REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34 (3) read with Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

At Dish TV India Limited ('the Company' / 'Dish TV'), Corporate Governance is regarded not merely as a statutory requirement, but as a strategic imperative and a shared responsibility across the organisation. Our governance framework is firmly anchored in the Company's core values of Collaboration, Speed and Agility, Customer-Centricity, Innovation, Frugality, Respect and Humility, Integrity, the ability to Solve Complex Challenges, and the pursuit of Bold and Ambitious Goals. These values guide our decision-making, strengthen accountability and transparency, and foster a culture of responsible and sustainable growth.

These principles form the foundation of our business ethos and guide decision-making at every level of the organisation. The Company remains committed to maintaining the highest standards of transparency, accountability and ethical conduct, while fostering sustainable, long-term value creation for all stakeholders. Our robust governance framework promotes fairness, equity and integrity across our operations, strengthens stakeholder confidence and enables the Company to pursue consistent, responsible and sustainable growth.

We view good governance as a continuous journey towards excellence, accountability and ethical conduct. We recognise that a Company, as a public institution, carries a broader responsibility towards society and its stakeholders. Accordingly, we regard our stakeholders—including shareholders, customers, employees, investors, regulators and the wider community—as valued partners in our journey. We remain committed to safeguarding their interests and fostering trust, while creating sustainable and enduring value through consistent performance, innovation and responsible growth.

Effective corporate governance is underpinned by a clear understanding of the distinct roles, responsibilities and accountabilities of the Board of Directors, its Committees and the Senior Management Team. Our governance philosophy is centred on the following principles:

(a) Conducting business with the highest standards of ethics and integrity, while ensuring compliance with all applicable laws, regulations and internal policies;

(b) Upholding our responsibility towards all stakeholders and fostering trust through transparency, open communication and responsible disclosure;

(c) Promoting a culture of excellence through continuous capability building, strong leadership and accountability at every level of the organisation; and

(d) Continuously strengthening and evolving our governance practices to respond effectively to changing business and market dynamics, emerging risks and stakeholder expectations.

We regard ethical conduct and sound corporate governance as fundamental pillars of sustainable business growth. We are committed to upholding the highest standards of transparency, fairness, integrity, equity and accountability in our engagements with customers, business partners, employees, regulators, investors and the wider community. Our leadership and employees continuously strive to enhance their knowledge, skills and capabilities to meet stakeholder expectations and uphold the highest standards of ethical conduct. The Company is committed to complying with all applicable laws, regulations and statutory requirements in the conduct of its business.

The Company places strong emphasis on establishing, strengthening and continuously improving robust corporate governance practices. This commitment forms the foundation of our efforts to build and sustain stakeholder confidence and trust, which are integral to our long-term strategic objectives, responsible growth and operational excellence.

The Company's Corporate Governance framework is designed to ensure that its policies, decisions and actions appropriately reflect its responsibilities towards its stakeholders. Transparency and timely disclosure are integral to this framework, subject to the protection of the legitimate business interests and privacy of the Company and its stakeholders. These principles are embedded in the Company's vision and business strategy, enabling the organisation to remain responsive and resilient in a rapidly evolving business environment and to continuously improve its performance and governance standards.

We believe that an active, well-informed, diverse and independent Board of Directors is fundamental to maintaining the highest standards of corporate governance. The Company has established a well-defined internal governance structure, with clearly articulated roles, responsibilities and accountability across its various constituents. The shareholders appoint the Directors, which provides overall governance, oversight and strategic direction to the Company. The Board, in turn, has constituted various Committees to assist in the effective and efficient discharge of its responsibilities and to provide focused oversight of key areas of the Company's operations.

The Chairman, Chief Executive Officer and Executive Director provide leadership and strategic direction to the organisation within the framework of the governance principles established by the Board. The Senior Management Team supports the implementation of the Company's strategy, policies and objectives while maintaining appropriate standards of accountability and ethical conduct.

Going forward, the Company will continue to deploy its resources, capabilities and strategies towards creating and safeguarding long-term value for its stakeholders. At the same time, we remain committed to protecting the legitimate interests of all stakeholders and conducting our business with integrity, transparency and accountability. These principles are central to our endeavour to build, strengthen and retain the trust and confidence of our stakeholders.

This section, together with the sections on 'Management Discussion and Analysis', "Business Responsibility and Sustainability Report" and "General Shareholders' Information", forms part of the Company's disclosures in compliance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

A report on compliance with the principles of Corporate Governance as prescribed under Listing Regulations is given below:

BOARD OF DIRECTORS

The Board of Directors serves as the cornerstone and custodian of corporate governance at Dish TV. It plays a pivotal role in defining and evaluating the Company's strategic direction, overseeing management policies and assessing their effectiveness to ensure that the long-term interests of shareholders are safeguarded. The Company firmly believes that a proactive, well-informed and engaged Board is essential to maintaining high standards of corporate governance. The Company's policy is to have an appropriate blend of executive, independent and non-independent directors to maintain independence of the Board and to separate the Board functions of governance from that of management.

All statutory, material and significant information is presented to the Board in a timely manner, enabling it to discharge its fiduciary responsibilities effectively. This approach reflects the Company's commitment to its governance philosophy and to serving the interests of all stakeholders with integrity and transparency.

The Board of Directors is the primary stakeholder influencing the standards of, and practices relating to corporate governance. Your Company's integrated governance framework is based on the principle of fairness, integrity, transparency and accountability which stimulate the roles and responsibilities of the Board of Directors ('the Board') and Senior Management.

The Board oversees how the management safeguards the interests of all stakeholders. The Company's strategic direction, management policies and their effectiveness is critically evaluated by the Board from time to time. The Board also oversee the short and long-term interests of shareholders and other stakeholders while exercising independent judgment. The day-to-day management of the Company is entrusted to the Key / Senior Management Personnel who operates under the superintendence and direction of the Board.

a) Composition and Category of Directors

Your Company endeavours to have a diversified Board representing a blend of professionalism, knowledge and experience which ensures that the Board independently perform its governance and management functions.

As on March 31, 2026, your Company has a mix of Executive and Non-Executive including Independent Directors representing a blend of professionalism, knowledge and experience which ensures that the Board independently perform its governance and management function. The Board comprised of 3 (Three) Directors including 2 (Two) Independent Directors (including one Independent Woman Director) and 1 (One) Executive Director. The Board strength is as per the requirements of the Companies Act, 2013 ('the Act'). However, the Listing Regulations requires minimum number of six Directors on the Board. The non-compliance in respect of not having the minimum number of directors on the Board as per Listing Regulations, arose on account of non-approval of the appointment of Directors by the Shareholders of the Company, from time to time. Further, the Company is also required to obtain prior approval of the Ministry of Information and Broadcasting ('MIB') before appointing any Director on the Board of the Company, in terms of the Guidelines for Up-linking and Downlinking of Satellite Television Channels in India, 2022, of MIB. In order to ensure compliance with the requirement of minimum number of Directors on the Board, the Board has always taken requisite steps.

During the year and subsequent to closure of the financial year, the following changes took place in the Board of Directors of the Company:

1. Mr. Mayank Talwar and Mr. Gurinder Singh, vacated the office of Independent Directors, basis the votes cast by the shareholders at the Annual General Meeting held on August 14, 2025, with respect to their appointment proposal(s).
2. Mr. Arun Kumar Kapoor and Ms. Heena Naishadh Bhatt, were appointed as Independent Directors by the Board, at its Meeting held on August 12, 2025, which appointment was subject to Shareholders and MIB approval. The said appointments by the Board, became effective from August 14, 2025, and was approved by the shareholders on April 17, 2026, for the period of first term of 5 consecutive years from August 14, 2025 to August 13, 2030 (both days inclusive).
3. Mr. Ashok Anant Paranjpe was appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years, subject to MIB approval, vide Shareholders' approval dated April 17, 2026. MIB vide its communication dated May 12, 2026, granted its interim approval for appointment of Mr. Ashok Anant Paranjpe, as Director of the Company and that the continuation of office of Directorship of Mr. Ashok Anant Paranjpe is conditional upon receipt of approval of Ministry of Home Affairs. The said approval has been received by the Company on May 13, 2026. Accordingly, the appointment of Mr. Ashok Anant Paranjpe as a Non-Executive Independent Director of the Company became effective from May 13, 2026 for a first term of 5 (five) consecutive years, commencing from May 13, 2026 to May 12, 2031 (both days inclusive).

In view of the above changes, as on the date of this report, your Board comprised of 4 (Four) Directors including 1 (One) Executive Director and 3 (Three) Independent Directors (including one Independent Woman Director).

Composition of the Board as on date of this report:

Category of Directors	No. of Directors	% to total No. of Directors
Independent Directors (including one Independent Woman Director)	3	75
Executive Director	1	25
Total	**4**	**100**

Mr. Manoj Dobhal, Chief Executive Officer and Executive Director of the Company, is the Chairperson of the Board. The Chairperson presides over the meetings of the Board and of the Shareholders of the Company. He leads the Board and ensures effective communication among the Directors. He assumes overall responsibility for strategic management of the business and corporate functions including oversight of governance processes and ensuring top management's operating effectiveness. The Board is responsible for administering all matters relating to corporate governance.

The Directors play a critical role in providing balance to the Board processes with their independent judgment on issues involving strategy, performance, resources and overall governance, besides providing the Board with valuable inputs based on their professional expertise.

The Key Managerial Personnel assume overall responsibility for strategic management of the business and corporate functions and ensuring top management's operating effectiveness. They act as a link between the Board and the management of the Company.

As on March 31, 2026, and as on the date of this report, the Board composition is not in conformity with the extant applicable provisions of Listing Regulations, but is in compliance with the provisions of the Act.

b) **Independent Directors**

As on March 31, 2026, your Board comprised of 2 (Two) Independent Directors, having standing in their respective field / profession, desired knowledge and skill set, who effectively contribute to the Company's business and policy decisions. The Independent Directors contribute to the strategic direction, operational excellence and corporate governance of the Company. In accordance with the criteria set for selection of the Independent Directors by the Nomination and Remuneration Committee ('NRC') and for determining their independence, the Board, *inter-alia*, considers the qualifications, positive attributes, area(s) of expertise, declarations and Directorships / Committee memberships held by these individuals in other Companies. The Board considers the necessary recommendation, wherever applicable, and takes appropriate decisions in the appointment of the Independent Directors. The composition of the NRC for a part of the year under review was not in compliance with the applicable regulatory provisions enumerated in the Act and Listing Regulations and accordingly the power of the NRC was discharged by the Board. None of the Independent Directors hold more directorships than the permissible limits under the Act and Listing Regulations.

All the Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, all the existing Independent Directors, fulfil the conditions specified in Listing Regulations and are independent of the management.

Further, the Independent Directors of the Company have also confirmed that they are registered with the Independent Directors' Data Bank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026, have been made by the Directors.

During the financial year, none of the Independent Director have resigned from the position of Independent Director of the Company, before the expiry of his/her tenure.

None of the Independent Director of the Company is serving as an Independent Director in more than 7 Listed Companies. Further, no Independent Director of the Company holds positions of Whole-time Director / Managing Director in another Listed Company. None of the Independent Director hold any shares in the Company.

c) **Number of Board Meetings held and attendance of each Director at Board Meeting, last Annual General Meeting (AGM) and number of other Directorship and Committee membership/Chairmanship**

During the Financial Year, 9 (Nine) meetings of the Board were held on May 28, 2025, July 3, 2025, July 22, 2025, August 12, 2025, August 21, 2025, November 14, 2025, February 6, 2026, March 13, 2026 and March 30, 2026. The intervening period between any two Board Meetings was within the maximum time gap prescribed under the Act and Listing Regulations. The Board meets at least once a quarter to review the quarterly performance and financial results of the Company.

Attendance details of each Director at the Board Meetings held during the Financial Year ended March 31, 2026, last Annual General Meeting and number of other Directorship and Committee membership/Chairmanship are given below:

Name of Director^	Attendance in Financial Year 2025-26		Number of Directorship in other Public Companies$	Number of Committee positions held in other Public Companies$$	
	Board Meetings (Total 9 Meetings)	37th AGM held on August 14, 2025		Member	Chairman
Executive Director					
Mr. Manoj Dobhal (DIN: 10536036)	9/9	Yes	0	0	0
Independent Director(s)					

Name of Director^	Attendance in Financial Year 2025-26		Number of Directorship in other Public Companies$	Number of Committee positions held in other Public Companies$$	
	Board Meetings (Total 9 Meetings)	37th AGM held on August 14, 2025		Member	Chairman
Mr. Mayank Talwar* (DIN: 10864736)	4/4	Yes	1	1	1
Mr. Gurinder Singh* (DIN: 01861807)	4/4	Yes	0	0	0
Mr. Arun Kumar Kapoor** (DIN: 01779523)	5/5	NA	1	1	1
Ms. Heena Naishadh Bhatt** (DIN: 11049526)	5/5	NA	0	0	0

^Chairman/Membership of the Directors with respect to the directors vacated during the year, are taken as on the date of vacation of office of respective directors.

$Directorships in other Companies does not include alternate directorships, directorship in foreign bodies corporate and private companies and directorship in Dish TV India Limited.

$$In accordance with Regulation 26 of the Listing Regulations, Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (Listed and Unlisted including Deemed Public Limited Companies) except Foreign Companies, Private Companies, companies registered under Section 8 of the Act and Chairmanships/Memberships in Committees of Dish TV India Limited, has been considered. Further, Chairpersonship has also been counted in membership.

