

## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 30<sup>th</sup> (thirtieth) Annual Report of your Company covering the business and operations of the Company and the Annual Audited Financial Statements for the Financial Year ended March 31, 2018, prepared as per Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

### 1. FINANCIAL RESULTS

The Financial Performance of your Company for the Financial Year ended March 31, 2018 is summarized below:

(₹ In Lacs)

Particulars	Standalone – Year Ended		Consolidated – Year Ended	
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
Sales & Services	286,260	194,539	463,416	301,438
Other Income	6,132	6,948	5,416	6,150
<b>Total Income</b>	<b>292,392</b>	<b>201,487</b>	<b>468,832</b>	<b>307,588</b>
Total Expenses	306,585	175,694	478,623	296,639
Profit/(Loss) before Tax & Prior Period Item	(14,193)	25,793	(9,791)	10,949
Prior Period Item	-	-	-	-
<b>Profit/(Loss) before Tax</b>	<b>(14,193)</b>	<b>25,793</b>	<b>(9,791)</b>	<b>10,949</b>
Profit from continuing operations before tax	(14,193)	25,793	(9,791)	10,949
Profit/(loss) from discontinued operations before tax	18,986	-	-	-
- Current tax Continuing operation	(196)	8,529	225	9,816
- Deferred tax-Continuing operation	(8,785)	475	(1,526)	(7,079)
- Deferred tax-Discontinued operation	10,440	-	-	-
Profit from continuing operations after tax	(5,212)	16,789	(8,490)	8,212
Profit/(loss) from discontinued operations after tax	8,546	-	-	-
<b>Profit/(Loss) after Tax</b>	<b>3,334</b>	<b>16,789</b>	<b>(8,490)</b>	<b>8,212</b>
Profit/(Loss) for the Year	3,334	16,789	(8,490)	8,212
Add: Balance brought forward	(139,328)	(156,140)	(126,776)	(136,051)
Adjustment for Non-controlling interest	-	-	986	994
Adjustment for depreciation	-	-	-	-
Transferred from securities premium (capital reduction)	154,340	-	154,340	-
Add: Remeasurement of post employment benefits	81	23	173	69
Amount available for appropriations	18,427	(139,328)	20,233	(126,776)
Balance Carried Forward	18,427	(139,328)	20,233	(126,776)

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report which affects the financial position of the Company. During the year under review, the Company concluded the Scheme of Arrangement amongst Videocon D2H Limited and Dish TV India Limited and their respective shareholders and creditors in terms of the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench dated July 27, 2017, which has been dealt in this report.

Based on internal financial control framework and compliance systems established in the Company and verified by the statutory and internal auditors and reviews performed by the management and / or the Audit Committee of the Board, your Board is of the opinion that Company's internal financial controls were adequate and effective during the financial year 2017-18.

## 2. DIVIDEND

With a view to conserve the resources for future business requirements and expansion plans, your Board is of the view that the current year's profit be ploughed back into the operations and hence no dividend is recommended for the year under review.

The Board of your Company has approved the Dividend Distribution Policy of the Company in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as applicable to the top 500 Listed Companies. The said Policy of the Company sets out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retained profits earned by the Company. The policy is available on the website of the Company viz. <http://www.dishd2h.com/corporate-governance/>

## 3. BUSINESS OVERVIEW

The global growth has eased but remains robust, and is projected to reach 3.1% in 2018. The International Monetary Fund (IMF) projects that advanced economies, as a group, will continue to swell above their potential growth rates this year and the next, before decelerating, while growth in emerging markets and developing economies will rise before levelling off.

India's economy, which bottomed out due to the deceleration caused by one-time policy events, is now expected to re-emerge as the fastest growing one in Asia and clock a 7.3% rise in GDP in the current fiscal, and further accelerate to 7.6% in FY19-20. The implementation of Goods and Services Tax (GST) encountered transitory headwinds and hampered the gross domestic output, resulting in GDP growth of 6.7% as compared to 7.1% in FY 16-17.

During FY 2017-18, Dish TV India Limited achieved yet another milestone by completing Amalgamation with Videocon D2H Limited on March 22, 2018 to become India's largest DTH operator, in terms of subscriber base.

In the year under review, your Company continued to make profits to the tune of ₹ 3,334 lacs. This was achieved with a sustained focus on the customer satisfaction, providing good pack mix, and having all the relevant channels available to the subscribers. Introducing innovative packaging and making Hi-Definition (HD) more affordable were the key initiatives which ensured growth in gross subscribers. Customer service and satisfaction continues to be the focal area for your Company. With growing disposable income, growth and improvements in technology, our customers' viewing devices also keep on improving and hence, their needs and expectations continue to evolve. At the other end of the spectrum, new customers are coming in with the digitization drive. We will continue to empower our customers and transform their entertainment needs with the power of digitization, offering more channels, On Demand Services and Interactive Television Services.

HD grew with digitisation, on the back of increased sale of large television screens wherein the viewing experience requires higher quality content. HD audience contributes to higher revenues due to the premium pricing that such channels command. The HD subscriber base of the Company is at approx 3.5 million as of March 31, 2018, which is 15% of the total subscriber base of the Company.

Customers are adopting the 'digital' offering in every aspect of a transaction life cycle, from initiation to culmination including researching for a product/service, buying the product/service, availing post-sales service and also providing feedback and reviews, all online on company websites/e-commerce websites/social media and others. Dish TV is trying to reach these 'digital' customer touch points strategically at every point of transaction.

We strongly believe that technology will be the game changer going forward for our industry and we are all geared up to adapt technological advancements and stay ahead of the curve. The Company is investing in the upgrade of technology

to be ahead of market players and achieve a balanced customer base.

The Company has strategic plans to attract digital and tactical digital consumers. The Company is planning to launch its own OTT platform and hybrid set-top boxes (pay TV + pay OTT) to cater to this new segment. Though the segment is at quite a nascent stage, the Company plans to enter the potential market early on to exploit its large subscriber base. The Company will be targeting households with existing internet connections to build up on the existing infrastructure.

This year will also be about giving more power in the hands of the customer. Greater value will be provided with the introduction of benefits on long term recharges. This would be a win-win situation for both subscriber and Company with the former saving money and the latter improving retention. Finding means for maximizing value for the customer will always be the never ending quest which drives each and every employee of the Company.

