

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity – **Dish TV India Limited**

2. Quarter ending –**March 31, 2020**

I. Composition of Board of Directors													
Title (Mr. / MS)	Name of the Director	PAN <sup>s</sup> & DIN		Category (Chairperson /Executive / Non-Executive / independent / Nominee) <sup>&amp;</sup>	Date of Appointment in the current term	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [Refer Regulation 17A(1) of Listing Regulations]	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN										
Mr.	Jawahar Lal Goel	AAHPL1244J	00076462	Chairperson - Managing Director	12/02/2020		NA	159 Month		1	0	2	0
Mr.	Ashok Mathai Kurien	AADPK4942J	00034035	Non-Executive Director	19/09/2019		NA	159 Month		2	0	4	2
Mr.	Bhagwan Das Narang	AAEPN3092R	00826573	Independent Director	28/09/2017		NA	66 Months		3	3	6	3
Mrs. (Dr.)	Rashmi Aggarwal	ABPPS8037H	07181938	Independent Director	28/09/2018		NA	58 Months		3	3	6	2

Mr.	Shankar Aggarwal	ADVPA6970 F	0211644 2	Independent Director	25/10/2018		NA	17 Months		2	2	5	2
Mr.	Anil Kumar Dua	ADWPD722 ON	0364094 8	Executive Director	26/03/2019		NA	12 Month		1	0	0	0

**\*\* Number of Chairperson positions held in Audit/ Stakeholder Committee of only listed entities is considered**

Whether Regular chairperson appointed -Yes

Whether Chairperson is related to managing director or CEO -Yes

§ - PAN number of any director would not be displayed on the website of Stock Exchange

& - Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

#### **II. Composition of Committees (As on March 31, 2020)**

<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)§</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Mr. Bhagwan Das Narang Mr. Ashok Mathai Kurien Dr. Rashmi Aggarwal Mr. Shankar Aggarwal	Chairperson (Independent) Non-Executive Independent Independent	06-01-2007 29-05-2018 17-08-2017 01-07-2019	
2. Nomination & Remuneration Committee	Yes	Mr. Bhagwan Das Narang Mr. Ashok Mathai Kurien Dr. Rashmi Aggarwal Mr. Shankar Aggarwal	Chairperson (Independent) Non-Executive Independent Independent	27-05-2014 27-05-2014 29-05-2018 01-07-2019	

3. Risk Management Committee	Yes	Mr. Bhagwan Das Narang Mr. Jawahar Lal Goel Mr. Shankar Aggarwal Dr. Rashmi Aggarwal Mr. Veerender Gupta Mr. Rajeev Kumar Dalmia	Chairperson (Independent) Executive Independent Independent Member Member	05-02-2019 05-02-2019 05-02-2019 05-02-2019 05-02-2019	
4. Stakeholders Relationship Committee	Yes	Mr. Ashok Mathai Kurien Mr. Jawahar Lal Goel Mr. Shankar Aggarwal	Chairperson (Non-Executive) Executive Independent	06-01-2007 06-01-2007 05-02-2019	
5. Corporate Social Responsibility Committee	Yes	Mr. Bhagwan Das Narang Mr. Jawahar Lal Goel Mr. Ashok Mathai Kurien Dr. Rashmi Aggarwal Mr. Shankar Aggarwal	Chairperson (Independent) Executive Non-Executive Independent Independent	27-05-2014 27-05-2014 28-10-2016 28-10-2016 01-07-2019	
<p>&amp;Category of directors means Executive/Non-Executive/Independent/Nominee if a Director fits into more than one category write all categories separating them with hyphen.</p>					

<b>III.Meeting of Board of Directors</b>						
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the Relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum Gap Between any two Consecutive (in number of days)</b>	
• November 14, 2019	• February 12, 2020	Yes	6	3	61Days	
• December 12, 2019	• March 31, 2020	Yes	5	3	47Days	
<b>IV.Meeting of Committees</b>						
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>	

<b>Audit Committee:</b>					
• February 12, 2020	Yes	4	3	• November 14, 2019	89Days
• March 27, 2020	Yes	2	2		43Days
• March 31, 2020	Yes	3	3		3Days
<b>Nomination &amp; Remuneration Committee:</b>					
• February 12, 2020	Yes	4	3	• November 14, 2019	61Days
				• December 12, 2019	
<b>Stakeholders Relationship Committee:</b>					
• February 12, 2020	Yes	3	1	• May 24, 2019	263Days
<b>CSR Committee:</b>					
NIL	N.A	N.A	N.A	NIL	N.A
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					
<b>V.Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA) refer note below</b>		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			N.A		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes		
<b>Note:</b>					
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.					
2. If status is "No" details of non-compliance may be given here.					
<b>VI. Affirmations</b>					

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted for the quarter ended September 30, 2019 shall be placed before Board of Directors at the ensuing meeting of the Board.

For **Dish TV India Limited**

**Sd-**

**Ranjit Singh**

**Company Secretary & Compliance Officer**

**Membership No.: A15442**

**Place: Noida**

**Date: May 14, 2020**

**Note:**

*Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.*

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
f) Criteria of making payments to non-executive directors	NA	
g) Policy on dealing with related party transactions	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
l) Financial results	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
m) Shareholding pattern	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>
d) It is certified that these contents on the website of the listed entity are correct.	Yes	<a href="https://www.dishd2h.com/">https://www.dishd2h.com/</a>

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.



**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For **Dish TV India Limited**

Sd-

**Ranjit Singh**

**Company Secretary & Compliance Officer**

**Membership No.: A15442**

**Place: Noida**

**Date: May 14, 2020**