**Basis the votes cast by the shareholders at the Annual General Meeting held on August 14, 2025, Mr. Mayank Talwar and Mr. Gurinder Singh, vacated the office of Independent Directors.*

***The Board at its Meeting held on August 12, 2025, approved the appointment of Mr. Arun Kumar Kapoor and Ms. Heena Naishadh Bhatt, as Independent Directors, effective from August 14, 2025 up to August 13, 2030, both appointments being subject to the shareholders' approval. Subsequently, shareholders on April 17, 2026, approved the said appointments.*

None of the Directors holds directorships in more than twenty Indian Companies, with not more than ten Public Limited Companies. As mandated by the Listing Regulations, none of the Directors of the Company are members of more than ten Board level committees (Audit & Stakeholders Relationship Committee) nor are the Chairperson of more than five Board level committees (Audit & Stakeholders Relationship Committee) in Listed Companies in which they are Directors.

Details of other directorships of Directors held in the listed entities as at March 31, 2026, are as under:

Name of the Director	Directorship in other Listed Companies	Category of Directorship
Mr. Manoj Dobhal	NIL	NA
Mr. Arun Kumar Kapoor	NIL	NA
Ms. Heena Naishadh Bhatt	NIL	NA

d) Woman Independent Director

As on March 31, 2026 and up to date of this report, in compliance with Regulation 17(1) of Listing Regulations and applicable provisions of the Act, Ms. Heena Naishadh Bhatt, a Woman Director, in the category of Independent Director, is on the Board of your Company.

e) Relationship between Directors *inter-se*

None of the Directors are, in any way related to each other.

f) Shares and Convertible securities held by Non-Executive Directors

As on March 31, 2026, none of the Non-Executive Directors of your Company held any shares in the Company.

g) **Familiarization Programme for Independent Directors, along with Web Link**

Familiarisation Programme sessions are conducted for Independent Directors on business, functional matters, paradigm of the Industry and Strategy. To familiarize the Directors with strategy, operations and functions of the Company, the Senior Managerial Personnel make presentations about updates on applicable laws and their amendments, regulatory provisions pertaining to Related Party Transactions, Industry Update, update on Broadcasting sector, challenges and strategy of the business and duties, responsibilities and liabilities of Independent Directors. With the fast-changing landscape of the Industry and growth of new and competitive platforms, during the year the Board members were apprised of the Business Operations of the Company, the Competition, the financial position of the Company, Related Party Transaction, Disclosures of material events, Board effectiveness & Evaluation and Duties, Roles & Responsibilities of Directors.

When a director is inducted on the Board, an induction program is conducted including organization structure, compliance practices, key therapies and products in which the Company operates, human resources overview, performance management, Company policies, *etc*. The induction programme also covers the Company's history, background of the Company and its performance over the last few years. The Board including all Independent Directors are provided with relevant documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices from time to time besides regular briefing by the members of the Senior Management Team.

The details of familiarisation programme can be viewed in the Investor section of Company's website at http://dishd2h.com/corporate-governance/

h) **Key Skills/Expertise/Competencies identified by the Board of Directors**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee ('NRC') had identified Core Skills / Practical Experience / Competencies which are required in the context of Company's business and sector, for the Board to function effectively. The Board should comprise of Directors with qualification/ experience in various areas like Product Delivery, Technology Innovation, Client engagement, Community and Stakeholder engagement, Marketing & Communication to enable the Board to function effectively. In line with the said criteria, as at March 31, 2026, the Board of the Company, comprise of Directors with qualification/experience in Product Delivery, Technology Innovation, Client engagement, Community and Stakeholder engagement, and Marketing & Communication.

In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies for the Directors. The details of skills / expertise / competencies of the Directors, as on March 31, 2026, is as below:

Key Skills:

Areas of Core Skills/ Expertise/ Competence	Mr. Manoj Dobhal	Mr. Arun Kumar Kapoor	Ms. Heena Naishadh Bhatt
Strategy and strategic planning	√	√	√
Policy development	√	√	-
Financial Expertise	-	√	√
Risk and compliance oversight	√	√	√
Executive management	√	√	√
Commercial experience	√	√	√

Industry Skills (Broadcasting):

Areas of Core Skills/ Expertise/ Competence	Mr. Manoj Dobhal	Mr. Arun Kumar Kapoor	Ms. Heena Naishadh Bhatt
Product Delivery	√	√	-
Technology Innovation	√	√	-
Client engagement	√	√	√

Community and stakeholder engagement	√	√	-
Marketing & Communication	√	√	-

i) Board / Committee Meeting Procedure

A well-defined system of convening Board / Committee meetings ('Meetings') is in place in the Company and the Meetings are convened either in physical or through electronic mode, from time to time, as per the specific requirements by giving appropriate notice. The Directors of the Company are given the facility to attend the Meetings through video conferencing, in case they so desire, subject to compliance with the specific requirements under the Act. Wherever it is not possible to convene or mandatory to hold a Board Meeting, resolutions are passed by circulation, in order to meet the business exigencies.

The Board exercises its responsibility with care, skill and diligence. The Board critically evaluates Company's strategic direction, management policies and their effectiveness. The Board discusses and decides on business strategies/ policy and reviews the financial performance of the Company. The Board is given presentations covering various aspects of business, subsidiaries operations, business environment, strategy and risk management practices. The Company Secretary, in consultation with the Executive Director and Chief Financial Officer, plans the agenda of the Meetings well in advance and circulates the same along with the explanatory notes amongst the members of the Board, within the prescribed time limit, to enable them to take informed decisions and to facilitate meaningful and focused discussions at the meetings. The Board, Audit Committee and Risk Management Committee review possible risks and risk mitigation measures, financial reports, compliance reports and other business-related reports / certificates. Where it is not practical to attach any document to the agenda, it is tabled before the meeting. The quantum and quality of information supplied by the management to the Board goes beyond the minimum requirements stipulated under the Act, Secretarial Standards issued by the Institute of Company Secretaries of India and Listing Regulations. These detailed Meetings provide the strategic roadmap for the Company. Meetings are generally held at the Corporate Office of the Company.

The Company's guidelines relating to the Board meetings are applicable to the Committee meetings. Upon the advice of the Board, Key Managerial Personnel / Senior Management Personnel are invited to the Board / Committee meetings to apprise and make presentations on relevant issues or provide necessary insights into the operations / working of the Company and corporate strategies. Information required to be placed before the Board and Committees thereof, as per Regulation 17(7) of the Listing Regulations, are considered and taken on record / approved by the Board. The Board regularly reviews Compliance status in respect of laws and regulations relevant to the Company.

The Company Secretary records minutes of proceedings of meetings of Board and Committee thereof. Minutes of proceedings of each Board and Committee meeting are recorded and draft minutes are circulated to Board/ Committee members for their confirmation, in terms of the applicable provisions. The inputs, if any, of the Board and Committee Members are incorporated in the Minutes after which these are entered in the Minutes Book in compliance with the applicable provisions. Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned departments/ officials.

j) Code of Conduct

The Company has adopted a Code of Conduct for the Members of the Board of Directors and Senior Management, and all the Directors and Senior Management Personnel as defined in the Code of the Company have provided their annual confirmation of compliance with the Code. Besides the said Code, the Company has also put in place a Policy on Ethics at Workplace which is applicable to all employees. The role and responsibilities of Independent Directors as prescribed in Schedule IV of the Act and/or Listing Regulations forms part of the appointment letters issued to Independent Directors. Copy of the Code along with the terms of appointment of Independent Directors is available on the website of the Company at http://www.dishd2h.com/corporate-governance/

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below:

Declaration

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the 'Code of Conduct for Members of the Board and Senior Management' of the Company for the Financial Year ended March 31, 2026.

Manoj Dobhal
Chief Executive Officer
Noida, August 11, 2026

k) Board Support and Role of Company Secretary in the Overall Governance Process

The Company Secretary is responsible for collation, review and distribution of all papers/documents submitted to the Board and Committees thereof for consideration. The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed, investor queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws. The Company Secretary attends the meetings of the Board and its Committees and ensures appropriate recording of minutes of the meetings.

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s) ensures adherence to all applicable laws and regulations, including the Act read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of the Company's affairs in compliance with applicable statutory requirements. He serves as an interface between the Board, Management and Regulatory Authorities for governance matters.

The Company Secretary has also been designated as Compliance Officer. Mr. Balveer Singh is the Company Secretary & Compliance Officer of the Company, as on the date of this report.

l) Profile of the current Directors of the Company, including those to be appointed/re-appointed at the ensuing Annual General Meeting

1. **Mr. Manoj Dobhal (DIN: 10536036):** Mr. Manoj Dobhal is an enterprising leader, effective in high profile executive roles in well-established organization & Start-ups. He is proficient in overcoming complex business challenges and making high stake decision and having process techno-commercial experience across all sphere for scalable & sustainable business development. Mr. Dobhal has more than 26 years of experience in setting the vision & Strategic plan for developing business and amplifying business margin through long term planning across all business segments of FMCG, Telecom, consumer durable, DTH, Broadband and Media distribution.

   Mr. Dobhal comes with a rich experience in DTH industry in India and overseas. He has managed various aspects of business across industries including Sales & Distribution, Marketing, Customer Experience, Field Service and Business Process Automation. He has worked with various organization including Colgate Palmolive India Limited, Vadilal Ent. Ltd, Dabur India Ltd., Reliance Communication Ltd., Tata Play Fiber, etc. Mr. Dobhal is an MBA (Marketing) from Apeejay Institute of Management, Delhi and B.Sc. (Hons.) in Electronics from University of Delhi.

2. **Mr. Arun Kumar Kapoor (DIN: 01779523):** Mr. Arun Kumar Kapoor is a distinguished business leader with over 34 years of rich experience, including 18 years as CEO / Business Head across diverse sectors such as FMCG, Telecom, BPO, Packaged Food, Liquor, Writing Instruments, DTH and Media Distribution. He has held positions with prominent organizations like United Breweries (UB Group), Gillette, Pepsi, Bharti Cellular (Airtel), Modi-Apollo International Group, Daksh E-Services, Hutchison Essar (Vodafone), Big TV DTH, Dish TV India Limited, Media Pro, Taj Television, etc. He has a proven track record in establishing and scaling businesses, managing complex joint ventures, and aligning stakeholders at the highest level. Mr. Kapoor played a pioneering role in digitizing India's cable industry, enhancing transparency and increasing market share for the largest distribution companies.

Mr. Kapoor's leadership style combines with the discipline of multinational corporate structures. He is known for building high-performance teams, implementing strong sales, marketing and service networks and putting in place robust operational processes. His expertise extends to policy-level engagement with industry bodies, government, and regulators.

Mr. Kapoor holds MBA degree from Jamnalal Bajaj Institute of Management Studies, a Ph.D. from Chitkara University and Bachelor's degree in Commerce from Shri Ram College of Commerce.

3. **Ms. Heena Naishadh Bhatt (DIN: 11049526):** Ms. Heena Naishadh Bhatt has over 34 years of extensive experience in the banking and finance sector, with a strong background across retail banking, microfinance, agricultural finance, and banking.

   Ms. Bhatt started her career with Bank of India (a Public Sector Bank) and thereafter worked in key managerial positions with ICICI Bank and IDBI Bank. Throughout her career, Ms. Bhatt has demonstrated exceptional leadership traits, earning numerous awards for her ability to establish new business trends, drive growth and ensure regulatory compliances.

   Ms. Bhatt is serving as the Chief Operating Officer of Tripoli Management Pvt. Ltd. Additionally, she serves as a professional director with a district co-operative bank in Gujarat, which was recently been recognized as the Best Compliance Bank in the state.

   Ms. Bhatt holds a bachelor's degree in physics, and a Postgraduate degree in Finance. She also holds a specialized certification in MSME Finance.

4. **Mr. Ashok Anant Paranjpe (DIN: 07440788)**: Mr. Ashok Paranjpe is a highly respected senior legal professional and he was a Partner at Wadia Ghandy & Company, Mumbai, for over two decades and has extensive experience in Real Estate, Banking and Finance, and Dispute Resolution.

   Mr. Paranjpe is widely recognized for his expertise in Real Estate, Banking and Finance, and Dispute Resolution. He regularly advises leading banks and financial institutions on securities transactions, security documentation, mergers and acquisitions, cross-border lending and finance, and the acquisition of financial assets, including non-performing assets.

   He is registered with the Indian Institute of Corporate Affairs (IICA) in its Independent Directors Databank and presently serves as a Non-Executive Independent Director on the Boards of LIC Mutual Fund Trustee Pvt. Ltd., SICOM Limited and Team India Guaranty Limited. He served as the Managing Partner of MDP & Partners for 13 years and is currently the Managing Partner of MDP Associates, Advocates & Solicitors, since August 2024.

BOARD COMMITTEES

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation, which concern the Company and need a closer review. Your Board has constituted Committees for smooth and efficient operation of day-to-day business of the Company. The Committees of the Board are constituted as per the applicable provisions of the Act and the Listing Regulations and business requirements. Each Committee of the Board is guided by and operates under the terms of reference, which has been framed in compliance with applicable laws defining the scope, powers and composition of the Committee. The minutes of the meetings of the Committees are placed before the Board. The Board Committees can request special invitees to join the meeting, as appropriate.

All decisions pertaining to the constitution of Committees and appointment of members are taken by the Board of Directors. The terms of reference or charter of the Committees are decided by the Board in terms of Act and Listing Regulations. During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board. Mr. Ranjit Singh, Company Secretary & Compliance Officer, acted as the Secretary to the Committees during the financial year 2025-26 and till the date of his resignation from the said position *i.e.* close of business hours of May 31, 2026. Mr. Balveer Singh, Company Secretary & Compliance Officer, has been acting as the Secretary to the Committees w.e.f. June 01, 2026.