The Ministry of Information and Broadcasting, Government of India (MIB) vide its letter dated July 27, 2018 has granted an interim extension to the DTH License of the Company upto December 31, 2018 or till the date of notification of "New DTH Guidelines", whichever is earlier.

**4. SCHEME OF ARRANGEMENT AMONG VIDEOCON D2H LIMITED ("TRANSFEROR COMPANY") AND DISH TV INDIA LIMITED ("TRANSFeree COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

The Year under review was a landmark year for Dish TV with the completion of Amalgamation of Videocon D2H Limited with and into Company, which became effective on March 22, 2018, with October 1, 2017 being the appointed date.

The Board of your Company and the Board of Videocon D2H Limited, at their respective meetings held on November 11, 2016, approved the Scheme of Arrangement amongst Videocon D2H Limited and Dish TV India Limited and their respective shareholders and creditors ('Scheme'), for amalgamation of Videocon D2H Limited into and with Dish TV India Limited. The Scheme was made with a view to reduce operational costs, increase operational efficiencies and enable

optimal utilization of various resources as a result of pooling of financial, managerial and technical resources, and technologies of both the Companies.

The National Stock Exchange of India Limited and BSE Limited provided their 'No Objection' to the said Scheme on March 1, 2017 and March 2, 2017 respectively.

Further, the Board of Directors of both the Companies, in order to provide greater flexibility to the Scheme, at its meeting held on May 24, 2017 approved the proposal to amend the scheme by amending the clause 5.8.5 of the scheme. Pursuant to the said amendment, the GDRs to be issued by the Company pursuant to the Amalgamation can be listed on "*Luxembourg Stock Exchange or London Stock Exchange or any Other Stock Exchange*". The said amendment was placed before the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') on June 7, 2017 for approval. During the hearing before the Tribunal, the said amendment was changed to "*Luxembourg Stock Exchange or London Stock Exchange*".

The proposed Amalgamation had also been notified to the Competition Commission of India (CCI) for its approval and CCI had given its approval for the proposed transaction vide its letter dated May 4, 2017. On May 12, 2017, in a meeting convened by the National Company Law Tribunal (NCLT), the Equity Shareholders of the Company had also approved the Scheme for amalgamation of Videocon D2H Limited into Dish TV India Limited. Subsequently, the Mumbai Bench of the Hon'ble NCLT, at its hearing held on July 27, 2017, approved the Scheme under the provisions of Sections 230 -232 and other applicable provisions of the Companies Act, 2013. The Appointed date for the Scheme was therein fixed as October 1, 2017. Further, the Ministry of Information and Broadcasting ('MIB'), the nodal Ministry vide its order dated December 15, 2017 approved the aforesaid Amalgamation, paving way for the creation of the largest listed media company in India taking into consideration the last reported revenue and EBITDA numbers of the two DTH players on a pro-forma basis. Dish TV India Limited and Videocon D2H Limited reported separate revenue and EBITDA numbers which at a pro-forma level add up to ₹ 60,862 million and ₹ 19,909 million for FY 2017-18

Taking further steps for giving effect to the Scheme of Arrangement for Amalgamation of Videocon D2H Limited into and with Dish TV India Limited, the Companies (Videocon D2H Limited and Dish TV India Limited), on March 22, 2018, filed the Copy of the order dated July 27, 2017 passed by the Hon'ble National Company Law Tribunal (NCLT) along with the Approved Scheme with the Registrar of Companies, Mumbai, Maharashtra. Accordingly, upon completion of all the steps pursuant to the aforementioned Scheme read with the NCLT Order, Videocon D2H Limited has Amalgamated into and with Dish TV India Limited on March 22, 2018, which is the Effective date of the Scheme.

In compliance of order passed by Hon'ble National Company Law Tribunal dated July 27, 2017, your Board at its meeting held on issued 857,785,642 fully paid up equity Shares of the Company of ₹ 1/- (one each), as a consideration to the eligible equity shareholders of Videocon D2H Limited. Further, out of the issue of 857,785,642 fully paid equity shares, the Board has allotted 775,256,159 fully paid equity Shares of ₹ 1/- on March 26, 2018 and kept the allotment of 82,529,483 equity shares in abeyance, owing to certain counter claim received by the Company.

Post the allotment of the Shares, the Company had filed necessary Application with the Stock exchange(s) for listing of the above-mentioned equity shares allotted pursuant to Scheme. BSE Limited ('BSE') & National Stock Exchange of India Limited ('NSE') *vide* their respective letters dated April 5, 2018 and April 6, 2018 granted in-principal approval for listing of the aforesaid shares. Post credit of shares in electronic mode, the trading approval in respect of the above mentioned shares was received by the Company on April 10, 2018. The equity shares so allotted are presently listed on NSE and BSE in India.

In terms of the Scheme, the ADS holders of Videocon D2H Limited had option to elect and to either receive the shares of Dish TV India Limited or the GDR to be issued by Dish TV India Limited. Accordingly, the ADS holders of Videocon D2H Limited were issued Global Depository Receipts (the "GDRs") of Company. The effective date of issuance of GDRs was April 12, 2018, and the same were listed on the Professional Securities Market ('PSM') of the London Stock Exchange on April 13, 2018.

Post receipt of all necessary approval(s) and in compliance of order passed by Hon'ble National Company Law Tribunal ('NCLT') dated July 27, 2017 for Amalgamation of Videocon D2H Limited into and with the Company, the Board at its meeting held on March 26, 2018, approved the issuance of 277,095,615 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 underlying shares against each of the GDR's were issued in the name of the Depository *viz.* Deutsche Bank Trust Company Americas.

This Amalgamation paved the way for the creation of the largest listed media company in India having 23 million subscribers and with 37% market share in the DTH segment. The Amalgamation has come at a pertinent time with consumer spending picking up, almost one and a half years post the announcement of demonetization. A new era in fact has begun for both, the Indian economy and Dish TV India Limited as they both gear up to drive the consumers increasing propensity to consume.

The combined entity is expected to provide better synergies and growth opportunities through deeper after-sales, through Company managed centers, distribution and technology capabilities and will also become a more effective partner for TV content providers in India. The Amalgamated Company's subscriber base is a fair mix of urban, semi-urban and rural subscribers that would enable it to benefit from increased discretionary spending across categories. A healthier urban mix would be beneficial to the revenue pool while at the same time a stable, paying, rural base would help buffer the platform from alternate technologies.

