

May 30, 2025

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 2024-25

Dear Sir/Madam,

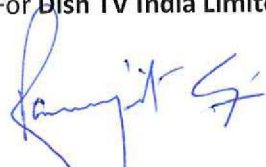
Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the Company, issued by Ms. Neelam Gupta, Practicing Company Secretary of M/s Neelam Gupta and Associates, for the Financial Year 2024-25.

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, 2025

I/We 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 Report.

for the year ended March 31, 2025 ("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 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) *(not applicable during the review period)*;
- (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 (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*(not applicable during the review period)*;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(not applicable during the review period)*;

- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client:



and circulars/ guidelines issued thereunder;

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



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	Remarks
1.	Regulation 23 of SEBI (LODR) Regulations, 2015 Disclosure of related party transactions within the prescribed timeline.	Reg. 23(9)	Disclosure of related party transactions for the half year ended March 31, 2024, was submitted with BSE & NSE on May 28, 2024 instead of May 27, 2024.	BSE and NSE	Penalty Imposed	Delay in submission of Disclosure to BSE and NSE by 1 day.	Rs. 5,000/- each by BSE and NSE Note: Penalty amounts are excluding of GST amount.	Inadvertent delay	The delay in submission of the Disclosure with stock exchanges by one day, was due to technical glitches in the online filing portal of NSE and BSE, without any malafide / willful intention on the part of the Company.	No further action required. The penal amount was duly deposited with the stock exchanges.
2.	Regulation 17 (1) of SEBI (LODR) Regulations, 2015 The board of directors shall have an optimum combination of	Regulation 17 (1) of SEBI (LODR) Regulations, 2015	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 ended - June 30, 2024, September 30, 2024, December 31, 2024 and March 31, 2025	Rs. 4,55,000 on 21/08/2024; Rs. 4,60,000 on 21/11/2024; Rs. 4,60,000 on 17/03/2025,	The composition of the Board was not being complied with due to non-approval of the resolutions for the	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 of directors by the	No further action required. The Penalty amounts have been duly deposited with the stock exchanges.

<p>executive and non-executive directors with at least one woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors.</p> <p>The Board of directors of the top 1000 listed entities shall have at least one independent woman director.</p> <p>The Board shall comprise of not less than six directors</p>						<p>by each of NSE and BSE;</p> <p>Note: Penalty amounts are excluding of GST amount.</p>	<p>appointment of Directors by the shareholders of the Company and on account of resignation of Director. The Penalty amounts have been paid for all the quarters.</p>	<p>Shareholders of Company from time to time and on account of resignation of a director. 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.</p> <p>The said cessations were beyond the control of Board/ NRC/ Company and the said cessation arose primarily on account of the shareholders not approving the said appointments and also on account of resignation of Director.</p> <p>The Board in its capacity has always taken requisite and timely steps to</p>	
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									ensure compliance with respect to the minimum number of directors required on the Board of the Company. Further, fine imposed by NSE and BSE are paid.	
3.	Regulation 18 of SEBI (LODR) Regulations, 2015: The audit committee shall have minimum three directors as members.	Regulation 18(1) of SEBI (LODR) Regulations, 2015	Composition of Audit Committee is not as per the Regulation.	BSE and NSE	Penalty imposed	The composition of the Audit Committee was not as prescribed in Regulation 18, on account of cessation of Directors, due to non-approval by the shareholders. Upon appointment of new Directors, the committee was reconstituted time to time basis.	Rs. 20,000 on 17/03/2025 by each of NSE and BSE; Note: Penalty amounts are excluding of GST amount.	This was due to cessation of directors during the year due to non-approval of appointment of Directors by the Shareholders. The Committee was subsequently reconstituted as per Regulation 18.	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment of Directors, the composition of the Audit Committee was not in line with the extant regulations.	The Penalty amounts have been duly deposited with the stock exchanges.
4.	Regulation 19 of SEBI (LODR) Regulations, 2015 The Nomination and Remuneration	Regulation 19(1) & 19(2) of SEBI (LODR) Regulations, 2015	Composition of Nomination and Remuneration Committee is not as per	BSE and NSE	Penalty imposed	The composition of the Nomination and Remuneration Committee was not as prescribed in Regulation 19 as the composition of the Board was	Rs. 1,82,000 on 21/08/2024; Rs. 1,84,000 on 21/11/2024; Rs. 1,84,000 on	This was due to cessation of directors during the year, due to non-approval of shareholders	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment of Directors and resignation of Director,	The Penalty amounts have been duly deposited with the stock exchanges.



