counsel Association (ICCA) as India's finest In-House Counsel and has also been featured in the GC Powerlist multiple times by Legal 500 by the Association of Corporate Counsel (ACC) along with International Bar Association (IBA).</p>
Terms and conditions of appointment	Appointment as a Non-Executive Non-Independent Director, liable to retire by rotation
Date of first appointment to the board	Not Applicable
Details of remuneration sought to be paid	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other key managerial personnel of the Company	Not Applicable
No. of meeting of the Board attended during the year (this relates to previous term of appointment, if any, in the Company)	Not Applicable
Directorships held in other public companies	Not Applicable
Directorship held in other companies	Not Applicable
Committee position held in other companies	Not Applicable

SI no. 3

Appointment of Mr. Vijay Bhatt (DIN: 00751001) as an Independent Director of the Company

RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions, if any, read with Schedule IV of Companies Act, 2013 and the Rules framed thereunder, Mr. Vijay Bhatt (DIN:00751001), in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of an



independent director of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years, commencing from September 27, 2021 to September 26, 2026; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Draft Explanatory Statement:

“On [*Insert Date*], the Company received a notice in writing from YES Bank Limited, a member of the Company, under Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Vijay Bhatt (DIN:00751001) for the office of a director of the Company, as an Independent Director.

The appointment of Mr. Vijay Bhatt shall be effective forthwith upon approval by the members in the 33rd Annual General Meeting of the Company. Mr Vijay Bhatt is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as director of the Company. Mr. Vijay Bhatt has submitted a declaration of his independence to the Company. In this regard, the Company has received an intimation from Director in Form DIR-8 under Section 164(2) of the Companies Act, 2013, consent to act as a Director in Form DIR-2 and a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to the Notice is being issued by adding Item No. [●] as Special Business for appointment of Mr Vijay Bhatt as an Independent Director, not liable to retire by rotation.

None of the Directors, manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 with respect to Director seeking appointment, to the extent provided by him along with Notice under Section 160 of the Companies Act, 2013:

Name	Vijay Bhatt
Director Identification Number	00751001
Date of Birth	9 th May 1959
Age	62 Years
Qualifications	Chartered Accountant
Experience	35 Years
Nature of expertise in specific functional areas	Auditing
Brief Resume	Mr. Vijay N Bhatt is a qualified Chartered Accountant (1984) and a Bachelor in Law (Gen) (1986). He has 35 years of experience in large, medium and small Indian and multinational businesses. Being in the audit profession, he has a good understanding of the business environment, business risks, controls, accounting



	and financial reporting issues relevant to businesses operating in India. He was with KMPG for over 10 years (Senior Independent Director), with E&Y for 2 years and with R S M & Co. Chartered Accountants for 19 years and for 18 months with Lovelock Lewis. He has been a member of various committees of the Institute of Chartered Accountants of India, such as: Accounting Standard Board, Audit Standard Board, Information Technology Committee, Financial Reporting Review Group and Professional Development Committee of WIRC. Currently, he is on the Board of Bandhan Bank Limited, Inspira Enterprise India Limited, Qontrac Prints Private Limited.
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years
Date of first appointment to the board	Not Applicable
Details of remuneration sought to be paid	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other key managerial personnel of the Company	Not Applicable
No. of meeting of the Board attended during the year (this relates to previous term of appointment, if any, in the Company)	Not Applicable
Directorships held in other public companies	Bandhan Bank Limited, Inspira Enterprises Limited
Directorship held in other companies	Qontrac Prints Private Limited
Committee position held in other companies	Bandhan Bank Limited (Chairman - Audit Committee), Inspira Enterprises Private Limited (Chairman -Audit Committee)

SI no. 4

Appointment of Ms. Haripriya Padmanabhan (DIN: 09292046) as an Independent Director of the Company

RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions, if any, read with Schedule IV of Companies Act, 2013 and the Rules framed thereunder, Ms. Haripriya Padmanabhan (DIN: 09292046), in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of an independent director of the Company, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from September 27, 2021 to September 26, 2026; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of



necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Draft Explanatory Statement:

“On [*Insert Date*], the Company received a notice in writing from YES Bank Limited, a member of the Company, under Section 160(1) of the Companies Act, 2013, proposing the candidature of Ms Haripriya Padmanabhan (DIN:09292046) for the office of a director of the Company, as an Independent Director.

