

May 30, 2023

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: - DISHTV	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: - 532839
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Subject. : Annual Secretarial Compliance Report for the Financial Year 2022-23

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report for the Company, issued by Mr. Jayant Gupta, Practicing Company Secretaries of M/s Jayant Gupta & Associates, for the Financial Year 2022-23.

This is for your information and records.

Thanking you,

Yours faithfully,
For Dish TV India Limited



Ranjit Singh
Company Secretary & Compliance Officer
Membership No: A15442
Contact No. +91-120-504-7000

Encl. as above

**SECRETARIAL COMPLIANCE REPORT
OF DISH TV INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

We, **Jayant Gupta & Associates, Company Secretaries** have conducted the review of the compliances of the applicable statutory provisions and the adherence to good corporate practices by **DISH TV INDIA LIMITED** having **CIN: L51909MH1988PLC287553** (hereinafter called "the Company"/"the listed entity"), having its **Registered Office at Office No. 803, 8th Floor, DLH Park, S. V. Road, Goregaon (West), Mumbai – 400062, Maharashtra**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the **financial year ended on March 31, 2023**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Jayant Gupta & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

I (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1	Regulation 17 of SEBI (LODR) Regulations, 2015	17 (1)	Composition of Board is not as per the Regulation.	BSE and NSE	Penalty imposed	Composition of Board is not as per the Regulation for the quarters ending March 31, 2022, June 30, 2022, September 30, 2022, December 31, 2022 and March 31, 2023	Rs. 10,000 on 20/05/2022; Rs. 4,55,000 on 22/08/2022; Rs. 4,60,000 on 21/11/2022; Rs. 4,45,000 on 21/02/2023 by each of NSE and BSE;	The composition of the Board was not being complied with due to non-approval of the resolutions for the appointment/ re-appointment of Directors by the shareholders of the Company. The Penalty amounts have been paid for all the quarters.	The non-compliance in respect of not having the minimum number of directors on the Board arose on account of non-approval of the appointment/ reappointment of directors by the Shareholders of Company from time to time. Also, in terms of the Uplinking Guidelines of Ministry of Information and Broadcasting ('MIB'), prior approval of MIB is required to be obtained before appointing a Director on the Board. The said cessations were beyond the control of Board/ NRC/Company and the said cessation	N.A.

Note: Penalty amounts are excluding of GST amount.



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<p>arose solely on account of the shareholders not approving the said appointments/ re-appointment.</p> <p>The Board in its capacity has always taken requisite and timely steps to ensure compliance with respect to the minimum number of directors required on the Board of the Company.</p> <p>Further, fine imposed by NSE and BSE are paid under protest and Company has filed waiver application for fines paid in respect of the quarters ending June 30, 2022 September 30, 2022, December 31, 2022.</p>								
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2	Regulations 4, 5, 30 read with Schedule II, and 44 of the SEBI (LODR) Regulations, 2015	Regulations 4(1)(c), 4(1)(d), 4(1)(e), 4(1)(g), 4(1)(h), 4(1)(i), 5, 30(6) read with Para D of Part A of Schedule III as well as 30(7), 30(12) and 44(3)	The Company failed to comply	SEBI	Settlement Order for Company and Compliance Officer	The company did not disclose the results of the voting of the AGM held on December 30, 2021 within the prescribed time and as per the Directions of SEBI	Rs. 45,54,000/- as the settlement Amount for Dish TV India Ltd. and Mr. Ranjit Singh on joint and several liability basis	The matter was settled by payment of Settlement amount accordingly the matter was closed.	The Settlement amount was duly paid. Further, as per order, the pending enforcement proceeding for the alleged default are settled qua the applicant.	N.A.
3	Regulations 4, 17, 26 read with Schedule II, and 44 of the SEBI (LODR) Regulations, 2015 and the Code of Conduct	Regulations 4(2)(f)(ii)(6), 4(2)(f)(iii)(8), 4(2)(f)(iii)(2), 4(2)(f)(iii)(3), 4(2)(f)(iii)(6) read with Regulation 17(3) of LODR Regulations; clauses 4.1, 4.4, 5.1, 5.2 and 5.11 of the Code of Conduct read with Regulation 26(3) of the LODR Regulations	The Company and its Directors failed to comply	SEBI	Settlement Order for Mr. Jawahar Lal Goel, Mr. Anil Kumar Dua and Mr. Ashok Mathai	The company did not disclose the results of the voting of the AGM held on December 30, 2021 within the prescribed time and as per the Directions of SEBI	Rs. 19,80,000/- for Mr. Jawahar Lal Goel, Mr. Anil Kumar Dua and Mr. Ashok Mathai on joint and several liability basis.			