Particulars of Meetings of Board Committees held during FY 2025-26 and Directors' attendance at such Committee Meeting(s) are detailed herein:

Particulars	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	Disciplinary Committee
No. of Meetings held	7	6	2	1	2	Nil
Directors Attendance$:						
Mr. Manoj Dobhal	6/7	5/6	1/2	1/1	2/2	NA
Mr. Mayank Talwar*	4/4	4/4	1/1	NA	NA	NA
Mr. Gurinder Singh*	4/4	4/4	1/1	NA	NA	NA
Mr. Arun Kumar Kapoor**	3/3	2/2	1/1	1/1	2/2	NA
Ms. Heena Naishadh Bhatt**	3/3	2/2	1/1	1/1	2/2	NA

$Attended/Entitled to attend the meeting.

** Basis the votes cast by the shareholders at the Annual General Meeting held on August 14, 2025, Mr. Mayank Talwar and Mr. Gurinder Singh, vacated the office of Independent Directors.*

*** The Board at its Meeting held on August 12, 2025, approved the appointment of Mr. Arun Kumar Kapoor and Ms. Heena Naishadh Bhatt, as Independent Directors, effective from August 14, 2025 to August 13, 2030, both appointments being subject to the shareholders' approval. Subsequently, shareholders on April 17, 2026, approved the said appointments.*

Details of Board Committees are as under:

a) Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Act read with the rules made thereunder and Regulation 18 read with Part C of Schedule II of Listing Regulations. The Audit Committee comprises of members who possess financial and accounting knowledge.

Your Company has a duly constituted Audit Committee and its composition as well as charter are in line with the requirements of the Act and Listing Regulations.

During the financial year, the Audit Committee met 7 (Seven) times on May 28, 2025, July 03, 2025, July 22, 2025, August 12, 2025, November 14, 2025, February 06, 2026 and March 30, 2026. The necessary quorum was present for all the meetings held during the year. The intervening period between any two Audit Committee Meetings was within the maximum time permissible under the Act and Listing Regulations.

In compliance with Section 177 of the Act read with rules made thereto and Regulation 18 of the Listing Regulations, the Audit Committee of the Board as on March 31, 2026 and as on the date of this report, comprises of 3 (Three) Members, with Ms. Heena Naishadh Bhatt as its chairperson, Mr. Arun Kumar Kapoor and Mr. Manoj Dobhal as its members, as per details below:

Name of the Director	Designation in Committee	Category
Ms. Heena Naishadh Bhatt	Chairperson	Non-Executive Independent
Mr. Arun Kumar Kapoor	Member	Non-Executive Independent
Mr. Manoj Dobhal	Member	Executive

Mr. Mayank Talwar, erstwhile Chairman of the Audit Committee was present in the 37th (Thirty Seventh) Annual General Meeting of the Company held on August 14, 2025, to answer the queries of the stakeholders.

In addition to the members of the Audit Committee, the meetings of the Audit Committee are generally attended by the Chief Executive Officer, Chief Financial Officer, Statutory Auditors and Internal Auditors of the Company. The Company Secretary acts as the Secretary of the Audit Committee. The minutes of each Audit Committee meeting are placed in the next meeting of the Board and the Audit Committee.

Scope and Terms of Reference of Audit Committee

The powers, role and terms of reference of the Audit Committee *inter-alia* cover the areas as prescribed under Section 177 of the Act and Regulation 18 of the Listing Regulations, besides other terms as referred to by the Board of Directors. The powers of the Audit Committee *inter-alia* include investigating any activity within its terms of reference as specified by the Board of Directors and seeking information from any employee, obtain professional advice from external sources, secure attendance of outsiders with relevant expertise, if required and have full access to information contained in the records of the Company.

The role of the Audit Committee *inter-alia* includes oversight of the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible, recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for any other services rendered by statutory auditors, reviewing with the management - quarterly results and annual financial statements with auditors' report thereon before submission to the Board of Directors for approval with particular reference to matters required to be included in the Directors' Responsibility Statement, changes in accounting policies and practices, major accounting entries involving estimates based on the exercise of judgment by management, significant adjustments made in the financial statements arising out of audit findings, compliance with listing and other legal requirements relating to financial statements, disclosure of any related party transactions and modified opinion(s) in the draft audit report, Reviewing with management, the statement of uses / application of funds raised through an issue, approval or any subsequent modification of any transactions of the Company with related parties, review and monitor the auditor's independence and performance and effectiveness of audit process, scrutiny of inter-corporate loans and investments, evaluation of internal financial controls and risk management system, reviewing the functioning of the vigil mechanism/ whistle blower policy, reviewing the internal controls to ensure compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') and verifying that the system for internal control under PIT Regulations are adequate and are operating effectively.

The Audit Committee mandatorily reviews information such as internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, related party transactions and such other matters as prescribed under the Act and Listing Regulations. All recommendations made by the Audit Committee during the year under review were accepted by the Board.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws and compliance with requirements of Regulation 24 of the Listing Regulations. The Audit Committee also *inter-alia* reviews the financial statements, significant related party transactions and statement of investments of the Subsidiaries.

Internal Audit

The role of Internal Audit is to provide an objective and independent review of the design and operation of risk management, control and governance processes followed across the Company. Internal Audit also adds value by providing advice to management on improvements they can make to these processes.

S M A M & Co., Chartered Accountants (FRN: 028845C) were the internal auditor of the Company for the Financial Year 2025-26. Basis the recommendation of the Audit Committee, the Board, at its meeting held on May 26, 2026, has re-appointed S M A M & Co., as the Internal Auditor of the Company for the Financial Year 2026-27.

Internal Audit review control *inter-alia* covers - the appropriateness and effectiveness of risk management and governance processes, the reliability and integrity of financial and operating information, the effectiveness and efficiency of operations, safeguarding of assets, compliance with laws, regulations and contracts, quality and continuous improvement. The Company's system of internal controls covering Revenue from Operations, Receivables Management, HR (Employee Benefits and Expenses), Finance & Accounts AMCs Review, Processes Review and Statutory Compliances, etc., are reviewed by the Internal Auditors from time to time and presentations are made by them before the Audit Committee. The Internal Audit scope is discussed with the Statutory Auditors, before placing the same at the Audit Committee for its consideration and approval. The representative of Internal Auditors of the Company attends meetings of the Audit Committee wherein the Internal Audit reports are presented and findings of internal audits along with management comment thereon are placed before the Audit Committee.

The Audit Committee of the Board *inter-alia*, reviews the adequacy of internal audit function, the internal auditor reports and reviews the internal financial control processes and systems. The Audit Committee is provided necessary assistance and information to render its function efficiently.

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee ('NRC') *inter-alia*, identifies and recommends persons who are qualified to become directors or appointed as part of Senior Management and reviews and recommends their remuneration and other employment terms and conditions. The NRC takes into consideration the best practices being followed in the industry while fixing appropriate remuneration packages and also administers employee stock option scheme.

During the financial year, the composition of the NRC was not in line with the applicable provisions of the Act and Listing Regulations from April 1, 2025 till May 27, 2025 and hence no meetings of NRC were convened during said period. The functions of the NRC were discharged by the Board during this period. The Board at its meeting held on May 28, 2025, appointed Mr. Manoj Dobhal as the Chairman of the Board and also unanimously approved to induct Mr. Manoj Dobhal, as the member of the NRC. Post the said induction, the composition of the NRC is in compliance with the applicable provisions of the Act and Listing Regulations with effect from May 28, 2025.

During the financial year, NRC met six times on May 28, 2025, July 03, 2025, July 22, 2025, August 12, 2025, November 14, 2025 and March 13, 2026. The necessary quorum was present for the said meetings.

In compliance with Section 178 of the Act read with rules made thereto and Regulation 19 of the Listing Regulations, as on March 31, 2026, the composition of the NRC comprised of three (3) members, with Mr. Arun Kumar Kapoor, as its Chairman, Ms. Heena Naishadh Bhatt and Mr. Manoj Dobhal, as its members.

The Board at its meeting held on May 26, 2026, had reconstituted the Nomination & Remuneration Committee with Mr. Arun Kumar Kapoor as its chairman, Ms. Heena Naishadh Bhatt, Mr. Manoj Dobhal and Mr. Ashok Anant Paranjpe, as its members. Accordingly, the details of current composition of NRC, is as under:

Name of the Director	Designation in Committee	Category
Mr. Arun Kumar Kapoor	Chairman	Non-Executive Independent
Ms. Heena Naishadh Bhatt	Member	Non-Executive Independent
Mr. Manoj Dobhal	Member	Executive
Mr. Ashok Anant Paranjpe	Member	Non-Executive Independent

In addition to the members of the NRC, the meetings of the NRC are generally attended by the Chief Executive Officer and Chief Financial Officer of the Company. The Company Secretary acts as the Secretary of the NRC. The minutes of each NRC meeting are placed in the next meeting of the Board and the NRC.

Terms of Reference

The powers, role and terms of reference of the NRC covers the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations, besides other terms as referred by the Board of Directors. The role *inter-alia* includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the nomination and remuneration for the directors, Key Managerial Personnel and other employees; evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation; prepare a description of the role and capabilities required of an independent director; formulation of criteria for evaluation of Independent Non-Executive Directors and the Board as a whole; deciding and approving grant of Stock Options, including terms of grant; devising a policy on diversity of Board of Directors; and identification of persons who are qualified to become directors and who may be appointed in the Senior Management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment, removal and noting their cessation; recommendation on extension or continuation of the terms of appointment of the Directors; and recommendation to the Board of Directors of all remuneration, in whatever form, payable to the Senior Management.

Performance Evaluation Criteria for Independent Directors

In accordance with the criteria laid down by the NRC. Performance of each of the Independent Directors is evaluated every year by the entire Board with respect to various factors such as personal traits which includes business understanding, communication skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to management, deployment of knowledge and expertise, independence, management of relationship with various stakeholders, independence of behaviour and judgment, maintenance of confidentiality and contribution to corporate governance practice within the Company.

A formal evaluation of performance of the Board, its Committees, Chairman of the Company and individual Directors was carried out during the Financial Year 2025-26, details of which are provided in the Board's Report.

Remuneration and Board Diversity Policy

The Company has in place a Nomination and Remuneration Policy ('Remuneration Policy') formulated as per the provisions of the Act and the Listing Regulations. The Company's Remuneration Policy represents the approach of the Company to the remuneration of Directors and Senior Management. The Company's policy on Board Diversity sets out the approach to have a diversity on the Board of the Company in terms of gender, age, cultural, educational & geographical background, ethnicity, profession, experience skills and knowledge.

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management, year on year, thereby creating long-term value for all stakeholders of the Company. Focus on productivity and pay-for-performance have been the cornerstones of the Company's reward philosophy with differentiated compensation growth to high-performing employees. With a view to bring performance-based growth approach, the remuneration of employees of the Company have been moderated and structured as a mix of fixed and variable pay depending on the grade and level of employee.

The increments and variable pay structure for the employees including Senior Management and Executive Director of the Company is deliberated and recommended by the NRC and approved by the Board. The NRC considers and recommends for approval of the Board, the compensation package of Executive Directors which *inter-alia* includes fixed pay and variable pay. The compensation packages are in accordance with applicable laws, in line with the Company's objectives, and as per the Industry standards.

Non-Executive directors are paid sitting fees (for attending the meetings of the Board and of Committees of which they are members), which is within regulatory limits and in compliance with the applicable provisions of the Act.

The Remuneration Policy of the Company can be accessed on Company's website *viz.* www.dishd2h.com/corporate-governance/. An extract of the Remuneration Policy approved by the NRC has been included as a part of this Annual Report.

Remuneration paid to Executive Directors

As on March 31, 2026, your Board comprise of one Executive Director *i.e.* Mr. Manoj Dobhal

Remuneration paid to Mr. Manoj Dobhal (Chief Executive Officer & Whole-time Director)

The Board at its Meeting held on March 15, 2024, approved induction of Mr. Manoj Dobhal (Director Identification Number: 10536036), who was hitherto working as Chief Executive Officer, on the Board of Directors of the Company, as an Additional Director (in the category of Whole-time Director) of the Company, whose office shall be liable to retire by rotation, with effect from March 15, 2024. On his appointment as the Whole-time Director with effect from March 15, 2024, the Board decided that the remuneration drawn by him as Chief Executive Officer, shall continue that no incremental remuneration will be given to Mr. Dobhal consequent to his appointment as the Executive Director of the Company.

The said appointment of Mr. Manoj Dobhal, as Whole-time Director of the Company for the period from March 15, 2024 to March 14, 2027, was approved by the shareholders of the Company at the Extra Ordinary General Meeting held on June 14, 2024. Mr. Dobhal had been receiving remuneration from the Company in terms of the approval of the shareholders.

During the year under review, remuneration of Mr. Manoj Dobhal was revised and the same was also approved by the shareholders at Annual General Meeting of the Company held on August 14, 2025.

The details of remuneration paid to Mr. Manoj Dobhal (Chief Executive Officer & Whole-time Director) of the Company for the period from April 1, 2025 till March 31, 2026, is as below:

Particulars of Remuneration	Remuneration (Amount In Lakhs)
Gross salary (As per Income tax act):	
Salary*	234.92

Perquisites	5.92
Others (Contribution to Provident Fund)	7.50
Total	**248.34**

** Performance based Variable pay paid during the Financial Year 2025-26.*

Services of Mr. Dobhal may be terminated by either party, by giving three months' notice or salary in lieu thereof. There is no separate provision for payment of severance pay. The appointment of Mr. Dobhal as Whole-time Director for the period from March 15, 2024 till March 14, 2027 (both days inclusive) and terms thereof has been duly approved by the shareholders of the Company at the Extra Ordinary Meeting held on June 14, 2024. During the financial year, at the NRC meeting held on May 28, 2025, in terms of ESOP 2018 Scheme of the Company, Mr. Manoj Dobhal has been granted 15,48,000 Stock Options at Exercise Price of ₹ 5.60/- per Option. The Options granted under ESOP 2018 vest each year equally *i.e.* 25% of the number of Options granted, over a period of four years from the date of grant.

