

May 29, 2026

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, 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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Kind Attn. : Corporate Relationship Department

Subject : Annual Secretarial Compliance Report for the Financial Year 2025-26

Reference : Disclosure under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the copy of Annual Secretarial Compliance Report of the Company, issued by Ms. Neelam Gupta, Practicing Company Secretary of M/s Neelam Gupta and Associates, for the Financial Year ended on 2025-26.

You are requested to take the above information on your records and disseminate the same.

Thanking you,

Yours truly,

For **Dish TV India Limited**



Ranjit Singh

Company Secretary & Compliance Officer

Membership No. A15442

Contact No.: +91-120-504 7000

Encl.: As above

Dish TV India Limited

Registered Office: 1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex, Lal Bahadur Shastri (LBS) Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India. Tel No. 022-68830582.

Corporate Office: FC-19, Film City, Sector 16A, Noida-201301, Uttar Pradesh, India. Tel. No. +91-120-5047000, Fax: +91-120-4357078.

Email: Investor@dishd2h.com, Website: www.dishd2h.com | www.vzy.co.in, CIN: L51909MH1988PLC287553

SECRETARIAL COMPLIANCE REPORT OF DISH TV INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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, 2026 ("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 *(till December 15, 2025) (not applicable during the review period)*; and
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 *(with effect from December 16, 2025) (not applicable during the review period)*;

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.	Change in directors, key managerial personnel senior management, Auditor and Compliance Officer are required to be disclosed within 24 hours from the said change.	Regulation 30 of SEBI (LODR) Regulations, 2015 read with Para A (7) of Part A of Schedule III	Disclosure of cessation of Mr. Sugato Banerji, part of Senior Management was submitted with BSE & NSE on April 02, 2025 with the delay of 1 day.	None	None	Delay in disclosure by one day.	Nil	There has been a delay of one day in filing of the disclosure.	The said delay in filling the disclosure had occurred inadvertently due to oversight and without any malafide / willful intention on part of the Company or any of its directors.	None
2.	The board of directors shall have an optimum combination of executive and non-executive directors with at least one woman	Regulation 17 (1) of SEBI (LODR) Regulations, 2015	Composition of Board is not as per the Regulation.	BSE and NSE	Fine Imposed	Composition of Board is not as per the Regulation for the quarters ended – June 30, 2025, September 30, 2025, December 31, 2025 and March 31, 2026.	Rs. 4,50,000 on 29/05/2025; Rs. 4,55,000 on 29/08/2025; Rs. 4,60,000 on 28/11/2025, Rs. 4,60,000	The composition of the Board was not being complied with due to non-approval of the resolutions for the appointment	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 Shareholders of	No further action required. The Fine amounts have been duly deposited and the Company is in the process of payment of fine



<p>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>on 27/02/2026, and Rs. 4,50,000 on 27/05/2026 by each of NSE and BSE;</p> <p>Note: Fine amounts are excluding of GST amount.</p>	<p>of Directors by the shareholders of the Company.</p> <p>The Fine amounts have been paid and the Company is in the process of payment of fine imposed on 27/05/2026.</p>	<p>Company from time to time. Also, in terms of the Uplinking Guidelines of Ministry of Information and Broadcasting ('MIB'), as applicable to the Company, prior approval of MIB is required to be obtained before appointing a Director on the Board.</p> <p>The vacation of office due to non-approval of resolutions by the shareholders 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.</p>	<p>imposed on 27/05/2026.</p>
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3.	The Nomination and Remuneration Committee shall comprise of at least three directors and all directors of the committee shall be non-executive directors.	Regulation 19(1) & 19(2) of SEBI (LODR) Regulations, 2015	Composition of NRC is not as per the Regulation.	BSE and NSE	Fine imposed	Composition of NRC is not as per the Regulation 19 for the quarter ended – March 31, 2025 & for part of the quarter ended June 30, 2025.	Rs. 1,80,000 on 29/05/2025 & Rs. 1,14,000 on 29/08/2025 by each of NSE and BSE; Note: Fine amounts are excluding of GST amount.	The composition of the NRC was not being complied with due to non-approval of the resolutions for the appointment of Directors by the shareholders of the Company. The Fine amounts have been paid as imposed.	Owing to the vacancy in the Board, arising due of non-approval of shareholders for the resolution for appointment of Directors, the composition of the NRC was not as per the regulations for the part of the period. The composition of the NRC is in line with the extant provisions of SEBI Listing regulations with effect from May 28, 2025.	The Composition of the Committee is in compliance with the applicable provisions of Regulation 19(1) & 19(2) of SEBI (LODR) Regulations, 2015 as on March 31, 2026 and up to date and accordingly no further actions are required. Further, The Fine amounts have been duly deposited with the stock exchanges.
4	To obtain prior approval of shareholders for continuation of office of non-	Regulation 17(1C) of SEBI (LODR) Regulations, 2015	It was alleged that continuation of office of Director (Mr. Jawahar Lal	SEBI	Settlement Order for the Company in respect	It was alleged that the Company failed to obtain prior approval of shareholders for continuation of	Rs. 11,72,500/- as the settlement Amount for	The matter was settled by payment of Settlement amount, in terms of SEBI	The Settlement amount was duly paid. Further, as per settlement order, the pending enforcement	No further action required.



