

June 29, 2021

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai – 400 001	BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001
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Sub.: Annual Secretarial Compliance Report for the Financial Year 2020-21

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, for the Financial Year ended March 31, 2021.

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

**SECRETARIAL COMPLIANCE REPORT
OF DISH TV INDIA LIMITED
FOR THE YEAR ENDED MARCH 31, 2021**

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, 2021 ("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) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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:-

During the period of review, the Company continued to keep in abeyance the allotment of 82,529,483 fully paid Equity Shares of Re.1/- each on the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide Order dated April 26, 2018 and Hon'ble Delhi High Court vide order dated August 2, 2018. The Hon'ble National Company Law Tribunal, Mumbai Bench vide order dated July 27, 2017 had approved the amalgamation of Videocon D2H Limited into and with the Company and the Company had issued 857,785,642 fully paid up equity Shares of the Company of Re. 1/- (one each), on March 26, 2018, to the eligible equity shareholders of Videocon D2H Limited in exchange. However, out of the total issue of 857,785,642 fully paid equity shares, the Board of the Company allotted 775,256,159 fully paid Equity Shares of Re.1/- each and kept the allotment of 82,529,483 equity shares in abeyance owing to counter claims lodged with the Company. Pursuant to the Hon'ble National Company Law Tribunal, Mumbai Bench Order dated April 26, 2018 and Hon'ble Delhi High Court order dated August 2, 2018, the Company is to maintain a status quo in the matter till further orders in this regard.

- (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')	Disclosure under Regulations 7(2)(a) and (b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 required that transactions of	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	The matter has been settled upon payment of the Settlement amounts by the listed entity and promoter entities concerned.



		<p>invocation of pledge of shares of the Listed Entity done by its promoter entities was to be notified to the exchanges within two trading days by said promoter entities and by the Listed Entity within two trading days of becoming aware of the said information. The transactions by promoter entities done on May 15, 2019 and May 23, 2019 were notified to the exchanges on August 01, 2019, thereby resulting in delay of 66 days and 76 days respectively. The listed entity made the said disclosure to the exchanges within 2 working days of receipt of the said disclosure.</p>	<p>Rule 4 of SEBI (Procedure for holding inquiry and imposing penalties) Rules 1995. In order to settle the proceedings initiated, without admitting or denying the findings of fact and conclusions of law, the listed entity and its promoters filed settlement applications with SEBI. The SEBI vide its order dated February 17, 2021 approved settlement upon payment of following sums:</p> <ul style="list-style-type: none"> - By Listed Entity : Rs. 8,20,782/- - By Direct Media Distribution Ventures Private Limited : Rs. 29,08,594/- - By World Crest Advisors LLP : Rs. 7,70,313/- <p>The Listed entity and the Promoter entities deposited the said amounts within the prescribed timelines and settled the matter.</p>	
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(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 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Company disclosure under Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated July 11, 2019 regarding revision in credit rating vide CARE letter dated July 8, 2019 was delayed.	Delay of two days in reporting.	Compliance carried out and detailed reasoning for delayed filing was furnished.	No further action required.

**For Jayant Gupta & Associates
Company Secretaries**




FCS No.:7288

C P No.: 9738

P R No. : 759/2020

UDIN: F007288C000536773

Place: New Delhi

Date: June 29 ,2021