Three well recognized and powerful brands – '*dishtv*', '*d2h*' and '*Zing*' are now being marketed under the Dish TV India Limited umbrella with each being favourably positioned in its key target markets. While *dishtv* has always had a high top-of-the-mind consumer brand recall, *d2h* has had the advantage of having high brand loyalty in trade circles. *Zing* on the other hand has been the undisputed leader when it comes to having tailor-made packages for regional audiences. Identifying the strengths of each brand, the Company has

been targeting profitable growth while maintaining healthy competition and encouraging synergy in backend operations.

**5. CAPITAL REDUCTION - REDUCTION OF SECURITIES PREMIUM ACCOUNT FOR WRITING OFF THE DEFICIT IN THE STATEMENT OF PROFIT & LOSS ACCOUNT**

The Board of Directors of your Company at its meeting held on May 23, 2016, approved the arrangement for reduction of the Securities Premium Account of the Company for writing off the deficit in the statement of Profit and Loss Account. The reduction in share capital (securities premium account) does not prejudicially affect the Company or its Shareholders and does not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments that may arise in the ordinary course of business.

Upon receipt of No objection(s) of the Stock Exchanges (NSE & BSE) to the said reduction and approval of Shareholders' of the Company *vide* Special Resolution dated September 19, 2016, the Company had filed necessary application with Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) for approval of the said Capital Reduction proposal. The Hon'ble NCLT, *vide* its Order dated June 28, 2017, had approved the said reduction of share capital of the Company by way of utilizing the amount standing to the credit of the Securities Premium Account for writing off deficit in the statement of Profit and Loss account of the Company.

Accordingly, the entire Securities Premium account amounting to ₹ 15,43,39,65,550 (Rupees One Thousand Five Hundred Forty Three Crores Thirty Nine Lakhs Sixty Five Thousand Five Hundred and Fifty Only) as on March 31, 2016, stands reduced for writing off deficit in the statement of Profit and Loss Account of the Company. Post receipt of the said Order, necessary filings were made with the Stock Exchange(s) and Registrar of Companies. Necessary entries in the books of Accounts of the Company were made during the year under review.

**6. SUBSIDIARIES AND ASSOCIATE COMPANIES**

As on March 31, 2018 your Company had 1 (One) Wholly Owned Subsidiary, 1 (One) Joint Venture and 1 (One) Associate Company.

**Subsidiary in Sri Lanka:**

Your Company, upon the approval of Board of Directors, incorporated a Joint Venture ('JV') Company with Satnet (Private) Limited, a Company incorporated under the Laws of Sri Lanka, in the name and style of 'Dish T V Lanka (Private) Limited' for providing Direct to Home Services in Sri Lanka, on April 25, 2012 with a paid up share capital of 1 million Sri Lankan Rupees. Your Company holds 70% of the paid-up share capital and Satnet (Private) Limited holds 30% of the paid-up share capital in Dish T V Lanka (Private) Limited. Dish T V Lanka (Private) Limited operates under the requisite licenses and permissions obtained from regulatory authorities. The Company has also been registered as a Board of Investment ('BOI') approved Company in Sri Lanka. The registration with BOI grants various benefits to the Company.

**Subsidiary in India:**

Your Company, upon the approval of Board of Directors and the Members of the Company, acquired the entire share capital of Xingmedia Distribution Private Limited ('Xingmedia') on March 24, 2014. Upon requisite approvals, the name of Xingmedia has been changed to 'Dish Infra Services Private Limited' ('Dish Infra').

Post approval of Members of the Company by way of Special Resolution passed by Postal Ballot on February 3, 2015, the non-core business of the Company (undertaking pertaining to the provision of infra support services to the subscribers for facilitating the DTH services including the instruments which are required for receiving DTH signals such as set top boxes(STB), dish antenna, Low Noise Boxes (LNB) and other customer related services including call centre services and repairs) has been transferred to Dish Infra with effect from April 1, 2015.

Further, during the Financial Year 2017-18, with a view to harmonize the existing business model of the Company, consequent to Amalgamation, approval of the members of the Company was sought by way of Special Resolution for transferring the Non-Core Business undertaking of Infra Support Services (including set top boxes, dish antenna etc., and related services) to be acquired from Videocon D2H Limited to Dish Infra Services Private Limited, on a going concern basis. The Shareholders approved the said Special Resolution with requisite majority on September 27, 2017.

In compliance with the provision(s) of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your board had appointed Mr. Lakshmi Chand, an Independent Director of the Company as an Independent Director on the Board of Dish Infra Services Private Limited. Upon Resignation of Mr. Chand with effect from August 17, 2018, your board, upon nomination by the Company appointed Dr. (Mrs.) Rashmi Aggarwal as an Independent Director on the Board of Dish Infra (Company's material non-listed Indian Subsidiary).

#### **Associate Company in India:**

Your Company, upon the approval of Board of Directors incorporated an Associate Company in the name and style of 'C&S Medianet Private Limited' on May 5, 2016. C&S Medianet Private Limited's initial paid up capital is ₹ 100,000. Your Company holds 48% of the initial capital and Siti Networks Limited also hold 48% of the initial capital. The said Company acts as a knowledge center for the distribution industry whereby assisting them in various business facets including packaging, content acquisition, regulatory interaction etc. The said Company has commenced its operations during the year under review.

Your Company upon approval of the Board has changed the nomination on the Board of C&S Medianet Private Limited and appointed Mr. Ravi Bhushan Puri (DIN: 06686381) as the Nominee Director in place of Mr. Mukesh Mittal.

Apart from the above, no other Subsidiary / Joint-venture/Associate was formed or divested during the financial year 2017-18.

#### **Audited Accounts of Subsidiary Companies:**

Your Company has prepared the Audited Consolidated Financial Statements in accordance with Section 129(3) of the Companies Act, 2013 read with applicable Accounting Standards and Listing Regulations, 2015. The statement pursuant to Section 129(3) of Companies Act, 2013 and Rule 5 of Companies (Accounts) Rules, 2014, highlighting the summary of the financial performance of the subsidiaries is annexed to this Report.