The remuneration paid to Executive Director is commensurate with their role and responsibilities. Remuneration paid to Executive Director, as approved by the shareholders, is within the limits prescribed under the Act and Schedule V of the Act.

Remuneration paid to Non-Executive Directors

During the Financial Year 2025-26, each Non-Executive Directors were paid sitting fee of ₹ 75,000/- (Rupees Seventy-Five Thousand) for attending each meeting of the Board and Committees thereof. Post closure of financial year, upon the recommendation of NRC, the Board at its meeting held on May 26, 2026 increased the sitting fees payable to Non-Executive Directors to ₹ 1,00,000/-(Rupees One Lakh Only) for attending each meeting of the Board and Committees thereof from June 1, 2026 onwards.

Particulars of Sitting Fee paid to Non-Executive Directors of the Company for Financial Year 2025-26 are as under:

Name of Director	Sitting Fees (Amount In Lakhs)
Mr. Mayank Talwar	9.75
Mr. Gurinder Singh	9.75
Mr. Arun Kumar Kapoor	11.25
Ms. Heena Naishadh Bhatt	11.25
Total	**42.00**

During the year, no stock options have been granted to the Independent Directors under ESOP – 2018 Scheme of the Company Also, no director has exercised any stock options, in terms of the applicable provisions.

During the Financial Year 2025-26, the Company did not advance any loan to any of its Directors. Further, there are no pecuniary relationships or transactions between the Independent Directors and the Company, other than the sitting fees paid to Non-Executive and Independent Directors for attending the meetings of the Board and its Committees, as detailed above.

c) Stakeholders Relationship Committee

Stakeholders Relationship Committee ('SRC') looks into investors' grievances arising out of issues regarding share transfers, dividends, dematerialization and related matters, evaluating performance and service standards of the Registrar and Share Transfer Agent and takes requisite action(s) to redress the same.

During the financial year, SRC met twice on July 22, 2025 and November 14, 2025. The necessary quorum was present for the said meetings.

In compliance with Section 178 of the Act read with rules made thereto and Regulation 20 of the Listing Regulations, the SRC of the Board as on March 31, 2026, comprised of 3 (Three) Members, with Mr. Arun Kumar Kapoor as its chairman, Ms. Heena Naishadh Bhatt and Mr. Manoj Dobhal as its members.

The Board at its meeting held on May 26, 2026, had reconstituted the SRC with Mr. Arun Kumar Kapoor as its chairman, Ms. Heena Naishadh Bhatt, Mr. Manoj Dobhal and Mr. Ashok Anant Paranjpe, as its members. Accordingly, the details of current composition of SRC, is as under:

Name of the Director	Designation in Committee	Category
Mr. Arun Kumar Kapoor	Chairman	Non-Executive Independent
Ms. Heena Naishadh Bhatt	Member	Non-Executive Independent
Mr. Manoj Dobhal	Member	Executive
Mr. Ashok Anant Paranjpe	Member	Non-Executive Independent

In addition to the members of the SRC, the meetings of the SRC are generally attended by the Chief Executive Officer and Chief Financial Officer of the Company. The Company Secretary acts as the Secretary of the SRC. The minutes of each SRC meeting are placed in the next meeting of the Board and the SRC.

Terms of Reference

The SRC *inter-alia* oversees redressal of shareholder and investor grievances, transmission/ transposition of shares, non-receipt of annual report or declared dividend, issue of letter of confirmation in lieu of duplicate shares, exchange of new share certificates, reviewing dematerialisation of shares and related matters, review measures taken for effective exercise of voting rights by shareholders, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent, review measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company and resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants, if applicable. The roles and responsibilities of the SRC are as prescribed under Section 178 of the Act and Regulation 20 of the Listing Regulations, as amended.

The Company Secretary, being the compliance officer, is entrusted with the responsibility, to specifically look into the redressal of the shareholders and investors complaints and report the same to SRC. The Company has a designated email for investor service and correspondence *i.e.* investor@dishd2h.com.

During Financial Year 2025-26, 1 (One) investor complaint was received and the same was resolved. Accordingly, as on March 31, 2026, no complaint was pending.

d) Corporate Social Responsibility Committee

The Corporate Social Responsibility ('CSR') Committee is responsible for formulation and recommendation of the CSR policy of the Company. It also recommends the amount of CSR expenditure to be incurred on CSR activities and closely and effectively monitors the CSR Spent by the Company and implementation of the policy.

During the financial year, in terms of applicable regulatory provisions, the Company was not required to spend on CSR activities. During the year under review, CSR Committee met once on November 14, 2025. The necessary quorum was present for the said meeting.

The CSR Committee has formulated and recommended to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as per applicable provisions of Section 135 read with Schedule VII of the Act and rules made thereto.

In compliance with Section 135 of the Act read with rules made thereto, the CSR Committee of the Board as on March 31, 2026, comprised of 3 (three) members, with Mr. Manoj Dobhal, Executive Director, as its Chairman and Ms. Heena Naishadh Bhatt and Mr. Arun Kumar Kapoor, Independent Directors, as its members.

The Board at its meeting held on May 26, 2026, had reconstituted the CSR Committee with Mr. Manoj Dobhal as its chairman, Ms. Heena Naishadh Bhatt, Mr. Arun Kumar Kapoor and Mr. Ashok Anant Paranjpe, as its members. Accordingly, the details of current composition of CSR Committee, is as detailed under:

Name of the Director	Designation in Committee	Category
Mr. Manoj Dobhal	Chairman	Executive
Ms. Heena Naishadh Bhatt	Member	Non-Executive Independent
Mr. Arun Kumar Kapoor	Member	Non-Executive Independent
Mr. Ashok Anant Paranjpe	Member	Non-Executive Independent

In addition to the members of the CSR Committee, the meetings of the CSR Committee are generally attended by the Chief Executive Officer and Chief Financial Officer of the Company. The Company Secretary acts as the Secretary of the CSR Committee. The minutes of each CSR Committee meeting are placed in the next meeting of the Board and the CSR Committee.

Terms of Reference

Terms of reference and the scope of the CSR Committee *inter-alia* includes (a) consider and approve the proposals for CSR spends; and (b) review monitoring reports on the implementation of CSR projects funded by the Company.

e) Meeting of Independent Directors

Section 149 of the Act read with Schedule IV and rules made thereunder and Regulation 25 of the Listing Regulations mandates that the independent directors of the Company shall hold at least one meeting in a financial year, without the attendance of the non-independent directors and members of the Management.

The Independent Directors of the Company met on March 30, 2026, *inter-alia* to review the performance of chairperson /the Board / Committees and review flow of information between the management and the Board. The evaluation process was carried out based on an assessment sheet structured in line with guidance note issued by SEBI and ICSI, in this regard. All the Independent Directors were present at the meeting.

f) Risk Management Committee

The Company has Risk Management Committee ('RMC') which assists the Board in its oversight of the Company's management of key risks, as well as the guidelines, policies and procedures monitoring and integrating such risks within overall business risk management framework.

During the year under review, the RMC met twice on September 09, 2025 and March 30, 2026. The necessary quorum was present for both the meetings held during the year.

In compliance with Regulation 21 of the Listing Regulations, the RMC of the Board as on March 31, 2026 comprised of 4 (four) members, with Mr. Manoj Dobhal, Executive Director, as its Chairman, Ms. Heena Naishadh Bhatt, Mr. Arun Kumar Kapoor and Mr. Veerender Gupta (Chief Technology Officer), as its members.

The Board at its meeting held on May 26, 2026, had reconstituted the RMC with Mr. Manoj Dobhal, Executive Director, as its Chairman, Ms. Heena Naishadh Bhatt, Mr. Arun Kumar Kapoor, Mr. Ashok Anant Paranjpe and Mr. Veerender Gupta (Chief Technology Officer), as its members. Further, Mr. Veerender Gupta resigned from the position of Chief Technology Officer of the Company and with effect from June 30, 2026 pursuant transfer of his employment from Dish TV India Limited to Dish Infra Services Private Limited (wholly owned subsidiary). Accordingly, the details of current composition of RMC, is as under:

Name of the Director / Member	Designation in Committee	Category
Mr. Manoj Dobhal	Chairman	Executive
Ms. Heena Naishadh Bhatt	Member	Non-Executive Independent
Mr. Arun Kumar Kapoor	Member	Non-Executive Independent
Mr. Ashok Anant Paranjpe	Member	Non-Executive Independent

In addition to the members of the RMC, the meetings of the RMC are generally attended by the Chief Executive Officer and Chief Financial Officer of the Company. The Company Secretary acts as the Secretary of the RMC. The minutes of each RMC meeting are placed in the next meeting of the Board and the RMC.

Terms of reference

The roles and responsibilities of the RMC are as prescribed under Regulation 21 of the Listing Regulations and *inter-alia* includes overseeing the Company's risk management framework, processes and controls; formulating a detailed Risk Management Plan and Policy, appointment, removal and terms of remuneration of the Chief Risk Officer, reviewing compliance with risk related policies implemented by the Company; review of cyber security and related risks, monitoring and reviewing of risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors from time to time. The role of RMC is to focus on risk management including determination of Company's risk appetite, risk tolerance, risk assessments (risk identification, risk evaluation, risk management and mitigation), etc. including cyber security.

OTHER BOARD COMMITTEES

In addition to the above committees, your Board has voluntarily constituted the following Committees and delegated responsibilities to them for effective discharge of functions as per their scope:

1. **Corporate Management Committee:** The Board has a Corporate Management Committee (CMC) comprising of Senior Executives of the Company to review, approve and/or grant authorities for managing day-to-day affairs of the Company within the powers delegated by the Board. As on March 31, 2026, the Corporate Management Committee comprises of Mr. Manoj Dobhal, Chief Executive Officer and Mr. Amit Kumar Verma, Chief Financial Officer. The Company Secretary acts as Secretary to the Committee.

   The Board at its meeting held on May 26, 2026, had reconstituted the CMC with Mr. Manoj Dobhal, Executive Director and Chief Executive Officer, Mr. Amit Kumar Verma, Chief Financial Officer and Mr. Ranjit Singh, Chief Legal & Regulatory Officer and Chief Content Officer as its members. The Company Secretary acts as Secretary to the Committee.

2. **Disciplinary Committee:** The Board of Directors of the Company had constituted a 'Disciplinary Committee' to considers and finalizes the action(s) to be taken by the Company in case of any violation of Company's Insider Trading Code read with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board has also inter-alia approved the quorum requirement, the scope and charter of the said Committee, the process to be followed by the said Committee on dealing with the violation under the Insider Trading Code of the Company and/or SEBI PIT Regulations and penalty chart in case of different types of violation.

   As on March 31, 2026, the Disciplinary Committee comprised of Mr. Arun Kumar Kapoor, Independent Director as Chairman and Mr. Manoj Dobhal, Chief Executive Officer & Executive Director, Mr. Amit Kumar Verma, Chief Financial Officer and Mr. Ranjit Singh, Company Secretary, as members of the Committee.

   The Board at its meeting held on May 26, 2026, had reconstituted the Disciplinary Committee effective from June 1, 2026 with Mr. Arun Kumar Kapoor, Independent Director as Chairman and Mr. Manoj Dobhal, Chief Executive Officer & Executive Director, Mr. Amit Kumar Verma, Chief Financial Officer, Mr. Ashok Anant Paranjpe, Non-Executive Independent Director and Mr. Balveer Singh, Company Secretary, as members of the Committee.

   During the year under review, no meeting of the Disciplinary Committee was convened.

The Board has prescribed guidelines on constitution, quorum, scope and procedures to be followed by these Committees in discharging their respective functions. Minutes of the proceedings of these Committee meetings are circulated to the Board members and are placed for record by the Board at its subsequent meeting. The Board of Directors had accepted all the recommendations as and when received from its Committees on different matters.

DISCLOSURES REGARDING APPOINTMENT/ RE-APPOINTMENT OF DIRECTORS

The members at the ensuing Annual General Meeting, shall be considering the re-appointment of Mr. Manoj Dobhal, Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The Board recommends the above Re-appointment. The detailed profile of the Director is provided in this report and as an annexure to the Notice calling the Annual General Meeting.

SUBSIDIARY COMPANIES' MONITORING FRAMEWORK

As on March 31, 2026, your Company has 3 (Three) Subsidiaries *viz*. Dish Infra Services Private Limited (Wholly Owned Subsidiary), Dish Bharat Ventures Private Limited (Wholly Owned Subsidiary) and C&S Medianet Private Limited (Subsidiary). The Company's subsidiary companies are managed by a well constituted Board, which provide direction and manages the Companies in the best interest of their stakeholders.

The Company has nominated Mr. Arun Kumar Kapoor, an Independent Director of the Company on the Board of Dish Infra Services Private Limited (Unlisted material subsidiary company). The Board of the Company monitors the performance of subsidiary companies, *inter-alia*, by:

a) Reviewing the Financial Statements and operations, in particular investments made by the Unlisted Subsidiary Company (ies), on quarterly basis by its Audit Committee.

b) Taking note of the minutes of the Board Meeting of Unlisted Subsidiary Company (ies) at its Board meeting.

c) Taking on record / reviewing significant transactions and arrangements entered into by the Unlisted Subsidiary Company (ies).

