

May 30, 2022

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai – 400 001 <b>NSE Symbol – DISHTV</b>	<b>BSE Limited</b> PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>BSE Scrip Code:- 532839</b>
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**Sub.: Annual Secretarial Compliance Report for the Financial Year 2021-22**

Dear Sirs,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with SEBI Circular No. CIR/CFD/CMD1/27/2019 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 2021-22.

This is for your information and records.

Thanking you.

Yours Truly,  
For Dish TV India Limited

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



Encl: As Above

# JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

## SECRETARIAL COMPLIANCE REPORT OF DISH TV INDIA LIMITED FOR THE YEAR ENDED ON MARCH 31, 2022

I, Jayant Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Dish TV India Limited ("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, 2022 ("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) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as applicable;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that the Board of Directors of the Listed Entity shall be comprised of not less than six directors.	With the cessation of directorship of Mr. Ashok Mathai Kurien at the Annual General Meeting ("AGM") held on December 30, 2021, result of which was declared on March 08, 2022, the number of Directors on the Board were reduced to five instead of minimum requirement of six directors. Accordingly, 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.	The listed entity has informed that the resolution of reappointment of Mr. Kurien at the AGM of the Listed Entity held on December 30, 2021 was not approved with requisite majority of the members, which resulted in reduction in board strength below minimum. The result of the AGM was declared by the listed entity on 8 <sup>th</sup> March, 2022 in compliance with Ad-Interim ex-parte Order cum Show Cause Notice dated March 7, 2022 issued by SEBI. As the Listed Entity is also governed by Uplinking guidelines of MIB, it requires prior approval of the MIB before appointment of a Director. The application for clearance of the candidate



			shortlisted by the Nomination and Remuneration Committee at its meeting held on March 10, 2022 has been made. The requisite approval was received post expiry of the review period.
2.	Regulation 20(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 whereby the Stakeholders Relationship Committee should consist of minimum three members.	For the period December 30, 2021 to March 09, 2022, the Stakeholders Relationship Committee consisted of only two members instead of minimum three members required under Regulation 20, as Mr. Ashok Mathai Kurien's re-appointment as a Director was not approved by the members at the AGM held on December 30, 2021.	The Stakeholders Relationship Committee was reconstituted as per the Regulation 20 with effect from March 10, 2022.
3.	Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of details regarding the voting results to the stock exchanges within two working days of conclusion of a General Meeting.	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.	The Listed Entity has informed that the delay was in view of pendency of IA's and Suit (L) No. 29569 of 2021 before Hon'ble Bombay High Court. The Listed entity had received AGM results from the Scrutinizer in a sealed cover and had made an application to the Court for allowing it to submit the same before the Court. Subsequently, in compliance with Ad interim order cum show cause notice dated March 07, 2022 issued by the



			SEBI, the results were declared on March 08, 2022.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Actions Taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	Securities and Exchange Board of India (SEBI) issued an Ad interim ex-parte order cum show cause notice dated March 07, 2022	Non-disclosure of voting results of Annual General Meeting held on December 30, 2021 under Regulations 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	SEBI issued an Ad-Interim ex-parte Order cum Show Cause Notice dated March 7, 2022 under Sections 11(1), 11(4) and 11B(1) of Securities and Exchange Board of India Act, 1992, in relation to non-disclosure of voting results of the Company's 33rd Annual General Meeting held on December 30, 2021. The SEBI directed that: 1. The Compliance Officer of the listed entity to ensure compliance with Reg. 44(3) within 24 hours of the delivery of order. 2. Depositories to freeze demat accounts of directors and	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.



			<p>compliance officer till the order is complied with.</p> <p>3. Scrutinizer to provide a copy of the report to stock exchanges.</p> <p>4. Stock exchanges to disseminate report furnished by Scrutinizer if para 1 of the Order is not complied with.</p> <p>5. Stock exchanges to inform depositories about disclosure of voting results.</p>	
2.	BSE Limited vide its communication dated February 14, 2022	Non-disclosure of voting results of Annual General Meeting held on December 30, 2021 under Regulations 44(3) of SEBI LODR Regulations, 2015	The stock exchange imposed fine of Rs. 11,800/- (including GST) on the Listed entity. The same was deposited by the listed entity on March 15, 2022.	The said AGM results were submitted to the stock exchanges on March 8, 2022. As the fine has been paid, action closed.
3.	The National Stock Exchange of India Limited vide its communication dated February 14, 2022	Non-disclosure of voting results of Annual General Meeting held on December 30, 2021 under Regulations 44(3) of SEBI LODR Regulations, 2015	The stock exchange imposed a fine of Rs. 11,800/- (including GST) on the Listed entity. The same was deposited by the listed entity on March 15, 2022.	The said AGM results were submitted to the stock exchanges on March 8, 2022. As the fine has been paid, action closed.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



1.	Not Applicable	The SEBI issued show cause notices to the listed entity and its promoters viz. Direct Media Distribution Ventures Private Limited and World Crest Advisors LLP under Rule 4 of SEBI (Procedure for holding inquiry and imposing penalties) Rules 1995. The listed entity and its promoters settled the matter by payment of the Settlement amount as per SEBI order dated February 17, 2021.	The matter has been settled upon payment of the Settlement amounts by the listed entity and promoter entities concerned.	No further action required.
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(e) 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" is not applicable during the Review Period.

**For Jayant Gupta & Associates  
Company Secretaries**




**FCS No.:7288**

**CP No.: 9738**

**PR No. : 759/2020**

**UDIN: F007288D000431085**

Place: New Delhi

Date: May 30 , 2022