As required under the Indian Accounting Standard, issued by the Institute of Chartered Accountants of India ('ICAI') and applicable provisions of the

Listing Regulations, the Audited Consolidated Financial Statements of the Company reflecting the Consolidation of the Accounts of its subsidiaries are included in this Annual Report. Further, a statement containing the salient features of the financial statements of the subsidiaries and associate in the prescribed format AOC-1 is appended to this report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of subsidiaries are available on the website of the Company viz. <http://www.dishd2h.com>. These documents will also be available for inspection during business hours at the Registered Office of the Company.

Your Company has a policy for determining Material Subsidiaries in place. As on March 31, 2018, the Company has only one Material Subsidiary viz. Dish Infra Services Private Limited. The Policy for determining Material Subsidiaries is available on the Company's website viz. <http://www.dishd2h.com> and is accessible at <http://www.dishd2h.com/media/1324/policyonmaterialsubsidiary.pdf>

## **7. CAPITAL STRUCTURE**

During the year under review, your Company:

- Consequent to receipt of necessary approval and in compliance of order passed by Hon'ble National Company Law Tribunal, Mumbai Bench, dated July 27, 2017 for Amalgamation of Videocon D2H Limited into and with the Company, the Board, on March 26, 2018 issued 857,785,642 fully paid up equity Shares of the Company of Re. 1/- (one each), as a consideration to the eligible equity shareholders of Videocon D2H Limited. Further, out of the issue of 857,785,642 fully paid equity shares, the Board has allotted 775,256,159 fully paid equity Shares of Re.1/- on March 26, 2018 and kept the allotment of 82,529,483 equity shares in abeyance, owing to certain counter claim received by the Company.
- Issued and allotted 45,370 fully paid equity shares, upon exercise of Stock Option by the eligible Employees of the Company, pursuant to the Employee Stock Option Scheme - 2007

('ESOP - 2007') of the Company and these shares were duly admitted for trading on both the stock exchanges viz. NSE and BSE.

- Upon receipt of valid second call money from the concerned shareholders in respect of Rights Issue, the Company converted 695 equity shares from ₹ 0.75 each paid up to ₹ 1 each fully paid up. The Company had come up with Right Issue in Financial Year 2008-09 for 518,149,592 equity shares of ₹ 1 each, issued at ₹ 22 per share (including premium of ₹ 21 per share), payable in three installments.

Pursuant to the issue and allotment of equity shares under ESOP scheme, allotment of shares pursuant to Scheme and conversion of partly paid equity shares, the paid up share capital of your Company during the year has increased from:

- ₹ 1,06,59,55,532 (comprising of 1,06,59,34,528 fully paid up equity shares of ₹ 1 each, 15,262 equity shares of ₹ 1 each, paid up ₹ 0.75 per equity share & 19,115 equity shares of ₹ 1 each, paid up ₹ 0.50 per equity share)

to

- ₹ 1,84,12,57,234.75 (comprising of 1,841,236,752 fully paid up equity shares of ₹ 1 each, 14,567 equity shares of ₹ 1 each, paid up ₹ 0.75 per equity share & 19,115 equity shares of ₹ 1 each, paid up ₹ 0.50 per equity share)

Further, during the year under review, consequent to Amalgamation, the Authorised Share Capital of erstwhile Videocon D2H Limited amounting to ₹ 5,000,000,000/- (Rupees Five hundred Crore) stood merged and consolidated with the Authorised Share Capital of the Company and consequently the Authorised Share Capital of the Company increased from ₹ 1,500,000,000/- (Rupee One Hundred and Fifty Crores), divided into 1,500,000,000 (Rupees One Hundred and fifty Crores) Equity shares of ₹ 1 (Rupee one) each to ₹ 6,500,000,000/- (Rupees Six hundred and Fifty Crore) divided into 6,500,000,000 (Rupees Six hundred and Fifty Crore) Equity shares of ₹ 1 (Rupee one) each.

#### **Listing of Company's Securities**

Your Company's fully paid up equity shares continue to be listed and traded on National Stock Exchange of India Limited ('NSE') and BSE Limited

('BSE'). Both these Stock Exchanges have nationwide trading terminals and hence facilitates the shareholders/investors of the Company in trading the shares. The Company has paid the annual listing fee for the Financial Year 2018-19 to the said Stock Exchanges.

The Company has also paid the annual maintenance fee to the Luxembourg Stock Exchange in respect of its Global Depository Receipts ('GDR') program for the year 2018.

Further, Consequent to Amalgamation of Videocon d2h Limited into and with the Company, your Company has issued new Global Depository Receipts (the "GDRs") to the holders of American Depository Shares ("ADSs") of Videocon D2H Limited which are listed on the Professional Securities Market ("PSM") of the London Stock Exchange. Necessary fees in relation to the GDR's of the Company listed on London Stock Exchange has been paid.

#### **Depositories**

Your Company has arrangements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), the Depositories, for facilitating the members to trade in the fully paid up equity shares of the Company in Dematerialized form. The Annual Custody fees for the Financial Year 2018-19 has been paid to both the Depositories.

#### **Re-classification from Promoter Group Category to Public Category**

The Board at its meeting held on August 12, 2016 and January 30, 2017 had taken on record the re-classification application(s) received from the Outgoing Promoters (Dr. Subhash Chandra, Mr. Ashok Kumar Goel and Mr. Ashok Mathai Kurien, along-with their respective family members / relatives, the entities controlled by them and persons acting in concert with them, who were categorized as Promoters of the Company). Subsequently, the Board approved the Postal Ballot Notice for seeking the consent of the Members of the Company for the said re-classification of the Outgoing Promoters from "Promoter and Promoter Group" category to the "Public" category. The Members of the Company accorded its approval to the said re-classification on November 23, 2017, in terms of Regulation 31A of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013. Post the said approval, the Company applied to Stock Exchanges for approving the said re-classification.

The National Stock Exchange of India Limited ("NSE") *vide* its letter dated January 8, 2018 and BSE Limited ("BSE") *vide* its letter dated January 30, 2018 have accorded their approval for reclassification of the aforementioned Outgoing Promoters from "Promoter and Promoter group Category" to "Public Category" under Regulation 31A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Accordingly, the below mentioned Outgoing Promoters of the Company (along-with their respective family members / relatives, the entities controlled by them and persons acting in concert with them, who were categorized as Promoters of the Company) have been re-classified from "Promoter and Promoter Group" category to the "Public" category.