Effective from July 29, 2026 and as on the date of this report, Ms. Heena Naishadh Bhatt, an Independent Director of the Company serves as an Independent Director on the Board of Dish Infra Services Private Limited, in place of Mr. Arun Kumar Kapoor.

SENIOR MANAGEMENT: PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

The list of Senior Management Personnel of the Company as on March 31, 2026, was as below:

S. No	Name	Designation*
1	Mr. Manoj Dobhal	Chief Executive Officer & Executive Director
2	Mr. Ranjit Singh	Company Secretary, Chief Legal & Regulatory Officer
3	Mr. Amit Kumar Verma	Chief Financial Officer
4	Mr. Gaurav Goel	Chief Strategy Officer
5	Mr. Veerender Gupta	Chief Technology Officer
6	Mr. Sukhpreet Singh	Chief Revenue Officer - DTH Business
7	Mr. Ashutosh Mishra	Corporate Head - Human Resources
8	Mr. Swami Mehra	Head - Customer Engagement
9	Mr. Ravi Bhushan Puri	Corporate Head - Broadcasting
10	Mr. Sunil Kumar	Corporate Head - Product Engineering
11	Mr. Abhishek Gupta	Corporate Head - IT
12	Ms. Shruti Kumar	Corporate Head - Ad Sales, VAS & Carriage
13	Mr. Ankush Narang	Head- DTH Marketing

** Denotes designation as on March 31, 2026*

During the Financial Year 2025-26, the following changes have occurred in the Senior Management of the Company:

- Mr. Mohit Kumar (Divisional Manager - Broadcast Monitoring & QA), Mr. Biraj Bhadra (Head - Watcho Aggregation) and Ms. Simarjot Kaur (Head - Content Alliance), ceased to be a part of Senior Management of the Company due to change in reporting hierarchy, with effect from close of business hours of May 28, 2025.
- Mr. Rajeev Kumar Dalmia (Director-Finance), ceased to be a part of Senior Management of the Company on account of change in the contractual terms, with effect from close of business hours of July 3, 2025.
- Mr. Gaurav Goel was appointed as the Chief Strategy Officer of the Company with effect from July 4, 2025.
- Mr. Ankush Narang was appointed as the Head- Marketing (DTH) of the Company with effect from December 1, 2025.

The following changes have occurred in the Senior Management of the Company, since the close of the Financial Year 2025-26 and upto the date of this report:

- Mr. Ravi Bhushan Puri, Corporate Head - Broadcasting, ceased to be a part of Senior Management of the Company due to his Resignation, with effect from close of business hours of May 31, 2026.
- Mr. Ranjit Singh, ceased to be the Company Secretary & Compliance officer of the Company in terms of succession planning with effect from May 31, 2026. However, he continues to be a part of Senior Management as Chief Legal & Regulatory Officer and Chief Content officer.
- Mr. Balveer Singh was appointed as the Company Secretary and Compliance officer of the Company with effect from June 1, 2026.

- Mr. Amitesh Punhani was appointed as the Corporate Head- Marketing (DTH) of the Company with effect from June 18, 2026.
- Mr. Veerender Gupta resigned from the position of Chief Technology Officer of the Company with effect from June 30, 2026 pursuant transfer of his employment from Dish TV India Limited to Dish Infra Services Private Limited (wholly owned subsidiary) and consequently, ceased to be a part of Senior Management of the Company with effect from close of business hours of June 30, 2026.

GENERAL MEETINGS

The 38th (Thirty Eighth) Annual General Meeting of your Company for the Financial Year 2025-26 will be held at 11:30 A.M. (IST) on Tuesday, the September 29, 2026, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed thereat are as follows:

Financial year Ended	Day, Date & Time	Venue	Special Resolution Proposed
March 31, 2025	Thursday, August 14, 2025, 11:30 AM	Meeting was held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')	1. Appointment of Mr. Mayank Talwar (Director Identification Number: 10864736) as an Independent Director of the Company.- *Not Approved* 2. Appointment of Mr. Gurinder Singh (Director Identification Number: 01861807) as an Independent Director of the Company.- *Not Approved* 3. Revision in the Remuneration of Mr. Manoj Dobhal, Whole-time Director of the Company.- Approved
March 31, 2024	Friday, September 13, 2024, 11:30 AM	Meeting was held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')	1. Appointment of Ms. Garima Bharadwaj (Director Identification Number: 10632970) as an Independent Director of the Company: *Not Approved* 2. Appointment of Mr. Azeezuddin Mohammad (Director Identification Number: 10647083) as an Independent Director of the Company: *Not Approved*
March 31, 2023	Monday, September 25, 2023, 5:30 PM	Meeting was held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')	1. Approval of appointment of Mr. Veerender Gupta (DIN: 00420087) as Whole Time Director designated as Executive Director of the Company: *Not Approved.*

None of the business proposed to be transacted at the ensuing Annual General Meeting require passing of any resolution through Postal Ballot, in terms of Section 110 of the Act, read with Rules made thereunder.

POSTAL BALLOT

During the financial year ended March 31, 2026, one Postal Ballot was conducted, the details of which is given below:

Postal Ballot concluded on April 17, 2026: Postal Ballot through remote electronic voting ('remote e-voting') was conducted by the Company for obtaining approval of the Members for below mentioned agendas:

a. Appointment of Mr. Arun Kumar Kapoor (Director Identification Number: 01779523) as an Independent Director of the Company as Special Resolution;

b. Appointment of Ms. Heena Naishadh Bhatt (Director Identification Number: 11049526) as an Independent Director of the Company as Special Resolution; and

c. Appointment of Mr. Ashok Anant Paranjpe (Director Identification Number: 07440788) as an Independent Director of the Company as Special Resolution

The voting rights of the Members were in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, March 13, 2026 ('Cut-off date'). The period of e-Voting through postal ballot *via* remote e-Voting commenced on Thursday, March 19, 2026, at 9:00 A.M. (IST) and ended on Friday, April 17, 2026, at 5:00 P.M. (IST). Ms. Neelam Gupta (CP No. 6950), Practicing Company Secretary, was appointed as the Scrutinizer for conducting the Postal Ballot including remote e-Voting process in a fair and transparent manner.

Voting summary was as below:

a. Appointment of Mr. Arun Kumar Kapoor (Director Identification Number: 01779523) as an Independent Director of the Company as Special Resolution:

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	570	613205516	99.4994	86	3085417	0.5006

b. Appointment of Ms. Heena Naishadh Bhatt (Director Identification Number: 11049526) as an Independent Director of the Company as Special Resolution:

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	564	613183837	99.4959	91	3106986	0.5041

c. Appointment of Mr. Ashok Anant Paranjpe (Director Identification Number: 07440788) as an Independent Director of the Company as Special Resolution:

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	570	613210583	99.4989	88	3088346	0.5011

Based on the above results, the Special Resolutions as mentioned above, proposed to the Members, approved with requisite majority of votes in favour.

MEANS OF COMMUNICATION

Quarterly and Annual Financial Results: Pursuant to Regulation 33 of the Listing Regulations, the Company furnishes the quarterly un-audited as well as annual audited Financial Results, through online filings to the Stock exchanges where the equity shares of the Company are listed i.e. BSE & NSE and also to the London Stock Exchange, where the GDRs of the Company are listed. Such information has also been simultaneously displayed in the 'Investor Information' section on the Company's corporate website *i.e.* http://www.dishd2h.com

The extract of financial results, quarterly, half yearly and annual results and other statutory information were communicated to the shareholders generally by way of publication in English newspapers *viz*. 'Business Standard' (All editions) and in a vernacular language newspaper *viz*. 'Navshakti' (Mumbai – Edition).

Presentations to Institutional Investors/Analysts: No official press releases and presentations made to institutional investors or to the analysts, including earning release on the financials of the Company.

News releases, presentations: Official news releases and official media releases are generally sent to Stock Exchanges and are also available on the website of the Company.

Website: Pursuant to Regulation 46 of the Listing Regulations, the Company's website i.e. http://www.dishd2h.com contains a dedicated functional segment called 'Disclosures under Regulation 46 of the LODR' under 'Investors' tab, where all the information needed by shareholders is available including information on Directors, Shareholding Pattern, Quarterly Reports, Financial Results, Annual Reports, Credit Rating, Press Releases and various policies of the Company.

Annual Report: The Annual Report containing, *inter-alia*, the Audited Standalone Financial Statement, Audited Consolidated Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report and Business Responsibility and Sustainability Reporting forms part of the Annual Report. The Annual Report is also available on the website of the Company.

Chairman Speech: The Chairman Message forms part of the Annual Report and is also placed on the Company's website at https://www.dishd2h.com/

NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre: Your Company regularly uploads all the information related to its financial results, periodical filings, *inter-alia*, shareholding pattern, corporate governance report and corporate announcements are filed electronically in accordance with the Listing Regulations. Further, in compliance with the provisions of the Listing Regulations, all the disclosures made to the Stock Exchanges are in a format that allows users to find relevant information easily through a searching tool.

London Stock Exchange: Listing of Company's GDRs on London Stock Exchange was made, consequent to issue of GDRs pursuant to the Scheme of Arrangement for Amalgamation of Videocon D2H Limited ('VDL') into and with Dish TV India Limited ('Company'). All the necessary information required to be disclosed to the holders of GDRs, are filed through online filing system of London Stock Exchange.

GENERAL SHAREHOLDER INFORMATION

This section *inter alia* provides information pertaining to the Company, its shareholding pattern, means of dissemination of information, share price movements and such other information in terms of Listing Regulations relating to Corporate Governance.

A. Annual General Meeting:

Date & Day	September 29, 2026 (Tuesday)
Venue	AGM will be held through Video Conferencing / Other Audio-Visual Means as set out in the Notice convening the Annual General Meeting. Deemed venue of the meeting is 1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex, Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai - 400083, Maharashtra, India
Time	1130 Hrs (IST)
Last date of receipt of Proxy Form	NA
Dividend Payment Date	NA

B. Financial Year : April 1, 2025 to March 31, 2026

C. Financial Calendar:

For the Financial Year 2025-26	Financial Results were announced on:
First quarter ended June 30, 2025	August 12, 2025
Second quarter and half year ended September 30, 2025	November 14, 2025
Third quarter and nine months ended December 31, 2025	February 6, 2026
Fourth quarter and Financial Year ended March 31, 2026	May 26, 2026

D. Registered Office:

1st Floor, Gala No. 121, Hindustan Kohinoor Industrial Complex, Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai - 400083 Maharashtra, India

Tel: 022 - 68830852, Website: http://www.dishd2h.com

Email: investor@dishd2h.com

E. Address for Correspondence (Corporate Office):

11th Floor, Tower 3, Embassy Oxygen Business Park, Plot No. 7, Sector 144, Noida, 201304,, Uttar Pradesh, India
Tel: 0120-5047000, Fax: 0120-4357078 Email: investor@dishd2h.com

Investor Relation Officer:

Mr. Balveer Singh, Dish TV India Limited, 11th Floor, Tower 3, Embassy Oxygen Business Park, Plot No. 7, Sector 144, Noida, 201304, Uttar Pradesh, India
Tel: 0120-5047000, Fax: 0120-4357078
Email: investor@dishd2h.com

Exclusive E-Mail ID for Investor Grievances: The Company has a designated e-mail id for communicating investors' grievances *viz*. investor@dishd2h.com

F. Corporate Identity Number (CIN) of the Company: L51909MH1988PLC287553

G. Listing details of Equity Shares:

The Equity Shares are at present listed at the following Stock Exchanges in India:

Name and address of the Stock Exchanges	Stock Code / Symbol (Fully Paid Shares)
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C-1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	DISHTV
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532839

International Securities Identification Number (ISIN) with Depositories *viz*. NSDL / CDSL for the Company's equity shares: INE836F01026 (Equity shares of Re. 1 each, fully paid up)

H. GDRs Details:

Pursuant to the Scheme of Arrangement for amalgamation of Videocon D2H Limited and Dish TV India Limited, the Board at its meeting held on March 26, 2018, approved the issuance of 27,70,95,615 Global Depository Receipts (the 'GDRs') to the holders of American Depository Shares ('ADSs') of Videocon D2H Limited (each GDR representing one equity share of the Company, exchanged at a rate of approximately 8.07331699), new GDRs for every one Videocon D2H Limited ADS (rounded off up to eight decimal places). The effective date of issuance of GDRs was April 12, 2018, and the said GDRs were listed on the Professional Securities Market ('PSM') of the London Stock Exchange on April 13, 2018. The underlying shares against each of the GDRs were issued in the name of the Depository *viz*. Deutsche Bank Trust Company Americas.

The detail of the GDRs as on date is as under:

Listed at	London Stock Exchange plc. 10 Paternoster Square, London, EC4M 7LS
Overseas Depository	Deutsche Bank Trust Company Americas Trust & Securities Services Global Equity Services - Depository Receipts 1 Columbus Circle, New York, NY 10019
Domestic Custodian	ICICI Bank Ltd. Securities Markets Services Empire Complex, 1st Floor, 414, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India
ISIN Code / Trading Code	US25471A4013
SEDOL	BFNNC15

I. Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

Out of the total 27,70,95,615 GDRs issued by the Company, the investors have cancelled 26,41,42,342 GDRs in exchange for underlying equity shares of the Company. Accordingly, as on March 31, 2026, the outstanding GDRs of the Company are 1,29,53,273 . However, there shall be no impact on the equity share capital of the Company upon cancellation of the GDRs, since the underlying shares have been issued to the Depository.