	Committee shall comprise of at least three directors and all directors of the committee shall be non-executive directors.		the Regulation.			inadequate to meet the prescribed composition of the NRC.	17/03/2025 by each of NSE and BSE; Note: Penalty amounts are excluding of GST amount.	for the appointment of Directors and on account of resignation of Director.	the composition of the Nomination & Remuneration Committee ('NRC') was not complete and hence the functions of the NRC was discharged by the Board.	
5.	Regulation 20 of SEBI (LODR), 2015 The Stakeholders Relationship Committee shall have at least three directors, with at least one being an independent director	Regulation 20 (2)/(2A) of SEBI (LODR) Regulations, 2015	Composition of Stakeholders Relationship Committee is not as per the Regulation.	BSE and NSE	Penalty imposed	The composition of the Stakeholders Relationship Committee was not as per Regulation 20, on account of cessation of Directors, due to non-approval by the shareholders. Upon appointment of new Directors, the committee was reconstituted time to time basis.	Rs. 20,000 on 17/03/2025 by each of NSE and BSE; Note: Penalty amounts are excluding of GST amount.	This was due to cessation of directors during the year due to non-approval of appointment of Directors by the Shareholders and on account of resignation. The Committee was subsequently reconstituted as per Regulation 20.	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment of Directors and resignation of Director, the composition of the Stakeholders Relationship Committee ('SRC') was not complete	The Penalty amounts have been duly deposited with the stock exchanges.
6.	Regulation 21 of SEBI (LODR), 2015 The Risk Management Committee	Regulation 21(2)	Composition of Risk Management Committee is not as per	BSE and NSE	Penalty imposed	The composition of the Risk Management Committee was not as per Regulation 21, on	Rs. 20,000 on 17/03/2025 by each of NSE and BSE;	This was due to cessation of directors during the period due to non-approval	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment of Directors and	The Penalty amounts have been duly deposited with the stock exchanges.



	shall have minimum three members with majority of them being members of the board of directors, including at least one independent director		the Regulation.			account of cessation of Directors, due to non-approval by the shareholders. Upon appointment of new Directors, the committee was reconstituted time to time basis.	Note: Penalty amounts are excluding of GST amount.	of appointment of Directors by the Shareholders and on account of resignation of Director. The Committee was subsequently reconstituted as per Regulation 21.	resignation of Director, the composition of the Risk Management Committee was not complete.	
7.	To identify persons who are qualified to become directors and recommend to the board of directors their appointment and removal	Regulation 19(4) of SEBI (LODR) Regulations, 2015 read with Part D of Schedule II	Recommendations / approvals required under Part D of the Schedule II could not be obtained in certain cases	N.A.	N.A.	Appointment of certain Directors / Independent Directors could not be recommended by the NRC as the composition of the NRC was not as per the extant regulations.	Nil	This was due to cessation of directors during the year, on account of non-approval of appointment of Directors by the shareholders and on account of resignation due to which the composition of the NRC was not as per the	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment of Directors and resignation of Director, the composition of the NRC was not in line with the extant regulations and the functions of the NRC was discharged by the Board. No penalty has been imposed.	None




								extant regulations.		
8.	Regulation 19 of SEBI (LODR) Regulations, 2015 Nomination and Remuneration Committee	Regulation 19(3A) of SEBI (LODR) Regulations, 2015	No Nomination and Remuneration Committee Meeting held during the year	N.A.	N.A.	No Nomination and Remuneration Committee Meeting held during the year.	Nil	<p>This was due to cessation of directors during the year due to which the composition of the NRC was not as per the extant regulations.</p> <p>The functions of the NRC was discharged by the Board.</p>	<p>Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment of Directors and resignation of Director, the composition of the NRC was not in line with the extant regulations.</p> <p>The functions of the NRC was discharged by the Board. No penalty has been imposed.</p>	None



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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Composition of Board -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 and on account of resignation of Director. The Penalty amounts have been paid for	2023-24	Regulation 17 (1) of SEBI (LODR) Regulations, 2015 (a) The board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors. (b) The board shall comprise of not less than six directors.	Composition of Board is not as per the Regulation for the quarters ending June 30, 2023 September 30, 2023, December 31, 2023 and March 31, 2024. Penalty Amount: Rs. 1,40,000 on 21/08/2023; Rs. 4,60,000 on 21/11/2023; Rs. 4,10,000 on 22/02/2024; Rs. 45,000 on 22/05/2024 by each of NSE and BSE; Note: Penalty amounts are	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 arose primarily on account of the shareholders not approving the said appointments/re-appointment and also on account of	No further action required.