S. No.	Name of Outgoing Promoters
1	Ashok Mathai Kurien
2	Ambience Business Services Private Limited
3	Ashok Kumar Goel
4	Subhash Chandra
5	Direct Media Solutions LLP
6	Manaaska Fashions LLP
7	Jay Properties Private Limited
8	Sprit Textiles Private Limited
9	Essel Media Ventures Limited

#### Open Offer by World Crest Advisors LLP & PACs

World Crest Advisors LLP a body corporate, along with Veena Investments Private Limited and Direct Media Distribution Venture Private Limited, Persons Acting in Concert ("PAC") (all forming part of Promoter and Promoter group of the Company), *vide* Letter of Offer dated June 20, 2018 made an Open Offer to all the Public Shareholders of the Company to acquire upto 50,02,24,893 (Fifty Crore two Lac twenty four thousand eight hundred and ninety three only) equity Shares of the Company, representing 26% (Twenty Six Percent) of the Emerging Share Capital of the Company, at an

offer price of ₹ 74/- (Rupees seventy four only) per equity Share. The Public Announcement in relation to the aforesaid offer was made on April 12, 2018 and Detailed Public Announcement was published on April 18, 2018 in Financial Express, Jansatta and Mumbai Lakshadeep Newspaper editions. The Draft Letter of Offer ("DLof") was filed with SEBI on April 25, 2018. Recommendations of the Committee of Independent Directors of the Company was duly published on June 26, 2018 in Financial Express, Jansatta and Mumbai Lakshadeep Newspaper editions, in terms of applicable provisions.

In terms of Letter of offer, the offer was made open from Monday, July 2, 2018 to Friday, July 13, 2018. On completion of the Offer Period and in compliance with applicable provisions, World Crest Advisors LLP acquired in aggregate 44,62,38,855 (Forty four Crores sixty two lakh thirty eight thousand eight hundred and fifty five) equity shares of the Company.

Accordingly, as on date of this report World Crest holds in aggregate 53,77,38,955 equity shares of face value of ₹ 1 each of the Company aggregating to 29.2% of the paid up share capital of the Company.

#### 8. EMPLOYEE STOCK OPTION SCHEME

In compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, your Board had authorized the Nomination and Remuneration Committee (formerly 'Remuneration Committee') to administer and implement the Company's Employees Stock Option Scheme (ESOP – 2007) including deciding and reviewing the eligibility criteria for grant and /or issuance of stock options under the Scheme. The ESOP Allotment Committee of the Board considers, reviews and allots equity shares to the eligible Employees exercising the stock options under the Employee Stock Option Scheme (ESOP – 2007) of the Company.

During the period under review, the Nomination and Remuneration Committee (formerly 'Remuneration Committee') of the Board granted 40,000 stock options to an eligible Employee as per the ESOP – 2007 Scheme of the Company. Further, the Company, during the year, allotted 45,370 fully paid equity shares, upon exercise of the stock

options by eligible Employees under the ESOP – 2007 Scheme of the Company.

Applicable disclosures relating to Employees Stock Options as at March 31, 2018, pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, are available on the website of the Company at <http://www.dishd2h.com/corporate-governance/> The ESOP-2007 Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014.

Statutory Auditors' certificate to the effect that the ESOP – 2007 Scheme of the Company has been implemented in accordance with the SEBI Guidelines and as per the resolution passed by the members of the Company, as prescribed under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, has been obtained and shall be available for inspection at the Annual General Meeting of the Company. Copy of the same shall also be available for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. up to the date of Annual General Meeting of the Company.

Further, the Nomination and Remuneration Committee (formerly 'Remuneration Committee') at its meeting held on August 17, 2018 with an objective to attract, retain, motivate, incentivize and to attract and retain the best talent has approved a new ESOP Scheme - "ESOP 2018" for the employees. The Board at its meeting held on the same day approved the said matter and a proposal seeking approval of the members for the said ESOP Scheme forms part of the Notice of ensuing Annual General Meeting.

#### 9. RIGHT ISSUE OF SHARES & UTILISATION OF PROCEEDS THEREOF

The Company had come up with Right Issue in Financial Year 2008-09 for 518,149,592 equity shares of ₹ 1 each, issued at ₹ 22 per share (including premium of ₹ 21 per share), payable in three installments. Out of the total Right Issue size of ₹ 113,992.91 Lacs, the Company has received a sum of ₹ 113,988.68 Lacs towards the share application and call money(s) as at March 31, 2018.

The details of utilization of Rights Issue proceeds are placed before the Audit Committee and the Board on a quarterly basis.

The Board at its meeting held on May 28, 2009 approved to make changes in the manner of usage of right issue proceeds and the utilization of rights issue proceeds as on March 31, 2018, is as under:

Particulars	Amount (₹ In Lakhs)
Repayment of loans	28,421.44
Repayment of loans received after launch of the Rights Issue	24,300.00
General Corporate Purpose	34,722.72
Acquisition of Consumer Premises Equipment (CPE)	26,000.00
Right Issue Expenses	544.52
<b>Total</b>	<b>113,988.68</b>

#### 10. GLOBAL DEPOSITORY RECEIPT

The Board of your Company at its meeting held on November 11, 2016 had approved the Scheme of Arrangement amongst Videocon D2H Limited and Dish TV India Limited and their respective Shareholders and Creditors ('Scheme').

Videocon D2H Limited (the transferor Company in terms of Scheme) had American Depository Shares ("ADSs") which were listed on Nasdaq Global Market ("Nasdaq"). In terms of the scheme, the said ADSs were voluntarily delisted from the Nasdaq and deregistered with the U.S. Securities and Exchange Commission ("SEC"). Accordingly, consequent to effectiveness of the scheme the said ADS were delisted from Nasdaq.

In terms of the Scheme, the ADS holders of Videocon D2H Limited had option to elect and to either receive the shares of Dish TV India Limited or the GDR to be issued by Dish TV India Limited. Accordingly, the ADS holders of Videocon D2H Limited were issued Global Depository Receipts (the "GDRs") of Company. The effective date of issuance of GDRs was April 12, 2018, and the same were listed on the Professional Securities Market ("PSM") of the London Stock Exchange on April 13, 2018.