The appointment of Ms. Haripriya Padmanabhan shall be effective forthwith upon approval by the members in the 33rd Annual General Meeting of the Company. Ms. Haripriya Padmanabhan is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given her consent to act as director of the Company. Ms. Haripriya Padmanabhan has submitted a declaration of her independence to the Company. In this regard, the Company has received an intimation from Director in Form DIR-8 under Section 164(2) of the Companies Act, 2013, consent to act as a Director in Form DIR-2 and a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to the Notice is being issued by adding Item No. [●] as Special Business for appointment of Ms. Haripriya Padmanabhan, as an Independent Director, not liable to retire by rotation.

None of the Directors, manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 with respect to Director seeking appointment, to the extent provided by him along with Notice under Section 160 of the Companies Act, 2013:

Name	Haripriya Padmanabhan
Director Identification Number	09292046
Date of Birth	30 th May 1976
Age	45 Years
Qualifications	LLB
Experience	23 Years
Nature of expertise in specific functional areas	Commercial and corporate laws
Brief Resume	Haripriya Padmanabhan is a Litigation Counsel specialising in commercial and corporate laws with about 23 years of experience. She graduated from National Law School of India University in 1998 and started her career at Amarchand & Mangaldas & Suresh A. Shroff & Co, New Delhi in December 1998, where she was part of the Litigation Team headed by Ms Pallavi Shroff. Thereafter Haripriya briefly worked with Senior Advocate C.S.Vaidyanathan before joining the Chambers of Mr K.K.Venugopal, Senior Advocate where she worked for about 6 years. She has been practicing independently since 2008 handling various



	Corporate/Commercial/Civil litigation and Arbitrations
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years
Date of first appointment to the board	Not Applicable
Details of remuneration sought to be paid	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other key managerial personnel of the Company	Not Applicable
No. of meeting of the Board attended during the year (this relates to previous term of appointment, if any, in the Company)	Not Applicable
Directorships held in other public companies	Not Applicable
Directorship held in other companies	Not Applicable
Committee position held in other companies	Not Applicable

SI no. 5

Appointment of Mr. Girish Paranjpe (DIN:02172725) as an Independent Director of the Company

RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions, if any, read with Schedule IV of Companies Act, 2013 and the Rules framed thereunder, Mr Girish Paranjpe (DIN: 02172725), in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of an independent director of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from September 27, 2021 to September 26, 2026; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Draft Explanatory Statement:

“On [*Insert Date*], the Company received a notice in writing from YES Bank Limited, a member of the Company, under Section 160 (1) of the Companies Act, 2013, proposing the candidature of Mr. Girish Paranjpe (DIN: 02172725) for the office of a director of the Company, as an Independent Director.

The appointment of Mr. Girish Paranjpe shall be effective forthwith upon approval by the members in the 33rd Annual General Meeting of the Company. Mr. Girish Paranjpe is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as director of the Company. Mr. Girish Paranjpe has submitted a declaration of his independence to the Company. In this regard, the Company has received intimation from Director in Form DIR-8 under Section 164(2) of the Companies Act, 2013, consent to act as a Director in Form DIR-2 and a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the



above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to the Notice is being issued by adding Item No. [●] as Special Business for appointment of Mr Girish Paranjpe as an Independent Director, not liable to retire by rotation.