J. Listing Fee:

Company has paid the Annual Listing fees for the Financial Year 2026-27 to the stock exchanges in India where the Equity shares of the Company are listed (*viz*. NSE & BSE). The Company has also paid necessary fees in relation to the GDRs of the Company listed on London Stock Exchange.

K. Custodial Fees to Depositories:

The Company has paid custodial fees for the Financial Year 2026-27 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories of the Company.

L. Registrar & Share Transfer Agent:

Shareholders may correspond with the Registrar & Share Transfer Agent at the following address for all matters related to transfer/dematerialization of shares and any other query relating to Equity shares of your Company:

MUFG Intime India Private Limited:
(Formerly 'Link Intime India Private Limited')
Unit: Dish TV India Limited
C-101, Embassy 247, L.B.S. Marg,
Vikhroli West, Mumbai- 400 083
Tel: 022-49186270 Fax: 022-49186060
E-mail: investor.helpdesk@in.mpms.mufg.com

M. PAN & Change of Address:

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding equity shares in physical form are requested to submit their PAN, notify the change of address, if any, including e-mail address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above. Members holding equity shares in dematerialized form can submit their PAN, notify the change of address including e-mail address/dividend mandate, if any, to their respective Depository Participant (DP).

N. Service of Documents through E-mail:

Your Company will be sending the Notice and Annual Report for the Financial Year 2025-26 in electronic form to the members whose e-mail address have been made available to the Company/Depository Participant(s). For members who have not registered their email addresses, Members holding shares in electronic form but who have not registered their e-mail address (including those who wish to change their already registered e-mail id) with their DP and members holding shares in physical form are requested to register their e-mail address with their DP / Company, as the case may be, by following the process as provided in this Notes forming part of this Notice.

O. E-Voting Facility:

In compliance with Section 108 of the Act and Regulation 44 of the Listing Regulations, your Company is providing e-Voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice of Annual General Meeting, using the e-Voting platform of NSDL. The instructions for e-Voting have been provided in the Notice of Annual General Meeting.

P. Shareholders' Correspondence/Complaint Resolution:

We promptly reply to all communications received from the shareholders. All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given above or the Company. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relation Officer at the address given above.

SCORES (SEBI Complaints Redress System): The Investors' complaints are also being resolved by your Company through the Centralized Web Base Complaint Redressal System 'SCORES' (SEBI Complaints Redress System) initiated by Securities and Exchange Board of India (SEBI). The salient features of SCORES are availability of centralized data base of the complaints, uploading online Action Taken Reports (ATRs) by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

SWAYAM Application: SWAYAM' is a secured, user-friendly web-based application, developed by Company's RTA viz. MUFG Intime India Private Limited, that empowers shareholders to effortlessly access various services. The security holder may register on 'SWAYAM', RTA's online Investor Self-Service Portal to effortlessly access information through a dashboard and avail various services in digital mode - SWAYAM Portal -

https://swayam.in.mpms.mufg.com/. Also, the security holder can raise their request directly through service request - https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal named "SMART ODR" which can be accessed through the URL: https://smartodr.in/login.

Q. Share Transfer System:

As mandated by SEBI, securities of the Company can be transferred/traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Pursuant to various SEBI Circulars, the Company, vide its various communications viz. emails/ letters/ AGM Notice/ newspaper advertisements, has informed the shareholders to update their PAN, Nomination, Contact details, Bank A/c details and Specimen signature etc. for their corresponding folio numbers in the record of Depository Participant(s). Pursuant to the SEBI Circular dated 30th January, 2026, a special window has been provided from 5th February, 2026 to 4th February, 2027 for transfer and dematerialization of physical securities sold or purchased prior to 1st April, 2019, where transfer requests were earlier rejected, returned, or remained unattended due to documentation or procedural deficiencies. Such securities, upon transfer, shall be credited only in demat mode and will remain under lock-in for one year from the date of transfer registration, during which they cannot be transferred, pledged, or lien-marked. In order to create awareness amongst shareholders, the Company has been issuing periodic advertisements in newspapers/social media and has also hosted the relevant Circular on the Company's website.

All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given above. In case any shareholder is not satisfied with the response or does not get any response within reasonable period, they may approach the Investor Relation Officer of the Company.

Pursuant to Regulation 13(3) & (4) of the Listing Regulations, a statement detailing on the pending investor complaints is filed with the stock exchanges and placed before the Board on a quarterly basis.

Reconciliation of Share Capital Audits were also carried out by the practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL. The reports for the same were submitted to BSE and NSE. The audit confirms that the total issued/paid up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

R. Unclaimed Shares/Dividend:

Details in respect of the physical shares, which were issued by the Company from time to time, and lying in the unclaimed suspense account as on March 31, 2026, is as under:

Description	Number of shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares unclaimed/return undelivered as at April 1, 2025	117	58,447
Fresh Undelivered cases during FY 2025-26	-	-
Number of shareholders who approached the company for transfer of Shares till March 31, 2026	-	-
Number of shareholders to whom shares were transferred from the Suspense Account till March 31, 2026	-	-
Shares transferred to IEPF	75	26,594
Aggregate number of shareholders and the outstanding shares as at March 31, 2026	42	31,853

The voting rights on the shares outstanding in the unclaimed suspense account as on March 31, 2026 shall remain frozen till the rightful owner of such shares claims the shares.

S. Transfer to Investor Education and Protection Fund:

During the financial year 2025-26, unclaimed Interim dividend for the financial year 2018-19 aggregating Rs. 60,60,302/- and 10788125 equity shares in respect of which dividend entitlements remained unclaimed for seven consecutive years, were transferred by the Company to the Investor Education and Protection Fund established by the Central Government ('IEPF'), pursuant to the regulatory requirements.

Shareholders may claim their unclaimed dividend for financial year 2018-19 and the shares from the IEPF Authority by applying in the prescribed Form No. IEPF-5. Steps for filing the said form are available on the Company's corporate website at https://www.dishd2h.com/media/2799/iepf-claim-process.pdf.

T. Credit Rating:

The Company has repaid its entire working capital facility, ensuring that there are no outstanding amounts under the facility. Recognizing this significant financial milestone, Care Ratings Limited ('CARE'), *vide* its communication dated December 7, 2023, has officially withdrawn the rating for the Company's short-term.

U. Foreign Exchange Risk and Hedging Activities:

Details relating to Foreign Exchange Risk / Exposure are given in Note No. 45B(e) to the Financial Statements.

Some of the Company's transactions are in foreign currency and due to fluctuations in foreign exchange prices, it is subject to foreign exchange risks. The Company has in place a risk management framework for identification and monitoring and mitigation of foreign exchange risks. The foreign exchange exposure is also reviewed by the Audit committee of the Board of Directors of the Company for optimization and risk mitigation.

There is no Commodity Risk and hedging activities. Therefore, there is no disclosure to offer in terms of SEBI circular dated November 15, 2018.

V. Compliance with Secretarial Standards:

The Institute of Company Secretaries of India, a statutory body, has issued Secretarial Standards on Meeting of the Board of Directors and General Meetings. The Company has complied with the applicable provisions of the Secretarial Standards.

W. Investor Safeguards:

In order to serve you better and enable you to avoid risks while dealing in securities, you are requested to follow the general safeguards as detailed hereunder:

- Dematerialize your Shares: Members are requested to convert their physical holding to demat/electronic form through any of the nearest Depository Participants (DPs) to avoid the hassles involved in the physical shares such as possibility of loss, mutilation etc., and also to ensure safe and speedy transaction in securities.
- Consolidate your multiple folios: Members are requested to consolidate their shareholding held under multiple folios to save them from the burden of receiving multiple communications.
- Register Nomination: To help your successors get the share transmitted in their favor, please register your nomination. Member(s) desirous of availing this facility may submit nomination in Form SH-13. Member(s) holding shares in dematerialized form are requested to register their nominations directly with their respective DPs.
- Prevention of frauds: We urge you to exercise due diligence and notify us of any change in address/stay in abroad or demise of any shareholder as soon as possible. Do not leave your demat account dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
- Confidentiality of Security Details: Do not disclose your Folio No./DP ID/Client ID to an unknown person. Do not hand-over signed blank transfer deeds/delivery instruction slip to any unknown person.

X. Dematerialization of Equity Shares & Liquidity:

To facilitate trading in demat form, there are two Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreements with both these Depositories. The Shareholders can open account with any of the Depository Participant registered with any of these two Depositories.

As on March 31, 2026, 99.99% of the equity shares of the Company are in the dematerialized form. Entire Shareholding of the Promoters in the Company are held in dematerialized form. The equity shares of the Company are frequently traded at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Y. **Plant Locations:** Being a service provider company, Dish TV has no plant locations.

Z. **Dividend Payment date:** Dividend Payment, if any, will be made within two weeks of conclusion of AGM.

Stock Market Data Relating to Shares Listed in India

a) Distribution of Shareholding as on March 31, 2026

No. of Equity Shares	Share holders		No. of Shares	
	Numbers	% of Holders	Number	% of Shares
Upto 500	2,64,558	71.77	2,72,54,848	1.48
501-1000	34,852	9.45	2,89,93,982	1.57
1001-2000	24,590	6.67	3,83,49,240	2.08
2001-3000	11,341	3.08	2,93,16,827	1.59
3001-4000	6,044	1.64	2,18,41,807	1.19
4001-5000	5,971	1.62	2,83,66,111	1.54
5001-10000	10,420	2.83	7,89,40,035	4.29
10001 and above	10,850	2.94	1,58,81,93,204	86.26
Total	**3,68,626**	**100.00**	**1,84,12,56,054**	**100.00**

b) Top 10 Public Equity Shareholders as on March 31, 2026

S. No.	Name of Shareholder	No. of Shares held	% of shareholding
1	J C Flowers Asset Reconstruction Private Limited	44,53,48,990	24.19
2	East Bridge Capital Master Fund I Ltd	7,91,28,376	4.30
3	STCI Finance Limited	3,47,77,119	1.89
4	Ashish Dhawan	2,89,57,491	1.57
5	Ellipsis Partners LLC	1,80,00,000	0.98
6	Penguin Trading & Agencies Ltd	1,69,71,600	0.92
7	IDBI Trusteeship Services Limited	1,56,67,000	0.85
8	AKG Finvest Private Limited	1,41,24,955	0.77
9	Vara Future LLP	1,31,29,593	0.71
10	Deutsche Bank Trust Company Americas	1,29,53,273	0.70
	Total	**67,90,58,397**	**36.88**

Note: Shares held in multiple accounts having same PAN are consolidated for the purpose of this disclosure.

c) Promoter/Promoter Group Shareholding as on March 31, 2026

S. No.	Name of Shareholder	No. of Shares held	% of shareholding
1.	Agrani Holdings Mauritius Ltd	3,51,72,125	1.91
2.	JSGG Infra Developers LLP	2,70,09,675	1.47
3.	Direct Media Distribution Ventures Private Limited	1,03,78,612	0.56
4.	World Crest Advisors LLP	9,52,100	0.05
5.	Sushila Devi	5,85,735	0.03
6.	Gaurav Goel	4,48,650	0.02
7.	Jawahar Lal Goel	1,76,800	0.01
8.	Veena Investment Pvt Ltd	77,721	0.00
9.	Nishi Goel	11,000	0.00
10.	Priti Poddar	11,000	0.00
11.	Jai Goel	5,100	0.00
12.	Suryansh Goel	5,100	0.00
	Total	**7,48,33,618**	**4.06**

d) **Categories of Shareholders as on March 31, 2026**

Category	No. of Shares held	% of shareholding
Promoter & Promoter Group	7,48,33,618	4.06
Individuals /HUF	82,63,30,370	44.88
Domestic/ Central Government Companies and AIF	66,89,48,172	36.33
FIs, Mutual funds, Banks, Insurance Companies, Employee Trust & NBFCs	4,56,97,205	2.48
FIIs, OCBs, Trusts, NRI & other foreign entities	19,14,22,377	10.40
Clearing Members	22,11,646	0.12
Limited Liability Partnership	2,10,24,641	1.14
Investor Education and Protection Fund	1,07,88,125	0.59
Total	**1,84,12,56,154**	**100.00**

DISCLOSURES:

(a) Related Party Transactions

All transactions entered into by the Company with related parties during the Financial Year 2025-26 were in ordinary course of business and on arms-length basis. During the Financial year 2025-26, there were no materially significant related party transactions *i.e.* transactions material in nature, between the Company and the Related Parties including its Promoters, Directors or Key Managerial Personnel or their relatives, *etc*. having any potential conflict with interests of the Company at large.

The related party transactions undertaken by the Company during the year were in compliance with the applicable provisions of the Act and Listing Regulations. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of the Annual Report. Pursuant to the applicable provisions and the provision of the Related Party Transaction Policy of the Company, all the relevant details of the Related Party Transactions are placed before the Audit Committee and the Board on Quarterly and Annual Basis. All ongoing related party transactions along with the estimated transaction value and terms thereof are approved by the Audit Committee before commencement of financial year and thereafter reviewed on quarterly basis by the Audit Committee.

In compliance with the requirements of Regulation 23 of the Listing Regulations, the Board of the Company had approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company, which is in compliance with all the applicable provisions of law including the provisions of the Act. The said Policy is also available on the Company's website and is accessible at http://dishd2h.com/corporate-governance/

(b) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority

1. During the Financial Year 2023-24, the details of non-compliances and reasons thereof are as under:

   Non-compliance of certain provisions of Listing Regulations and the Act in respect of Composition of the Board and Board Committees and Quorum of the Board Meeting:

   i. Composition of the Board:

      - Ms. Zohra Chatterji, resigned as an Independent Director, from the close of business hours of June 2, 2023, consequent to which the Board's strength reduced to two (2) Directors.
      - The Board at its meeting held on June 26, 2023, approved the appointment of Mr. Veerender Gupta as Whole-time Director of the Company for the period from June 26, 2023, to June 25, 2026, subject to approval of the Shareholders. Accordingly, the Board strength stood at three (3) Directors on the Board.