Post receipt of all necessary approval(s) and in compliance of order Passed by Hon'ble National Company Law Tribunal ("NCLT") dated July 27, 2017 for Amalgamation of Videocon D2H Limited into and with the Company, the Board at its meeting held on March 26, 2018, approved the issuance

of 277,095,615 Global Depository Receipts (the "GDRs") to the holders of 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 underlying equity shares against each of the GDR's were issued in the name of the Depository viz. Deutsche Bank Trust Company Americas.

## 11. REGISTERED OFFICE

The Registered Office of the Company is presently situated at 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai-400013, Maharashtra.

## 12. REGISTRAR & SHARE TRANSFER AGENT

The Registrar & Share Transfer Agent ('RTA') of the Company was changed from Sharepro Services (India) Private Limited to Link Intime India Private Limited, with effect from July 1, 2016 pursuant to restraining order issued by SEBI against the erstwhile RTA.

The Registered office of Link Intime India Private Limited, the Registrar & Share Transfer Agent of Company ("RTA") is situated at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra.

## 13. CORPORATE GOVERNANCE AND POLICIES

In order to maximize shareholder value on a sustained basis, your Company has been constantly reassessing and benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), applicable provisions of Companies Act, 2013 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

In terms of Schedule V of Listing Regulations, a detailed report on Corporate Governance along with Compliance Certificate issued by the Statutory Auditors of the Company is attached and forms an integral part of this Annual Report. Management Discussion and Analysis Report and Business Responsibility Report as per Listing Regulations are presented in separate sections forming part of

the Annual Report. The said Reports will also be available on the Company's website [www.dishd2h.com](http://www.dishd2h.com) as part of the Annual Report.

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board has approved various Policies including Code of Conduct for Directors & Senior Management, Material Subsidiary Policy, Insider Trading Code, Document Preservation Policy, Material Event Determination and Disclosure Policy, Fair Disclosure Policy, Corporate Social Responsibility Policy, Whistle Blower and Vigil Mechanism Policy, Related Party Transaction Policy, Dividend Distribution Policy and Remuneration Policy. These policies and codes along with the Directors Familiarisation Programme and Terms and Conditions for appointment of Independent Directors have been uploaded on Company's website viz. [www.dishd2h.com](http://www.dishd2h.com) and is accessible at <http://www.dishd2h.com/corporate-governance/>

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of your Board has fixed the criteria for nominating a person on the Board which *inter alia* include desired size and composition of the Board, age limits, qualification / experience, areas of expertise and independence of individual.

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the PIT Regulations') on prevention of insider trading, your Company had instituted a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines, which advise Insiders on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliance. Your Company has further put in place a Code of practices and procedures of fair disclosures of unpublished price sensitive information. Both the aforesaid Codes are in line with the PIT Regulations.

The Audit Committee of the Board has been vested with powers and functions relating to Risk Management which *inter alia* includes (a) review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company

are designed to identify and mitigate potential risk; (b) laying down procedures relating to Risk assessment and minimization; and (c) formulation, implementation and monitoring of the risk management plan.

#### 14. DIRECTORS' & KEY MANAGERIAL PERSONNEL

##### Directors

As on March 31, 2018, your Board comprised of Five (5) Directors including Three (3) Independent Directors, One (1) Executive Director and One (1) Non-Executive Director. Independent Directors provide declarations both at the time of appointment and annually, confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Listing Regulations. During FY 17-18 your Board met 6 (six) times details of which are available in the Corporate Governance Report annexed to this report.

During the year under review, Mr. Lakshmi Chand, an Independent Director on the Board of the Company tendered his resignation with effect from August 17, 2017, on account of his other engagements and pre-occupations. Your Board took note of the said resignation at its meeting held on August 17, 2017 and placed on record its appreciation for the contributions made by him during his tenure.

Further, post March 31, 2018, Mr. Arun Duggal an Independent Director on the Board of the Company expressed his inability to continue as Director due to his other professional obligations and commitments and accordingly tendered his resignation from the Board and Committees thereof with effect from May 18, 2018. Your Board took note of the said resignation at its meeting held on May 29, 2018 and placed on record its appreciation for the contributions made by him during his tenure.

The Members of the Company at their 27<sup>th</sup> Annual General Meeting held on September 29, 2015, approved the appointment of Dr. (Mrs.) Rashmi Aggarwal (DIN - 07181938) as an Independent Director of the Company for a term of 3 (three) consecutive years from the date of the 27<sup>th</sup> Annual General Meeting upto the 30<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2018. Accordingly, her term is expiring at the ensuing Annual General Meeting. Special Resolution seeking members' approval

for appointing her as an Independent Directors for the second term of 5 years from expiry of her current term forms part of the notice of the ensuing Annual General Meeting. Your Company has received a notice in writing along with requisite deposit pursuant to Section 160 of Companies Act, 2013, proposing re-appointment of Dr. (Mrs.) Rashmi Aggarwal for second term and based on performance evaluation and contributions made by her, your Board recommends her appointment for the second term of 5 years from the date of the 30<sup>th</sup> Annual General Meeting upto the 35<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2023.

The Members of the Company at their 27<sup>th</sup> Annual General Meeting held on September 29, 2015, approved the re-appointment and terms thereof of Mr. Jawahar Lal Goel, (DIN no. 00076462) as the Managing Director of the Company for a period of three years effective from January 6, 2016 to January 5, 2019. Accordingly, the said present appointment of Mr. Goel would expire on January 5, 2019. Your Board, as per the recommendation of the Nomination and Remuneration Committee and subject to approval of shareholders at the ensuing Annual General Meeting and subject to such other approvals as may be required, considered and approved the re-appointment of Mr. Goel as the Managing Director of the Company for a further period from January 6, 2019 to December 16, 2019 (both days included), at its meeting held on August 17, 2018. Requisite proposal seeking your approval for his re-appointment as Managing Director and also payment of remuneration forms part of the Notice of ensuing Annual General Meeting. Your Board recommend the proposal for approval of Shareholders.

Mr. Ashok Kurien, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible has offered himself for re-appointment. Your Board recommends his re-appointment.

During the year under review, Mr. Arun Kumar Kapoor, Chief Executive Officer, tendered his resignation from the close of working hours of May 15, 2017. Your Board placed on record its appreciation for the contributions made by him during his tenure. Based on the recommendation of Nomination and Remuneration Committee your

Board appointed Mr. Anil Kumar Dua as the Group Chief Executive Officer of the Company with effect from May 17, 2017.