4.	Regulation 19 of SEBI (LODR) Regulations, 2015	19(4)	Recommendations / approvals required under Part D of the Schedule II could not be obtained as strength of the Nomination and Remuneration went below the requisite quorum	N.A.	N.A.	Appointment of Directors / wholetime Directors could not be recommended by the Nomination and Remuneration Committee as strength of the committee went below the quorum	N.A.	This was due to cessation of directors during the year. The Committee was subsequently reconstituted as per Regulation 19.	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/reappointment of Directors, the composition of the Nomination & Remuneration Committee ('NRC') was not complete and hence the functions of the NRC was discharged by the Board.	N.A.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Regulation 17(1) of SEBI (LODR) Regulations, 2015	17 (1)	Composition of Board is not as per the Regulation.	N.A.	N.A.	The composition of the Board of Directors was not as per Regulation 17 with effect from December 30, 2021 till the end of the review period.	Penalty of Rs. 10,000/- each has been imposed by BSE and NSE on the Company on 20/05/2022	Penalties paid and the matter has been Closed	The non-compliance in respect of not having the minimum number of directors on the Board arose on account of non-approval of appointment/reappointment of directors by the Shareholders of Company from time to time. Also, in terms of the Uplinking Guidelines of Ministry of Information and Broadcasting ('MIB'), prior approval of MIB is required to be obtained before appointing a Director on the Board. The said cessations were beyond the control of Board/ NRC/Company and the said cessation arose solely on account of the shareholders not approving said appointment/ re-appointment.	N.A.



2.	Regulation 44(3) of SEBI (LODR) Regulations, 2015	44(3)	Non-submission of details regarding the voting results to the stock exchanges.	SEBI, BSE and NSE	SEBI issued an Ad-interim Order cum Show Cause Notice dated March 7, 2022. BSE and NSE had levied penalty of Rs. 11,800/- each	The voting results of the AGM of the listed entity held on December 30, 2021 were declared and submitted with the stock exchanges on March 8, 2022.	BSE and NSE had imposed fine of Rs. 11,800/- (including GST) each.	Matter Closed	The said order was complied with by the Compliance Officer of the Company and the voting results of Annual General Meeting held on December 30, 2021 were intimated to the stock exchanges on March 8, 2022. The Penalty amount was paid by the company. The Company had applied for waiver and waiver was granted by the BSE.	The Board in its capacity has always taken requisite and timely steps to ensure compliance with respect to the minimum number of directors required on the Board of the Company. Further, the Compositions of the board was in the line with the extant applicable provisions. Further, fine imposed by NSE and BSE are paid under protest and Company has filed waiver application for fine paid.	N.A.
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

The reporting of clauses 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" was not applicable during the period under review.

During the review period the appointment of Statuary Auditors M/s S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration Number: 000050N/N500045) was proposed at the 34th Annual General Meeting held on September 26, 2022. However, the appointment was not approved by the members and therefore, as per Section 139(10) of the Companies Act, 2013, the retiring Auditor viz. Walker Chandiook & Co. LLP are continuing as the Statutory Auditor of the Company.

The members of the material subsidiary company i.e. Dish Infra Services Private Limited, re-appointed M/s B.S. Sharma & Co., Chartered Accountants, (Firm Registration No. 128249W) at the AGM held on November 30, 2021 as Statutory Auditors of the Company for a second term of 5 consecutive years, until the conclusion of the 13th AGM to be held in the calendar year 2026.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks of the Practicing Company Secretary
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI 	Yes Yes	None



3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	None
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes Yes	Company has one unlisted material subsidiary company- Dish Infra Services Private Limited
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None




8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>Not Applicable</p>	<p>None</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required Disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>None</p>
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>None</p>
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein.</p>	<p>Yes</p>	<p>(a) Please refer to our comments in table I</p> <p>(b) SEBI issued Ad Interim Ex-Parte Order cum Show Cause Notice dated March 7, 2022 in relation to non-disclosure of voting results on the proposals put forth in the Company's 33rd AGM held on December 30, 2021. In this matter, SEBI vide its Final Order bearing no. WTM/AB/CFD/CMD1/17895/20 22-23 dated July 14, 2022, in respect of IDs of the Company, held that no omission to exercise due diligence can be attributed to the IDs in the facts and circumstances of the case, and accordingly disposed the proceedings initiated by the Show Cause Notice, against the</p>



			IDs without any further directions. In respect of Company, Company Secretary and other Directors, please refer table I hereinabove.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	Yes	None

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Jayant Gupta & Associates

Company Secretaries



FCS No. :7288

C P No. : 9738

P R No. : 759/2020

UDIN : F007288E000422604

Place : New Delhi

Date : May 30, 2023