

June 8, 2016

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai 400 001
Fax No.22722037/39/41/61
/3121/3719
BSE Scrip Code: 532839

The Assistant Vice President
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot no.C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Fax No.: 26598237/38
NSE Scrip Symbol: DISHTV

Dear Sir/ Madam,

Sub: Compliance Report on Corporate Governance for the quarter ended 31st March, 2016

Pursuant to Clause 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entered into with the Stock Exchanges, we submit herewith Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2016 as submitted to Stock Exchanges.

Yours faithfully,
For **Dish TV India Limited**



Ranjit Singh
Company Secretary
Membership No.:A15442



Place: Delhi
Date: June 8, 2016

April 11, 2016

| | |
|--|--|
| 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. |
|--|--|

Re.: Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended March 31, 2016 and Financial Year 2015 - 16

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Compliance report on corporate governance of Dish TV India Limited ("Company") for the Quarter ended March 31, 2016 and Financial Year ended March 31, 2016, in the format specified by Securities and Exchange Board of India vide its circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015, for your information and record.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,

For Dish TV India Limited



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

Encl.: As above



CERTIFIED TRUE COPY

For DISH TV INDIA LTD.


RANJIT SINGH
Company Secretary
Membership No.- ACS-15442

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – Dish TV India Limited
 2. Quarter ending – March 31, 2016

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | PAN & DIN | | Category (Chairperson/ Executive / Non-Executive / independent / Nominee)* | Date of Appointment in the current term | Date of Cessation | Tenure | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(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 | 06/01/2016 | NA | - | 2 | 1 | 0 |
| Mr. | Ashok Mathai Kurien | AADPK4942J | 00034035 | Non-Executive Director | 02/02/2007 | NA | - | 2 | 1 | 2 |
| Mr. | Bhagwan Dass Narang | AAEPN3092R | 00038052 | Independent Director | 02/02/2007 | NA | 9 Years | 3 | 1 | 5 |
| Mr. | Arun Duggal | AEIPD7754D | 00024262 | Independent Director | 02/02/2007 | NA | 9 Years | 5 | 5 | 1 |
| Mr. | Lakshmi Chand | ABIPC8149E | 00558169 | Independent Director | 16/12/2010 | NA | 5 Years 3 Months | 1 | 1 | 0 |
| Mr. | Eric Louis Zinterhofer | NA (Foreign National) | 01929446 | Independent Director | 28/08/2008 | NA | 7 Years 6 Months | 1 | 0 | 0 |
| Dr. | Rashmi Aggarwal | ABPPS8037H | 07181938 | Independent Director | 29/09/2015 | NA | 6 months | 2 | 0 | 0 |



For DISH TV INDIA LTD.
 RAJNIT SINGH
 Company Secretary
 Membership No.- ACS-15442

§ - 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, 2016)

| Name of Committee | Name of Committee members | Category (Chairperson / Executive / Non-Executive / Independent / Nominee)§ |
|--|--|---|
| 1. Audit Committee | Mr. Bhagwan Dass Narang Mr. Arun Duggal Mr. Lakshmi Chand | Chairperson (Independent) Independent Independent |
| 2. Nomination & Remuneration Committee | Mr. Bhagwan Dass Narang Mr. Arun Duggal Mr. Lakshmi Chand Mr. Ashok Mathai Kurien | Chairperson (Independent) Independent Independent Non-Executive |
| 3. Risk Management Committee (if applicable) | NA | NA |
| 4. Stakeholders Relationship Committee | Mr. Ashok Mathai Kurien Mr. Jawahar Lal Goel | Chairperson (Non-Executive) Managing Director |
| 5. Corporate Social Responsibility Committee | Mr. Bhagwan Dass Narang Mr. Jawahar Lal Goel Mr. Arun Duggal | Chairperson (Independent) Managing Director Independent |

¶ 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.

CERTIFIED TRUE COPY

For DISH TV INDIA LTD.

RANJIT SINGH
Company Secretary


Membership No. - ACS-15442



| III. Meeting of Board of Directors | | | | Maximum Gap Between any two Consecutive (in number of days) |
|---|--|---|--|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the Relevant quarter | | | |
| <ul style="list-style-type: none"> October 27, 2015 November 20, 2015 | <ul style="list-style-type: none"> February 3, 2016 March 29, 2016 | | | 74 Days |
| IV. Meeting of Committees | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee: | | | | |
| February 3, 2016 | Yes | October 27, 2015 | | 98 Days |
| Nomination & Remuneration Committee: | | | | |
| February 3, 2016 | Yes | <ul style="list-style-type: none"> October 27, 2015 November 20, 2015 | | - |
| Stakeholders Relationship Committee: | | | | |
| February 3, 2016 | Yes | NIL | | - |
| CSR Committee: | | | | |
| February 3, 2016 | Yes | NIL | | - |
| <i>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i> | | | | |
| V. Related Party Transactions | | | | |
| Subject | | | | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | | | | N.A |
| 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 | | | | N.A |



For DISH TV INDIA LTD.


RANJIT SINGH
 Company Secretary
 Membership No. - ACS-15442

CERTIFIED TRUE COPY

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.

VI. Affirmations

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 - NA
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 March 31, 2016 shall be placed before Board of Directors at the ensuing meeting of the Board.

For Dish TV India Limited



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

Place: Noida

Date: April 11, 2016

CERTIFIED TRUE COPY

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.

Ranjit Singh



RANJIT SINGH
Company Secretary
Membership No. - ACS-15442

CORPORATE GOVERNANCE REPORT

Name of Listed Entity: **Dish TV India Limited**

Period : **April 1, 2015 to March 31, 2016**

| I. Disclosure on website in terms of Listing Regulations | | |
|---|---|---|
| Item | Compliance status (Yes/No/NA) refer note below | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | NA | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | NA | |
| New name and the old name of the listed entity | Yes | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| 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) | Yes |
| Meeting of Board of directors | 17(2) | 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 |

CERTIFIED TRUE COPY

For DISH TV INDIA LTD.


RAJIV SINGH
 Company Secretary

Membership No.- ACS-15442

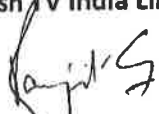



| | | |
|---|-------------------------|---|
| Compliance Certificate | 17(8) | Yes (Shall form part of Annual Report for FY 2015-16) |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(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 |
| 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 |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | 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 |

For DISH TV INDIA LTD.


 RAVI SINGH
 Company Secretary
 Membership No.- ACS-15442



| | | |
|--|---------------|-----|
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |
| <p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here</p> | | |
| <p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p> | | |
| <p>For Dish TV India Limited</p> <div style="display: flex; justify-content: space-between;"> <div data-bbox="191 739 710 1041">  Ranjit Singh Company Secretary & Compliance Officer Membership No.: A15442 Place: Noida Date: April 11, 2016 </div> <div data-bbox="734 761 933 963">  </div> </div> | | |

CERTIFIED TRUE COPY
For DISH TV INDIA LTD.


Company Secretary
Membership No. 15442