In compliance with the requirements of Section 203 of the Companies Act, 2013, as on the date of this report, Mr. Jawahar Lal Goel, Managing Director and Chairman, Mr. Anil Kumar Dua, Chief Executive Officer, Mr. Rajeev Kumar Dalmia, Chief Financial Officer and Mr. Ranjit Singh, Company Secretary of the Company are Key Managerial Personnel of the Company.

### **Chairman & Managing Director**

Mr. Jawahar Lal Goel, continues to be the Chairman and Managing Director of the Company. Under the leadership of Mr. Goel, the Company has continuously maintained growth in terms of revenue as well as continued its stronghold on the Direct to Home (DTH) market share. The Company has made considerable progress in all the spheres and has achieved tremendous growth and acquired goodwill and reputation in the business. Mr. Goel has spearheaded the organization with strong zeal and commitment despite strong competitive intensity, rise of digital cable network, regulatory challenges and technological upheavals.

Mr. Goel has led your Company in a highly competitive and volatile market to not just consolidate its market leadership but also in shaping the future of your Company into a modern, technology & innovation-driven organisation.

### **Board Diversity**

As on March 31, 2018, your Board comprises of 5 Directors including 3 Independent Directors (including 1 Women Director). The Company recognizes and embraces the importance of a diverse Board in its success. The Board has also adopted the Board Diversity Policy.

### **Board Meetings**

The Board met Six times during the Financial Year, the details of which are given in the Corporate Governance Report which forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Listing Regulations.

### **Declaration by Independent Directors**

Independent Directors of the Company provide declarations, both at the time of appointment and annually, confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and the Listing Regulations. Your Company has received the said declarations from all the Independent Directors. In the opinion of the Board, Independent Directors fulfil the conditions specified in the Act, Rules made thereunder and Listing Regulations and are independent of the management.

### **Board Evaluation**

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for the Financial Year 2017-18 on March 26, 2018.

The Independent Directors of your Company, in a separate meeting held without presence of other Directors and management, evaluated the performance of the Chairman & Managing Director and other Non-Independent Directors along with performance of the Board / Board Committees based on various criteria recommended by Nomination and Remuneration Committee and 'Guidance Note on Board Evaluation' dated January 5, 2017 issued by SEBI. A report on such evaluation done by the Independent Directors was taken on record by the Board and further your Board, in compliance with requirements of Companies Act, 2013, evaluated performance of all Independent Directors based on various parameters including attendance, contribution etc. The details of the evaluation process are set out in the Corporate Governance Report which forms part of this Report.

### **Policy on Directors' appointment and remuneration**

In compliance with the requirements of Section 178 of the Companies Act, 2013, the 'Nomination & Remuneration Committee' (NRC Committee) of your Board had fixed the criteria for nominating a person on the Board which *inter alia* include desired size and composition of the Board, age limit, qualification / experience, areas of expertise and independence of individual. Your Company has also adopted a Remuneration Policy, salient features whereof is annexed to this report.

Further, pursuant to provisions of the Act, the NRC Committee of your Board has formulated the Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Management Personnel, Senior Management and other Employees of your Company. The NRC Committee has also developed the criteria for determining the qualifications, positive attributes and independence of Directors and for making payments to Executive Directors of the Company.

The NRC Committee takes into consideration the best remuneration practices in the industry while fixing appropriate remuneration packages and for administering the long-term incentive plans, such as ESOPs. Further, the compensation package of the Director, Key Management Personnel, Senior Management and other employees are designed based on the set of principles enumerated in the said policy. Your Directors affirm that the remuneration paid to the Directors, Key Management Personnel, Senior Management and other employees is as per the Remuneration Policy of your Company.

The Remuneration details of the Executive Director, Chief Executive Officer, Chief Financial Officer and Company Secretary, along with details of ratio of remuneration of Director to the median remuneration of employees of the Company for the FY under review are provided as Annexure to this Report.

#### **Familiarisation Programme for Independent Directors**

During the year under review, to familiarize the Directors with strategy, operations and functions of the Company, the senior managerial personnel made presentations about Company's strategy, operations, product offering, market, technology, facilities and risk management. The Directors were also provided with relevant documents, reports and internal policies to enable them to familiarise with your Company's procedures and practices, from time to time, besides regular briefing by the members of the senior leadership team.

Also the Board including all Independent Directors were given a detailed presentation on February 6, 2018 by Ernst & Young LLP on various aspects of the Companies Amendment Act, 2017, Roles and responsibilities of Directors and applicable provisions of IND AS Accounting Standards.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining their duties and responsibilities as a Director.

Detail of familiarisation program organized for Independent Directors during FY under review form part of Corporate Governance Report annexed hereto and are also posted on the Company's website viz. <http://www.dishd2h.com/> and can be viewed on the following link: <http://www.dishd2h.com/corporate-governance/>

#### **Committees of the Board**

In compliance with the requirements of Companies Act, 2013 and Listing Regulations your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

During the period under review, in view of resignation of Mr. Lakshmi Chand, Independent Director, from the Board and committees thereof with effect from August 17, 2018, the Audit and Nomination & Remuneration Committee was re-constituted. As on March 31, 2018, the Audit Committee of the Board consisted of Mr. B D Narang, an Independent Director as the Chairman of the Committee and Mr. Arun Duggal and Dr. (Mrs.) Rashmi Aggarwal, Independent Directors as its members.

Further, in view of resignation of Mr. Arun Duggal, Independent Director, from the Board and committees thereof with effect from May 18, 2018 the Board at its meeting held on May 29, 2018 re-constituted the Composition of Board Committees.

As on the date of this report the Audit Committee of the Board consists of Mr. B D Narang, an Independent Director as the Chairman of the Committee and Mr. Ashok Mathai Kurien, Non-Executive - Non Independent Director and Dr. (Mrs.) Rashmi Aggarwal, Independent Director as its members.

Details of the constitution of the Board Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. <http://www.dishd2h.com> Details of scope, constitution, terms of reference, number of meetings held during the year under

review along with attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report.

## **Vigil Mechanism**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated Vigil Mechanism/Whistle Blower Policy which provides a robust framework for dealing with genuine concerns & grievances. The Policy provides opportunity to Directors/ Employees/Stakeholders of the Company to report concerns about unethical behavior, actual or suspected fraud of any Director and/or Employee of the Company or any violation of the Code of Conduct. The Policy safeguards whistleblowers 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 to the Audit Committee of the Board.