None of the Directors, manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 with respect to Director seeking appointment, to the extent provided by him along with Notice under Section 160 of the Companies Act, 2013:

Name	Girish Paranjpe
Director Identification Number	02172725
Date of Birth	20 th March 1958
Age	63 Years
Qualifications	Chartered Accountant, Cost and Works Accountant
Experience	35 Years
Nature of expertise in specific functional areas	Finance /Information Technology
Brief Resume	<p>Mr. Girish Paranjape, 63 years, served as the Co-CEO of Wipro's IT Business from 2008-2011 and was a member of the Board of Directors Wipro Ltd. He is a Commerce graduate and a member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountants of India.</p> <p>He served Wipro Limited, India's third biggest software company, for over two decades, contributing to rise of India's IT Industry from its infancy to its current globally dominant position. He lead the Wipro's IT business worth USD 5.8 billion and employee strength of over one lakh, spread over 54 countries. More recently, he was the Managing Director for Bloom Energy International, a silicon valley based alternative energy company. He, along with his IT industry colleagues, has promoted a venture fund, Exfinity Venture Partners, which invests in tech start -ups. He is also a General Partner at Exfinity.</p> <p>He is an Operating Partner with Advent International, a private equity firm headquartered at Boston. He is also on Advent's advisory board and serves on the boards of two Advent invested companies Modenik Lifestyle Private Limited (erstwhile Dixcy Textiles Private Limited) and ASK Investment Managers. He is an independent director on well-known publicly limited companies such as CRISIL Ltd. (subsidiary of S&P Global) Axis Bank, Max Life Insurance Company Limited etc.</p>

Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years
Date of first appointment to the board	Not applicable
Details of remuneration sought to be paid	Not applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other key managerial personnel of the Company	Not Applicable
No. of meeting of the Board attended during the year (this relates to previous term of appointment, if any, in the Company)	Not applicable
Directorships held in other public companies	ASK Investment Managers Limited, Axis Bank Limited, CRISIL Limited, IBS Software Pte. Ltd., Singapore, CRISIL Irevna UK Limited, Max Life Insurance Company Limited.
Directorship held in other companies	Modenik Lifestyle Private Limited (earlier known as Dixcy Textiles Private Limited)
Committee position held in other companies	<p>CRISIL Ltd. (Member - Audit Committee Chairman -Risk Committee, Chairman - stakeholder relationship committee)</p> <p>Modenik Lifestyle Private Limited i.e erstwhile Dixcy Textiles Private Limited (Chairman -Audit Committee)</p> <p>IBS Software Pte Ltd, Singapore (Chairman-Audit Committee)</p> <p>Ask Investment Managers Limited (Member - Audit Committee)</p> <p>Axis Bank (Member - Nomination and remuneration Committee, Chairman - Audit Committee, Member - IT Committee).</p> <p>Max Life Insurance Company Limited (Member -Audit Committee)</p>

SI no. 6

Appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN:00869913) as an Independent Director of the Company

RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions, if any, read with Schedule IV of Companies Act, 2013 and the Rules framed thereunder, Mr. Narayan Vasudeo Prabhutendulkar (DIN:00869913), in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of an independent director of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from September 27, 2021 to September 26, 2026; and.



RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution.”

Draft Explanatory Statement:

On [Insert Date], the Company received a notice in writing from YES Bank Limited, a member of the Company, under Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Narayan Vasudeo Prabhutendulkar (DIN:00869913) for the office of a director of the Company, as an Independent Director.

The appointment of Mr. Narayan Vasudeo Prabhutendulkar shall be effective forthwith upon approval by the members in the 33rd Annual General Meeting of the Company. is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as director of the Company. Mr. Narayan Vasudeo Prabhutendulkar has submitted a declaration of his independence to the Company. In this regard, the Company has received and the intimation from Director in Form DIR-8 under Section 164(2) of the Companies Act, 2013, consent to act as a Director in Form DIR-2 and a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to the Notice is being issued by adding Item No. [●] as Special Business for appointment of Mr. Narayan Vasudeo Prabhutendulkar an Independent Director, not liable to retire by rotation.