	executive director.		Goel) as Non-Executive Director, upon cessation of his Managing Director position is in contravention of provisions of the SEBI (LODR) Regulations, 2015.		of the SCN issued.	Mr. Jawahar Lal Goel as a non-executive director during the period from June 25, 2022 to September 19, 2022, as the proposal for his reappointment as Managing Director was rejected by majority of shareholders.	the company.	(Settlement Proceedings) Regulations, 2018	proceeding for the alleged default are settled qua the applicant.	
5.	SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 and SEBI Act, 1992	Section 3 & 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 ("PFUTP Regulations") and Section 12A of SEBI Act, 1992.	Alleged violation of certain regulations of PFUTP Regulations/ SEBI Act	SEBI	Show Cause Notice ("SCN") dated February 12, 2026	SEBI issued SCN to the Company and Dish Infra Services Private Limited (WOS of Company), as co-notice (s), in the matter of Zee Entertainment Enterprises Limited, alleging violations relating to certain business transactions.	Not Specified	The Company and its WOS, has filed settlement application with SEBI in April, 2026.	The Company is taking necessary action in this matter and to avoid protracted litigation, an 'Application for Settlement' has been filed by the Company and its WOS in terms of the provisions of SEBI (Settlement Proceedings) Regulations, 2018. The said application is currently under consideration by SEBI. The Company does not anticipate that SCN will have any material adverse impact.	Settlement application filed with SEBI in April, 2026 is pending.



(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.	Inadvertent delay	2024-25	Regulation 23(9) of SEBI (LODR) Regulations, 2015 Disclosure of related party transactions within the prescribed timeline.	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.	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. The filing was, however, submitted to BSE & NSE on May 28, 2025. Further, fine imposed by NSE and BSE are paid.	No further action required.
2.	Composition of Board: The composition of the Board was not being complied with due to non-approval of	2024-25	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-	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.	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	No further action required.



	<p>the resolutions for the appointment of Directors by the shareholders of the Company and on account of resignation of Director.</p>		<p>woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors.</p> <p>(b) The Board of directors of the top 1000 listed entities shall have at least one independent woman director.</p> <p>(c) The board shall comprise of not less than six directors.</p>	<p>Penalty Amount: Rs. 4,55,000 on 21/08/2024; Rs. 4,60,000 on 21/11/2024; Rs. 4,60,000 on 17/03/2025, by each of NSE and BSE;</p> <p>Note: Penalty amounts are excluding of GST amount.</p>	<p>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 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.</p>	
3.	<p>Audit Committee- 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</p>	2024-25	<p>Regulation 18(1) of SEBI (LODR) Regulations, 2015</p> <p>The audit committee shall have minimum three directors as members.</p>	<p>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.</p> <p>Rs. 20,000 on 17/03/2025 by each of NSE and BSE;</p>	<p>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.</p> <p>Further, fine imposed by NSE and BSE are paid.</p>	No further action required.



	reconstituted as per Regulation 18.			Note: Penalty amounts are excluding of GST amount.		
4.	Nomination and Remuneration Committee- This was due to cessation of directors during the year, due to non-approval of shareholders for the appointment of Directors and on account of resignation of Director.	2024-25	Regulation 19(1) & 19(2) of SEBI (LODR) Regulations, 2015 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. 1,82,000 on 21/08/2024; Rs. 1,84,000 on 21/11/2024; Rs. 1,84,000 on 17/03/2025 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. The Committee was subsequently reconstituted as per Regulation 19 and the Composition of the Committee is in compliance with the application provisions of Regulation 19(1) & 19(2) of SEBI (LODR) Regulations, 2015 up to date. Further, fine imposed by NSE and BSE are paid.	No further action required.
5.	Stakeholders Relationship Committee - 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	2024-25	Regulation 20 (2)/(2A) of SEBI (LODR) Regulations, 2015 At least three directors, with at least one being an independent director, shall be members of the Committee.	The composition of the Stakeholders Relationship Committee was not as per Regulation 20 on account of cessation of Directors, due to nonapproval by the shareholders. Upon appointment of new directors, the committee was reconstituted time to time basis.	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 Stakeholders Relationship Committee was not complete. Further, fine imposed by NSE and BSE are paid.	No further action required.



	resignation. The Committee was subsequently reconstituted as per Regulation 20.			Rs. 20,000 on 17/03/2025 by each of NSE and BSE; Note: Penalty amounts are excluding of GST amount.		
6.	Risk Management Committee- This was due to cessation of directors during the period due to non-approval of appointment of Directors by the Shareholders and on account of resignation of Director. The Committee was subsequently reconstituted as per Regulation 21.	2024-25	Regulation 21(4) of SEBI (LODR) Regulations, 2015 The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director	The composition of the Risk Management Committee was not as per Regulation 21 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.	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 Risk Management Committee was not complete. Further, fine imposed by NSE and BSE are paid.	No further action required.
7.	Nomination and Remuneration Committee- 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	2024-25	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 / Independent Directors could not be recommended by the NRC as the composition of the NRC 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 and the functions of the NRC were discharged by the Board. No penalty has been imposed.	No further action required.



	resignation due to which the composition of the NRC was not as per the extant regulations.					
8.	<p>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. The functions of the NRC were discharged by the Board.</p>	2024-25	<p>Regulation 19(3A) of SEBI (LODR) Regulations, 2015</p> <p>The Nomination and Remuneration Committee shall meet at least once in a financial year</p>	<p>No Nomination and Remuneration Committee Meeting held during the year</p> <p>Nil</p>	<p>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.</p> <p>The functions of the NRC were discharged by the Board.</p> <p>No penalty has been imposed.</p>	No further action required.

* 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

* Clarification(s) sought by stock exchange(s) on various filings/ announcements from time to time were duly replied by the Company.



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 : F003135H000512061

Place : Ghaziabad

Date : May 28, 2026