- The Board at its Meeting held on September 21, 2023, appointed Ms. Aanchal David, as an Independent Director, for the period from September 25, 2023 to September 24, 2028, subject to the shareholders' approval. Further, basis on the votes cast by the shareholders at the 35th Annual General Meeting held on September 25, 2023, Mr. Veerender Gupta, vacated the office of Whole-time Director. Also, at the said Annual General Meeting, Dr. (Mrs.) Rashmi Aggarwal ceased to be the Independent Director of the Company, upon completion of her second term. Consequent to which the Board's strength reduced to two (2) Directors.
- The Board at its Meeting held on September 29, 2023, appointed Mr. Rajesh Sahni and Mr. Virender Kumar Tagra, as Non-Executive Non-Independent Directors, with effect from September 29, 2023, subject to the shareholders' approval. Accordingly, the Board strength stood at Four (4) Directors on the Board.
- The Board at its Meeting held on October 21, 2023, re-appointed Mr. Shankar Aggarwal, as an Independent Director, for the period from October 25, 2023 to October 24, 2028, subject to the shareholders' approval.
- The Nomination and Remuneration Committee and the Board at their respective meetings held on December 18, 2023, appointed Mr. Ravi Bhushan Puri as the Whole-time Director of the Company for the period from December 22, 2023 to September 30, 2024, and appointed Mr. Sunil Khanna as an Independent Director, for the period from December 22, 2023 to December 21, 2028, both being subject to approval of the Shareholders. Further, basis on the votes cast by the shareholders at the Extra Ordinary General Meeting held on December 22, 2023, Mr. Shankar Aggarwal and Ms. Aanchal David vacated the office of Independent Directors, and Mr. Rajesh Sahni and Mr. Virender Kumar Tagra, vacated the office of Non-Executive Directors. Consequent to which the Board's strength reduced to two (2) Directors.
- The Board at its Meeting held on January 22, 2024, appointed Ms. Sonal Bankim Parekh, as an Independent Director, for the period from January 22, 2024 to January 21, 2029, subject to the shareholder's approval. Accordingly, the Board strength stood at Three (3) Directors on the Board.
- The Board at its Meeting held on March 15, 2024, appointed Mr. Manoj Dobhal, the Chief Executive Officer, as Whole-time Director of the Company, for the period from March 15, 2024 to March 14, 2027, subject to approval of the Shareholders. Accordingly, the Board strength stood at Four (4) Directors on the Board.
- Also, the Board at its Meeting held on March 15, 2024, appointed Ms. Ritu Kaura, as an Independent Director, for the period from March 21, 2024, to March 20, 2029, subject to approval of the Shareholders. Further, basis the votes cast by the shareholders at the Extra Ordinary General Meeting held on March 21, 2024, Mr. Sunil Khanna and Ms. Sonal Bankim Parekh vacated the office of Independent Directors and Mr. Ravi Bhushan Puri, vacated the office of Whole-time Director. Consequent to which the Board's strength reduced to two (2) Directors.

  The aforesaid non-compliances with respect to composition of the Board and consequential non-compliance of the composition of the Board Committees, arose on account of non-approval of the appointment/re-appointment of Directors by the Shareholders of Company from time to time and resignation of Directors. The Board/Nomination and Remuneration Committee 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 and Board Committees of the Company.

ii. Quorum of the Board Meeting:

As mentioned above, due to reduction in number of Directors on the Board of the Company to two Directors, the Board Meetings held on June 26, 2023, September 29, 2023, and January 22, 2024, were attended by two Directors only, which is in default of Regulation 17(2A) of Listing Regulations, governing the quorum provisions.

The non-compliance of Regulation 17(2A) of the Listing Regulations in respect of Quorum requirement, was purely due to reduction in the Board strength which was primarily on account of non-approval of shareholders for the appointment of Directors and requirement of prior approval of the Ministry of Information and Broadcasting for appointment of new Director, and that the same were beyond the control of the Board or the Company.

In respect of the non-compliances mentioned in para 2(i) and 2(ii) above, the Stock Exchanges *viz.* National Stock Exchange of India Limited and BSE Limited imposed penalties on the Company in terms of their SOP. The penalties have been paid within the prescribed timelines and the Company will also file the waiver applications, upon compliance of the respective regulation, where applicable, since the non-compliances were beyond the control of the Company, Board and the Management.

iii. <u>Delay in filing disclosure under Listing Regulations:</u>

Pursuant to Regulation 23(9) of the Listing Regulations, in respect of filing of related party disclosure for the half year ended March 31, 2024, the Company was required to file the said disclosure on the date of publication of the financial results for the year ended March 31, 2024. There was a delay by one day in filing the said disclosure of related party transactions for the quarter ended March 31, 2024.

The Company informed the exchanges that while the Company was trying to file the said disclosure within the prescribed timelines however due to technical reasons, the same could not be filed within the prescribed time limit and hence there was a delay of one day in filing of aforesaid disclosure. The said delay was without any malafide / wilful intention on the part of the Company or any of its directors. The penalties have been paid within the prescribed timelines.

2. During the Financial Year 2024-25, the details of non-compliances and reasons thereof are as under:

Non-compliance of certain provisions of Listing Regulations and the Act in respect of Composition of the Board and Board Committees:

i. <u>Composition of the Board</u>:

- The Board at its Meeting held on April 30, 2024, appointed Mr. Mukesh Chand, as an Independent Director, for the period from April 30, 2024, to April 29, 2029, subject to the shareholder's approval. Accordingly, the Board strength stood at Three (3) Directors on the Board.
- Ms. Ritu Kaura, resigned as an Independent Director, from the close of business hours of May 13, 2024, consequent to which the Board's strength reduced to two (2) Directors.
- The Board at its Meeting held on May 20, 2024, appointed Mr. Manish Khandelwal, as Independent Director, for the period from May 20, 2024, to May 19, 2029, subject to the shareholder's approval. Accordingly, the Board strength stood at Three (3) Directors on the Board.
- The Board at its Meeting held on June 10, 2024, appointed Ms. Garima Bharadwaj and Mr. Azeezuddin Mohammad, as Independent Directors, for the period from June 14, 2024, to June 13, 2029, both being subject to approval of the Shareholders. Further, basis on the votes cast by the shareholders at the Extra Ordinary General Meeting held on June 14, 2024, Mr. Mukesh Chand and Mr. Manish Khandelwal, vacated the office of Independent Directors. Further, at the said Extra Ordinary General Meeting, appointment of Mr. Manoj Dobhal as Whole-time Director approved by the shareholders with requisite majority. Accordingly, the Board strength stood at Three (3) Director on the Board.
- The Board at its Meeting held on September 12, 2024, appointed Mr. Parag Agarawal and Mr. Amit Singhal, as Independent Directors, for the period from September 13, 2024, to September 12, 2029, both being subject to approval of the Shareholders. Further, basis on the votes cast by the shareholders at the Annual General Meeting held on September 13, 2024, Ms. Garima Bharadwaj and Mr. Azeezuddin Mohammad, vacated the office of Independent Directors. Accordingly, the Board strength stood at Three (3) Directors on the Board.

- The Board at its Meeting held on December 11, 2024, appointed Mr. Mayank Talwar and Mr. Gurinder Singh, as Independent Directors, for the period from December 12, 2024, to December 11, 2029, both being subject to approval of the Shareholders. Further, basis on the votes cast by the shareholders through postal ballot concluded on December 12, 2024, Mr. Parag Agarawal and Mr. Amit Singhal, vacated the office of Independent Directors. Accordingly, the Board strength stood at Three (3) Director on the Board.

  The above said non-compliances with respect to composition of the Board and consequential non-compliance of the composition of the Board Committees, arose on account of non-approval of the appointment/re-appointment of Directors by the Shareholders of Company from time to time and resignation of Director. The Board/Nomination and Remuneration Committee 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 and Board Committees of the Company.

In respect of the non-compliances mentioned in para 3(i) above, the Stock Exchanges *viz*. National Stock Exchange of India Limited and BSE Limited imposed penalties on the Company in terms of their SOP. The penalties have been paid within the prescribed timelines and the Company will also file the waiver applications, upon compliance of the respective regulation, where applicable, since the non-compliances were beyond the control of the Company, Board and the Management.

3. During the Financial Year 2025-26 and upto the date of this report, the details of non-compliances and reasons thereof are as under:

   a) Non-compliance of certain provisions of Listing Regulations and the Act in respect of Composition of the Board and Board Committees:

   i. <u>Composition of the Board</u>:

   - Basis the votes cast by the shareholders at the Annual General Meeting held on August 14, 2025, Mr. Mayank Talwar and Mr. Gurinder Singh, vacated the office of Independent Directors. Further, the Board at its Meeting held on August 12, 2025, appointed Mr. Arun Kumar Kapoor and Ms. Heena Naishadh Bhatt, as Independent Directors, for the period from August 14, 2025 up to August 13, 2030, both being subject to approval of the Shareholders, consequent to which the Board's strength stood at three (3) Directors. The Shareholders on April 17, 2026 approved the appointments of Mr. Arun Kumar Kapoor and Ms. Heena Naishadh Bhatt.
   - Also, on April 17, 2026, the appointment of Mr. Ashok Anant Paranjpe as a Non-Executive Independent Director of the Company for a first term of 5 (five) consecutive years was approved by the shareholders, whose appointment was to be effective upon receipt of approval from the MIB.
   - MIB vide its communication dated May 12, 2026, granted its interim approval for appointment of Mr. Ashok Anant Paranjpe, as Director of the Company and that the continuation of office of Directorship of Mr. Ashok Anant Paranjpe is conditional upon receipt of approval of Ministry of Home Affairs. The said approval has been received by the Company on May 13, 2026. Accordingly, the appointment of Mr. Ashok Anant Paranjpe as a Non-Executive Independent Director of the Company has become effective from May 13, 2026 for a first term of 5 (five) consecutive years commencing from May 13, 2026 to May 12, 2031 (both days inclusive), cconsequent to which the Board's strength stood at four (4) Directors.

The above said non-compliances with respect to composition of the Board and consequential non-compliance of the composition of the NRC, arose on account of non-approval of the appointment of Directors by the Shareholders of Company. The Board/Nomination and Remuneration Committee 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 and Board Committees of the Company.

In respect of the non-compliances mentioned in para 3(i) above, the Stock Exchanges *viz*. National Stock Exchange of India Limited and BSE Limited imposed penalties on the Company in terms of their SOP. The penalties have been paid within the prescribed timelines and the Company will also file the waiver applications, upon compliance of the respective regulation, where applicable, since the non-compliances were beyond the control of the Company, Board and the Management.

b) Delay reporting of Disclosure to Stock Exchanges:

Mr. Sugato Banerji, consultant - Business, ceased to be a part of Senior Management of the Company upon completion of the contractual period between him and the Company, with effect from close of business hour of March 31, 2025. Disclosure with respect to cessation of Senior Management was submitted with stock exchanges on April 2, 2025 with the delay of 1 day. The said delay in filling of disclosure had occurred inadvertently due to oversight and without any malafide/ wilfull intention on the part of the Company or any of its Directors.

c) Settlement with SEBI

With respect to the Show Cause Notice issued to the Company in the previous financial year, pertaining to alleged violation of Regulation 17(1C)_of the Listing Regulation, in order to avoid a prolonged litigation and in the interest of a speedy resolution of the matter, the Company had filed the application for settlement under the SEBI (Settlement Proceedings) Regulations, 2018 ("Settlement Regulations") without admitting or denying the findings of fact and conclusions of law in the SCN. As per settlement order of SEBI dated November 14, 2025, upon payment of the Settlement Amount, the pending enforcement proceeding for the alleged default are settled.