None of the Directors, manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 with respect to Director seeking appointment, to the extent provided by him along with Notice under Section 160 of the Companies Act, 2013:

Name	Narayan Vasudeo Prabhutendulkar
Director Identification Number	00869913
Date of Birth	22/12/1957
Age	63 Years
Qualifications	Chartered Accountant/ Company Secretary
Experience	37 Years
Nature of expertise in specific functional areas	Finance, General Management & Operations
Brief Resume	Mr. Tendulkar is a qualified Chartered Accountant (1981) and Company Secretary (1987). He has more than 37 years of experience in Finance, General Management & Operations in IT, Telecom and Manufacturing industries. He has extensive experience working with American & European based multinational organisations and has successfully resolved multi-dimensional, dynamic & challenging issues.



	<p>He was an Executive Director with Hewlett Packard Enterprise India Limited for almost 14 years. He was also associated with many IT Companies including Tata Telecom, AT & T, USA, Digital Global Soft etc. Currently, he is acting as in Independent Director of Bandhan Bank Limited, Centrum Capital Limited, Siemens Gamesa Renewable Power Private Limited, ASA Corporate Catalyst India Private Limited.</p> <p>Mr. Tendulkar is the recipient of many awards such as CFO 100 Roll of Honor in 2012 and 2016 from 9.9 Media, Best CFO of HP worldwide and CNBC TV 18 CFO award.</p>
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years
Date of first appointment to the board	Not applicable
Details of remuneration sought to be paid	Not applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other key managerial personnel of the Company	Not applicable
No. of meeting of the Board attended during the year (this relates to previous term of appointment, if any, in the Company)	Not applicable
Directorships held in other public companies	Bandhan Bank Limited, Centrum Capital Limited,
Directorship held in other companies	Siemens Gamesa Renewable Power Private Limited, ASA Corporate Catalyst India Private Limited
Committee position held in other companies	<p>Bandhan Bank Limited (Chairman of Stakeholder Relation committee and Member of IT committee & customer service committee)</p> <p>Centrum Capital Limited (member of audit committee)</p> <p>Corporate Catalysts India Pvt Ltd (Member of audit committee)</p>

SI no. 7

Appointment of Mr. Arvind Nachaya Mapangada (DIN:09302254) as an Independent Director of the Company

RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions, if any, read with Schedule IV of Companies Act, 2013 and the Rules framed thereunder, Mr. Arvind Nachaya Mapangada, (DIN:09302254), in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of an independent director of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013, be and is hereby appointed as



an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from September 27, 2021 to September 26, 2026; and

RESOLVED FURTHER THAT, any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any queries / questions / doubts in connection with the aforesaid resolution and to do all such acts, deed and things, including, but not limited to, filing of necessary e-forms with the Registrar of Companies, as may be deemed necessary to give effect to this resolution."

Draft Explanatory Statement:

On [*Insert Date*], the Company received a notice in writing from YES Bank Limited, a member of the Company, under Section 160 (1) of the Companies Act, 2013, proposing the candidature of Mr. Arvind Nachaya Mapangada (DIN: 09302254) for the office of a director of the Company, as an Independent Director.

The appointment of Mr. Arvind Nachaya Mapangada shall be effective forthwith upon approval by the members in the 33rd Annual General Meeting of the Company. Mr. Arvind Nachaya Mapangada is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as director of the Company. Mr. Arvind Nachaya Mapangada has submitted a declaration of his independence to the Company. In this regard, the Company has received an intimation by Director in Form DIR-8 under Section 164(2) of the Companies Act, 2013, consent to act as a Director in Form DIR-2 and a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to the Notice is being issued by adding Item No. [●] as Special Business for appointment of Mr Arvind Nachaya Mapangada as an Independent Director, not liable to retire by rotation.