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	all the quarters.			excluding of GST amount.	<p>resignation of Director.</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 and upon compliance with the extant regulations the Company shall file waiver application for fines paid.</p>	
2.	<p>Quorum of Board Meeting-This was due to cessation of office of director. The Board strength went below the prescribed minimum number of Directors</p> 	2023-24	<p>Regulation 17(2A)</p> <p>The quorum for every meeting of the board of directors of the top 2000 listed entities with effect from April 1, 2020 shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director.</p>	<p>Quorum for the Board Meetings was not as per the Regulation for the quarters ending June 30, 2023 September 30, 2023, and March 31, 2024</p> <p>Rs. 10,000 on 21/08/2023 by each of NSE and BSE;</p> <p>Note: Penalty amounts are excluding of GST amount.</p>	<p>The non-compliance arose on account of non-approval of the appointment/reappointment of the directors by the Shareholders of Company from time to time and resignation of director. The said cessations were beyond the control of Board/ NRC/ Company</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. Wherever the strength of the Board did not meet the requisite quorum, the Board immediately inducted new director (s) at the said meeting to ensure compliance in terms of extant regulations.</p> <p>Further, fine imposed by NSE and BSE are paid and upon compliance with the extant regulations the Company shall file waiver application for fines paid.</p>	No further action required.

3.	Audit Committee- This was due to cessation of directors during the year. The Committee was reconstituted from time to time as per Regulation 18.	2023-24	Regulation 18(1) of SEBI (LODR) Regulations, 2015 The audit committee shall have minimum three directors as members.	The composition of the Audit Committee was not as prescribed in Regulation 18 as the strength of the board members went below the minimum required strength of the audit committee Rs. 8,000 on 22/02/2024 by each of NSE and BSE; Note: Penalty amounts are excluding of GST amount.	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/reappointment of Directors, the composition of the Audit Committee was not in line with the extant regulations.	No further action required.
4.	Nomination and Remuneration Committee- This was due to cessation of directors during the year. The Committee was reconstituted from time to time as per Regulation 19.	2023-24	Regulation 19(1) & 19(2) The Nomination and Remuneration Committee shall comprise of at least three directors and all directors of the committee shall be non-executive directors.	The composition of the NRC was not as prescribed in Regulation 19 as the composition of the board was inadequate to meet the prescribed composition of the NRC. Rs. 54,000 on 21/11/2023 and 18,000 on 22/05/2024 by each of NSE and BSE; Note: Penalty amounts are excluding of GST amount.	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/reappointment of Directors and resignation of Director, the composition of the Nomination & Remuneration Committee ('NRC') was not complete and hence the functions of the NRC was discharged by the Board.	No further action required.
5.	Stakeholders Relationship Committee - This was due to cessation of directors during	2023-24	Regulation 20 (2)/(2A) of SEBI (LODR) Regulations, 2015 At least three directors, with at least one being an independent director, shall be	The composition of the Stakeholders Relationship Committee was not as per Regulation 20 as the strength of the board	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/reappointment of Directors and resignation of Director,	No further action required.



	the year. The Committee was reconstituted from time to time as per Regulation 20.		members of the Committee.	members went below the minimum required strength of the committee. Rs. 8,000 on 22/02/2024 by each of NSE and BSE; Note: Penalty amounts are excluding of GST amount.	the composition of the Stakeholders Relationship Committee was not complete.	
6.	Outcome of Board Meeting- There has been a delay of approx. one hour in filing the disclosure.	2023-24	Reg 30 read with SEBI Circular dated July 13, 2023 Outcome of Board Meeting is required to be filed within 30 minutes from the closure of such meeting.	Delay in disclosure Nil	The Company has informed the exchanges that the delay in the said disclosure had occurred inadvertently due to oversight and without any malafide / willful intention on part of the Company or any of its Directors. The Company further assured that it shall ensure timely disclosure in future. No penalty has been imposed.	No further action required.
7.	Nomination and Remuneration Committee- This was due to cessation of directors during the year due to which the composition of the NRC was not as per the extant regulations.	2023-24	Regulation 19(4) of SEBI (LODR) Regulations, 2015 read with Part D of Schedule II To identify persons who are qualified to become directors and recommend to the board of directors their appointment and removal.	Appointment of certain Directors / wholtime Directors could not be recommended by the NRC as the composition of the NRC at such instant was not as per the extant regulations Nil	Owing to the vacancy in the Board, arising out of non-approval of shareholders for the appointment/ reappointment of Directors and resignation of Director, the composition of the NRC was not in line with the extant regulations the functions of the NRC was discharged by the Board. No penalty has been imposed.	No further action required.
8.	In the year 2022-23 also BSE and NSE had imposed fine under Standard Operating Procedures issued by SEBI through various circulars for non-compliance of Regulation 17 and 19, which fines have been duly paid by the Company.					

* NRC refers to 'Nomination and Remuneration Committee', BSE refer to 'BSE Limited' and NSE refer to 'National Stock Exchange of India Limited'



II. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes Not Applicable	None
9.	Disclosure of events or information: 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.	Yes	Please refer to our comments in table I
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Please refer to our comments in table I
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	None
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc. except as reported above.	Yes	None



We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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 Neelam Gupta and Associates


Neelam Gupta
Practicing Company Secretary
FCS : 3135
CP : 6950
PR No. : 6760/2025
UDIN : F003135G000456280



Place : Ghaziabad
Date : May 27, 2025