4. The details of the penalties imposed by the Stock Exchanges from FY 2023-24 and upto the date of this report:

S. No	Description of Non-Compliance as per the Stock Exchanges	Penalty amount and Status	Management Comment
1.	Non-compliance with the requirements pertaining to the Quorum of the Board Meeting for quarter ended March 31, 2023.	₹ 10,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on May 29, 2023.	Please refer sub-para 1 (ii) of para(b) of above Disclosures
2.	Non-compliance with the requirements pertaining to the composition of the Board and Quorum of Board Meeting for quarter ended June 30, 2023.	₹ 1,50,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on September 11, 2023, and September 14, 2023	Please refer sub-para 1 (i) and 1 (ii) of para(b) of above Disclosures
3.	Non-compliance with the requirements pertaining to composition of the Board and Composition of Nomination and remuneration Committee for Quarter ended September 2023	₹ 5,14,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on December 1, 2023.	Please refer sub-para 1 (i) of para(b) of above Disclosures
4.	Non-compliance with the requirements pertaining to the composition of the Board, Audit Committee and Stakeholder Relationship Committee, for the quarter ended September 30, 2023, and December 31, 2023.	₹ 4,26,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on February 27, 2024.	Please refer sub-para 1(i) of para(b) of above Disclosures
5.	Non-compliance with the requirements pertaining to the composition of the Board and Nomination and Remuneration Committee, for the quarter ended March 31, 2024.	₹ 63,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on May 31, 2024.	Please refer sub-para 1(i) of para(b) of above Disclosures
6.	Non-compliance with the requirements pertaining to delay in disclosure of related party transactions on consolidated basis, for the quarter ended March 31, 2024 (delay of one day).	₹ 5,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on July 4, 2024.	Please refer sub-para 1 (iii) of para(b) of above Disclosures

S. No	Description of Non-Compliance as per the Stock Exchanges	Penalty amount and Status	Management Comment
7.	Non-compliance with the requirements pertaining to the composition of the Board and Nomination and remuneration Committee for the quarter ended June 30, 2024.	₹ 6,37,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on August 28, 2024.	Please refer sub-para 2 (i) of para(b) of above Disclosures
8.	Non-compliance with the requirements pertaining to the composition of the Board and Nomination and remuneration Committee for the quarter ended September 30, 2024.	₹ 6,44,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on November 25, 2024.	Please refer sub-para 2 (i) of para(b) of above Disclosures
9.	Non-compliance with the requirements pertaining to the composition of the Board, Nomination and remuneration Committee, Audit Committee, Stakeholders Relationship Committee and Risk Management Committee for the quarter ended December 31, 2024.	₹ 7,04,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on March 25, 2025.	Please refer sub-para 2 (i) of para(b) of above Disclosures
10.	Non-compliance with the requirements pertaining to the composition of the Board and Nomination and remuneration Committee, for the quarter ended March 31, 2025.	₹ 6,30,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on June 9, 2025.	Please refer sub-para 2 (i) of para(b) of above Disclosures
11.	Non-compliance with the requirements pertaining to the composition of the Board and Nomination and remuneration Committee, for the quarter ended June 30, 2025.	₹ 5,69,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on September 8, 2025.	Please refer sub-para 3(a) (i) of para(b) of above Disclosures
12.	Non-compliance with the requirements pertaining to the composition of the Board, for the quarter ended September 30, 2025.	₹ 4,60,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on December 3, 2025.	Please refer sub-para 3(a) (i) of para(b) of above Disclosures
13.	Non-compliance with the requirements pertaining to the composition of the Board, for the quarter ended December 31, 2025.	₹ 4,60,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on March 9, 2026.	Please refer sub-para 3(a) (i) of para(b) of above Disclosures
14.	Non-compliance with the requirements pertaining to the composition of the Board, for the quarter ended March 31, 2026.	₹ 4,50,000/- by each stock Exchange. The Company has paid the fine to NSE and BSE on June 8, 2026.	Please refer sub-para 3(a) (i) of para(b) of above Disclosures

Except for the above, there has not been any non-compliance by the Company and no penalties or strictures have been imposed / passed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.

The securities of the Company have not been suspended for trading at any point of time during the year.

Quarterly reports on compliance with Corporate Governance as per Regulation 27 of the Listing Regulations were duly filed with the stock exchanges within the stipulated time and same are also available on website of the Company at http://www.dishd2h.com/regulatory-filings/

(c) **Whistle Blower and Vigil Mechanism Policy**

The Company promotes ethical behaviour in all its business activities and accordingly in terms of Section 177 of the Act and Regulation 22 of the Listing Regulations, Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the Employees and Directors to raise and report concerns about unethical behaviour, actual or suspected fraud of any Director and/or Employee of the Company or any violation of the Code of Conduct or ethics policy. This Policy safeguards whistle-blowers from reprisals or victimization. Further during the year under review, no case was reported under the Vigil Mechanism. In terms of the said policy, no personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee of the Board. The Policy is also available on the Company's website and is accessible at http://dishd2h.com/corporate-governance/

(d) **Policy and Code as per SEBI Insider Trading Regulations**

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place (i) Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations – which regulates and monitors trading by Insiders and reporting thereof; and (ii) Policy for Fair Disclosure of Unpublished Price Sensitive Information – which lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company.

Further, the Company has complied with the standardised reporting of violations related to code of conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company has also put in place the institutional mechanism for prevention of insider trading along with policy for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information. The Company has set up a mechanism for weekly tracking of the dealings of equity shares of the Company by the designated persons and their immediate relatives. The Company conducted session in the month of April 2025, for spreading awareness amongst its Designated Persons and other employees and to educate them about the specifics of PIT Regulations and the Code.

In line with SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has in place a code for prevention of Insider Trading and the Policy on Fair Disclosure of Unpublished Price Sensitive Information which is available on the Company's website and is accessible at https://www.dishd2h.com/code-and-policies/

The Company Secretary and Compliance Officer of the Company is Compliance officer for the purposes of Insider Trading Code, while the Chief Financial Officer of the Company is the Chief Investor Relations Officer for the purpose of the Policy on Fair Disclosure of Unpublished Price Sensitive Information.

(e) **Policy for determining Material Subsidiaries**

Pursuant to Regulation 16 of the Listing Regulations, Dish Infra Services Private Limited is a Material Subsidiary of Dish TV India Limited. In compliance with the provision of Regulation 24 of the Listing Regulations, Ms. Heena Naishadh Bhatt, an Independent Director on the Board of the Company is also an Independent Director on the board of Dish Infra Services Private Limited, as on the date of this report. The Audit Committee reviewed the financial statements, including investments by its Subsidiaries. The policy on determining material subsidiaries is available on the website of the Company and can be accessed at https://www.dishd2h.com/code-and-policies/

(f) **Risk Management**

Your Company has put in place procedures and guidelines to inform the Board members about the risk assessment and minimization procedures. Such procedures are periodically reviewed in light of industry dynamics to ensure that executive management controls risk through means of a properly defined framework.

The Company has in place a risk management policy and the same is periodically reviewed by the Board. The Risk Management and Internal Control is discussed in detail in the Management Discussion and Analysis that forms part of this Annual Report.

(g) **Proceeds from public issues, rights issues, preferential issues etc.**

During the Financial Year 2025-26, your Company has not raised any funds through public issues, rights issues, preferential issues *etc*.

(h) **Dividend Distribution Policy**

In line with the requirements of the Listing Regulations, the Board has approved and adopted a Dividend Distribution Policy. The Dividend Distribution Policy is available on the website of the Company and can be accessed at https://www.dishd2h.com/media/2419/dividend-distribution-policy.pdf

(i) **Other Policies**

Apart from the above policies, the Board has in accordance with the requirements of Act and the Listing Regulations, approved and adopted policy for Determining Material Events, Policy for Preservation of Documents & Archival of Records, Corporate Social Responsibility Policy etc. The required policies can be viewed on Company's Website at https://www.dishd2h.com/code-and-policies/

(j) **Accounting treatment in preparation of financial statements**

The financial statements have been prepared in accordance with Indian Accounting Standards as notified under the Companies (Indian Accounting Standards) Rules, 2015.

(k) **Certificate from Company Secretary in Practice**

Your Board has obtained a certificate from Neelam Gupta & Associates, Company Secretaries, holding Certificate of Practice No. 6950 and Peer Review Certificate No. 6760/2025 (Firm Registration Number: S2006UP086800), that none of the Directors have been debarred or disqualified from being appointed or continuing as Directors by SEBI/ Ministry of Corporate Affairs or Ministry of Information & Broadcasting or any such statutory authority. The same is annexed to this report.

(l) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**

The total fees for all services paid by your Company and its subsidiaries to the Statutory Auditors, during the Financial Year 2025-26 aggregates to ₹ 100.07 Lakhs.

(m) **Sexual Harassment**

The Company has zero tolerance for Sexual Harassment at workplace. The company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted Internal Complaint(s) Committee to redress complaints regarding sexual harassment and has adopted a Policy on prevention of Sexual Harassment in line with the provisions of 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013'.

a. number of complaints filed during the financial year: Nil

b. number of complaints disposed of during the financial year: NA

c. number of complaints pending as on end of the financial year: NA

d. number of cases pending for more than 90 days: NA

(n) **Disclosure of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount'**

The details are covered under Note No. 57, under the head 'Loans and advances in the nature of loans given to subsidiaries/associates and firms/Companies in which directors are interested', forming part of Notes to Standalone Financial Statements.

(o) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries**

Name of Material Subsidiary	Dish Infra Services Private Limited
Date & Place of incorporation	Delhi, February 13, 2014
Name & Date of appointment of Statutory Auditors	Ankush and Associates, Chartered Accountants, was appointed for first (1st) term as Statutory Auditors on August 14, 2025.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations: Nil

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of the Listing Regulations, as amended, except as provided in this report. The status of compliance with non-mandatory requirements of the Listing Regulations are as detailed hereunder:

Audit Qualification - The financial statements of the Company are unqualified.

Internal Auditors – The Internal Auditor reports directly to the Audit Committee and make comprehensive presentations at the Audit Committee meeting on the Internal Audit Report.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management discussion and analysis is provided separately as a part of this Annual Report.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

Business Responsibility & Sustainability Report in the prescribed format is provided separately as a part of the Annual Report.

CERTIFICATION ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Certificate from Practicing Company Secretary in respect of compliance / non-compliance with the conditions of Corporate Governance as stipulated in Listing Regulations is annexed to this Annual Report.

CEO/ CFO CERTIFICATION

In terms of the provisions of Regulation 17 (8) of the Listing Regulations, the certification on the financial statements of the Company, as certified by the Chief Executive Officer and Chief Financial Officer of your Company is annexed to this Corporate Governance Report.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Dish TV India Limited
1st Floor, Gala No 121,
Hindustan Kohinoor Industrial Complex,
Lal Bahadur Shastri (LBS) Marg, Vikroli (West),
Mumbai - 400083, Maharashtra

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **DISH TV INDIA LIMITED having CIN: L51909MH1988PLC287553** and having registered office at **1st Floor, Gala No 121, Hindustan Kohinoor Industrial Complex, Lal Bahadur Shastri (LBS) Marg, Vikroli (West), Mumbai, Maharashtra – 400083** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number-DIN status at the portal of the Ministry of Corporate Affairs viz. www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below **for the Financial Year ending on March 31, 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment
1	Mr. Manoj Dobhal	10536036	15/03/2024
2	Mr. Arun Kumar Kapoor	01779523	14/08/2025
3	Ms. Heena Naishadh Bhatt	11049526	14/08/2025

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Neelam Gupta and Associates**

(Neelam Gupta)
Practicing Company Secretary
FCS : 3135
CP : 6950
PR No. : 6760/2025
UDIN : F003135H000638825

Place : Ghaziabad
Date : June 17, 2026

CERTIFICATE ON CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members,
DISH TV INDIA LIMITED
1st Floor, Gala No 121,
Hindustan Kohinoor Industrial Complex,
Lal Bahadur Shastri (LBS) Marg, Vikroli (West),
Mumbai, Maharashtra - 400083

1. This report contains details of compliance of conditions of corporate governance by Dish TV India Limited ('the Company') for the year ended March 31, 2026, as stipulated in Regulations 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the 'Stock Exchanges').

Management's Responsibility for compliance with conditions of Listing Regulations

2. The compliance with the terms and conditions contained in the Corporate Governance, including the preparation and maintenance of all relevant supporting records and documents, is the responsibility of the management of the Company.

Practising Company Secretary's Responsibility

3. The examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. Pursuant to the requirements of the Listing Regulations, it is my responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended March 31, 2026.

Opinion

5. In my opinion, and to the best of my information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations except in the following instances / matters:

    i. Default of Regulation 17(1) of Listing Regulations, throughout the year under review, the number of Directors on the Board were lesser than the minimum number of directors required on the Board i.e. the Board of Directors of the Listed Entity is to be comprised of not less than six directors;

    ii. Default of Regulation 17(1) of Listing Regulations with respect to having at least one Independent Woman Director on the Board till August 13, 2025;

    iii. The Board approved an agenda item in the Board Meeting held on May 28, 2025 with the participation of only two directors for the said specific item, as the director interested in the item debarred himself from the participation.

    iv. Default of Regulation 19 of the Listing Regulations, till May 27, 2025, the Nomination and Remuneration Committee of the Board of Directors did not consist of requisite number of members i.e. minimum three members as required under the Listing Regulations. During this period, the functions of the Committee were discharged by the Board;

    v. Under Regulation 30, the Company had filed the disclosure of cessation of Mr. Sugato Banerji, part of Senior Management Personnel with delay of 1 day in BSE and NSE portal and

    vi. In respect of the Show Cause Notice dated January 17, 2025, issued by SEBI, for alleged violation of provision of Regulation 17(1C) of SEBI LODR, the Company had opted for settlement mechanism provided under the SEBI (Settlement Proceedings) Regulations, 2018 for the settlement of show cause notice in the financial year 2024-25. As per settlement order dated November 14, 2025, upon payment of the Settlement Amount, the pending enforcement proceeding for the alleged default are settled qua the applicant.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

6. The certificate is addressed and provided to the Members of the Company solely for the purpose to enable the Company to comply with the requirements of the Listing Regulations, and the same shall not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing.

For **Neelam Gupta and Associates**

(Neelam Gupta)
Practicing Company Secretary
FCS : 3135
CP : 6950
PR No. : 6760/2025
UDIN : F003135H001075712

Place : Ghaziabad
Date : August 11, 2026

CERTIFICATION PURSUANT TO REGULATION 17(8) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Amit Kumar Verma, Chief Financial Officer and Manoj Dobhal, Chief Executive Officer of Dish TV India Limited ('the Company') do hereby certify to the board that:-

a) We have reviewed Financial Statements and the Cash Flow Statement of the company for the year ended March 31, 2026 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2026 are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which that are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) During the year:-

   - there have not been any significant changes in internal control over financial reporting;
   - there have not been any significant changes in accounting policies; and
   - there have been no instances of significant fraud of which we are aware that involve management or other employees have significant role in the Company's internal control system over financial reporting.

Amit Kumar Verma
Chief Financial Officer

Date: May 26, 2026
Place: Noida

Manoj Dobhal
Chief Executive Officer

Date: May 26, 2026
Place: Noida