None of the Directors, manager or key managerial personnel of the Company, or their respective relatives, is directly or indirectly concerned or interested (financially or otherwise) in this resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 with respect to Director seeking appointment, to the extent provided by him along with Notice under Section 160 of the Companies Act, 2013:

Name	Arvind Nachaya Mapangada
Director Identification Number	09302254
Date of Birth	28 th September 1972
Age	48 Years
Qualifications	MBA
Experience	22 Years
Nature of expertise in specific functional areas	Management Consulting/ Banking and Finance
Brief Resume	Mr. Arvind Nachaya has completed MBA from ICFAI. He has an overall corporate work experience of over 22 years. Mr. Nachaya is an independent management consultant and executive coach. He is a founder of consulting firm Solutions at Source Consulting. Mr. Nachaya has experience in the field of Banking and Finance and has worked in



	various esteemed financial institutions such as ICICI Bank, Citi Bank, HSBC Bank
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years
Date of first appointment to the board	Not applicable
Details of remuneration sought to be paid	Not applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other key managerial personnel of the Company	Not applicable
No. of meeting of the Board attended during the year (this relates to previous term of appointment, if any, in the Company)	Not applicable
Directorships held in other public companies	Not applicable
Directorship held in other companies	Not applicable
Committee position held in other companies	Not applicable



September 6, 2021

Yes Bank Limited
Yes Bank House,
Off Western Express Highway,
Santacruz (East), Mumbai – 400 055

Kind Attn: Mr. Shivanand R. Shettigar, Company Secretary

Reference: Special Notice under Section 169 of the Companies Act, 2013 for removal of Directors

Dear Sir,

This is with reference to Yes Bank Limited's ("YBL") letter dated September 3, 2021 to the Board of Dish TV India Limited ("DTIL"), under Section 169 of the Companies Act, 2013 regarding removal of certain Directors of DTIL, at the ensuing Annual General Meeting of the Company scheduled to be held on September 27, 2021.

In this regard, we would like to refer to our other letter of even date, sent in response to your Special Notice dated September 3, 2021 for appointment of Directors on the board of DTIL. Contents of the said letter are being reiterated and not being repeated for the sake of brevity.

We would like to bring to your notice that, on the request of the Management of the Company, the Board of Directors had appointed a Sub-Committee (comprising of all Independent Directors) to consider various options for fund raising. Subsequently after much deliberation and basis recommendation of such Sub-Committee, the Board of Directors had, on June 21, 2021, decided to raise further capital *vide* a Rights Issue, subject to receipt of such corporate, regulatory and other approval(s) / consent(s), as may be required under applicable rules, regulations and laws, to ensure smooth continuity of the business and to protect the interest of all its stakeholders.

Separately, we would like to refer Regulation 17 (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') which reads as under:

"The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors."



In terms of the above mentioned regulations, the Board of DTIL is mandatorily required to comprise of atleast six Directors, which is the current composition of the Board.

In view of the above requirement for the Board of DTIL to have atleast six Directors, your request for moving resolutions to the shareholders of DTIL for removal of certain Directors can be undertaken by DTIL only post the approval of the candidature of the proposed new Directors by Ministry of Information and Broadcasting ("MIB"), and other requisite approval(s). We believe that removal of any Director of the Board of DTIL without the Company being in a position to make any new appointment, will be in contravention of the applicable laws.

In view of the above, we would like to inform you that your proposed resolutions for the removal of Directors of DTIL can be placed before the Shareholders of the Company only post receipt of approval of the MIB and other requisite approvals for appointment of new directors, within the statutory timelines.

Thanking you,

For Dish TV India Limited

Ranjit Singh

Corporate Head - Legal & Company Secretary



Copy to:

Mr. Prashant Kumar, Managing Director & CEO
Yes Bank Ltd.

September 6, 2021

Yes Bank Limited
Yes Bank House,
Off Western Express Highway,
Santacruz (East), Mumbai – 400 055

Kind Attn: Mr. Shivanand R. Shettigar, Company Secretary

Reference: Notice under Section 160 of the Companies Act, 2013 for Appointment of Directors

Dear Sir,

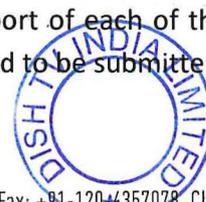
This is with reference to Yes Bank Limited's ("YBL") letter dated September 3, 2021 to the Board of Dish TV India Limited ("DTIL"), under Section 160 of the Companies Act, 2013 regarding appointment of two Non-Executive Directors and five Independent Directors on the Board of Directors ("Board") of DTIL, at the ensuing Annual General Meeting of the Company scheduled to be held on September 27, 2021.

In this regard, we would like to bring to your kind attention, clause 5.10 of the Up-linking Guidelines of the Ministry of Information and Broadcasting ('MIB'), Government of India, which the Company requires to comply with. The said clause is reproduced herein below for your ready reference:

"Clause 5.10: It will be obligatory on the part of the company to take prior permission from the Ministry of Information & Broadcasting before effecting any change in the CEO/ Board of Directors."

In terms of the above mentioned clause, prior approval of the MIB is required to be obtained, before effecting any change in the CEO / Board of Directors of the Company.

In view of your request for the appointment of Directors, it is obligatory on part of the Company to seek prior approval of the MIB, before moving the said proposal before the Shareholders of the Company. Along with the Application for seeking approval, certain information about the incumbent Directors is required to be furnished. We are attaching herewith the format in which the information about the Directors proposed to be appointed is required to be furnished and we request you to provide the information at the earliest to enable the Company to make the application. Along with the required information, you are also requested to send five duly executed self-declarations in the attached format by each of the proposed Directors and five copies of Self attested KYC documents viz. PAN, Aadhar and Passport of each of the proposed Directors at the Corporate Office of the Company, which are required to be submitted along with the Application to the MIB.



Upon submission of the Application, we shall furnish a copy of the same to you, so that, in case you desire to pursue the same with MIB, the same can be done by you. The Company shall, in any event, pursue the Application with MIB for approval.

It is pertinent to mention that in case the said approval of the MIB is not received within the statutory timelines, then the Company shall not be in a position to place your proposal at the ensuing Annual General Meeting of the Company in terms of the applicable provisions of the Companies Act, 2013.

Thanking you,

For Dish TV India Limited

Ranjit Singh

Corporate Head - Legal & Company Secretary



Attached: Format of the Annexure for the Application

Copy to:

Mr. Prashant Kumar, Managing Director & CEO

Yes Bank Ltd.

Application Proforma for Security Clearance (Uplinking and Downlinking)

I. Details in respect of Company/Firm/Foreign)

S. No.	Full Name of the Company and its foreign collaborator, if any	Date of Registration of the Company	Address of Head Office, Regional Offices and Registered Offices	Previous name of the Company, if any	Details of earlier approval, if any (Ref. No. and Date)	Name of channel Indian/ Foreign channel with complete details	Name of Satellite	Name of Teleport

II. Details in respect of Directors/Key Executives

S. No.	Full Name of Board of Directors and Executives	Present position held with date (since when)	Date of birth	Parentage	Present and Permanent Address	Nationality	Passport Nos. and issue date, if any.	Contact Address and Telephone Number

III. Details of Shareholders of applicant company

(All firms/companies/entities/individuals having shareholding more than 10%)

S. No.	Full Name	Parentage Father/ Mother	Date of birth	Permanent Address	Present Address	Present position held in the company, if any	Nationality (if holding dual nationality, both must be clearly mentioned)	% of Shares held in the Company

IV. Details of criminal cases, if any, against the Company/Director (s) as per Annexure

Self-declaration for company and Director (s) for whom security clearance is sought

a. Name & address and registration number of the Company

b. Name and address of owners, promoters and directors of the company

1. _____
2. _____
3. _____
4. _____

c. Is the company owners, promoters or directors listed above , the subject of any

1. Preventive detention proceedings (PSA/NSA etc.) Yes/No
2. Criminal proceedings Yes/No

d. If yes, please provide following details

1. Detention/Case/FIR/Warrant Number :
2. Police Station/District/Agency :
3. Section of Law :
4. Name and place of the Court :

e. The above mentioned details are in respect of both Indian and any other foreign country.

NOTE: The above self-declaration is required to be filled and signed by the authorized signatory of the Company.