## **Cost Records**

Your Company is required to maintain the Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 read with Notification No. GSR. 695(E) dated July 14, 2016 of Ministry of Corporate Affairs.

Your board at its meeting held on May 24, 2017 had appointed M/s Chandra Wadhwa & Co., (Firm Registration No. 00239), Cost Accountants, to carry out Audit of Cost Records of the Company for the Financial Year 2017-18. The Cost Auditors have issued their report for the Financial Year 2017-18 on July 9, 2018, which has been taken on record by the Audit / Board of the Company.

## **15. CORPORATE SOCIAL RESPONSIBILITY**

In compliance with requirements of Section 135 of the Companies Act, 2013, your Company has a duly constituted Corporate Social Responsibility Committee (CSR Committee) comprising of five members including three Independent Directors as on March 31, 2018.

Mr. Arun Duggal, Independent Director and Member of the committee resigned from the Board and committees thereof with effect from May 18, 2018 due to professional obligations and commitments. Post resignation of Mr. Duggal, the

Committee comprises of four members including Two Independent Directors. Accordingly, as on date the CSR Committee comprises of four members including two Independent Directors.

Your Company has adopted a unified approach towards CSR wherein CSR contributions are pooled in, to fund high cost long-term projects that help build Human capital and create lasting impact on the society. The Committee has approved the CSR Policy with Education, Health Care, Women Empowerment and Sports as primary focus area. A Section 8 Company in the name of 'Subhash Chandra Foundation' was established and the Company had contributed to the said foundation towards preventive Health care Initiative including sponsorship of 'Madhav Netralaya' a dedicated Centre of excellence for ophthalmology.

A detailed report on Corporate Social Responsibility activities initiated by the Company during the year under review, in compliance with the requirements of Companies Act, 2013, is annexed to this report.

## **16. POSTAL BALLOT**

During the year under review, your Company sought the approval of the Shareholders through Postal Ballot on the below matters:

- Postal Ballot Notice dated April 3, 2017, seeking Shareholders consent through Special Resolution for approval of the Scheme of Arrangement among Videocon D2H Limited and Dish TV India Limited and their respective shareholders and creditors pursuant to Sections 230 to 232 of the Companies Act, 2013 and the Hon'ble National Company Law Tribunal, Mumbai Bench Order dated March 22, 2017. The said Postal Ballot was conducted in terms of Order of Hon'ble National Company Law Tribunal, in addition to calling the NCLT convened meeting of Shareholders.

The said notice along with Postal Ballot Form and Business Reply Envelopes were duly sent to the Shareholders and your Company also offered E-Voting facility as an alternate option for voting by the Shareholders, which enabled them to cast their votes electronically, instead of Physical Postal Ballot Form. The said resolution was passed with requisite majority and the result of the same was declared on May 12, 2017.

- Postal Ballot Notice dated August 17, 2017, seeking Shareholders consent through Special Resolution for Sale / Transfer of the Company's Non-Core Business undertaking of Infra Support Services (including set top boxes, dish antenna etc., and related services) to Dish Infra Services Private Limited, a wholly owned Subsidiary of the Company, on a going concern basis.

The said notice along with Postal Ballot Form and Business Reply Envelopes were duly sent to the Shareholders and your Company also offered E-Voting facility as an alternate option for voting by the Shareholders, which enabled them to cast their votes electronically, instead of Physical Postal Ballot Form. The said resolution was passed with requisite majority and the result of the same was declared on September 27, 2017.

- Postal Ballot Notice dated October 11, 2017, seeking Shareholders consent through Ordinary Resolution for Re-classification from 'Promoter Group' Category to 'Public' Category

The said notice along with Postal Ballot Form and Business Reply Envelopes were duly sent to the Shareholders and your Company also offered E-Voting facility as an alternate option for voting by the Shareholders, which enabled them to cast their votes electronically, instead of Physical Postal Ballot Form. The said resolution was passed with requisite majority and the result of the same was declared on November 25, 2017.

The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, was adopted for conducting the Postal Ballots.

Further, details related to the Postal Ballot procedure adopted, voting pattern and result thereof have been provided under the General Meeting Section of 'Report on Corporate Governance'.

## 17. AUDITORS

### Statutory Auditors

At the 26<sup>th</sup> Annual General Meeting of the Company held on September 29, 2014, M/s. Walker Chandiook

& Co. LLP, Chartered Accountants, Gurgaon, having Registration No 001076N/N - 500013 were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 29<sup>th</sup> Annual General Meeting. Further, at 29<sup>th</sup> Annual General Meeting held on September 28, 2017 the members had re-appointed M/s. Walker Chandiook & Co. LLP, Chartered Accountants, New Delhi, as the Statutory Auditors' of the Company, for second term of Five (5) consecutive years i.e. to hold office from the date of 29<sup>th</sup> Annual General Meeting until the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022 subject to ratification by the Shareholders every year.

Pursuant to the recent Notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted. Accordingly the Notice of ensuing Annual General Meeting does not include the proposal for seeking Shareholders approval for ratification of Statutory Auditors appointment. The Company has received certificate of eligibility from M/s Walker Chandiook & Co LLP, in accordance with the provisions of the Companies Act, 2013 read with rules thereunder and a confirmation that they continue to hold valid Peer Review Certificate as required under Listing Regulations.

### Secretarial Auditor

During the year, the Board re-appointed Mr. Jayant Gupta, Practicing Company Secretary, proprietor of M/s Jayant Gupta & Associates, Company Secretaries as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the financial year 2017-18. In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit for FY 17-18 was carried out by Mr. Jayant Gupta, Practicing Company Secretary (holding ICSI Certificate of Practice No. 9738).

The Company has complied with all the provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government.

The reports of Statutory Auditor and Secretarial Auditor forming part of this Annual report do not contain any qualification, reservation or adverse remarks. During the year the Statutory Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under the applicable provisions of the Act.

## **Cost Auditor**

In compliance with the requirements of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, M/s Chandra Wadhwa & Co., [Firm Registration No. 00239], Cost Accountants, were appointed to carry out Audit of Cost Records of the Company for the Financial Year 2017-18. The Board of your Company on the basis of the recommendation of the Audit Committee, had approved the re-appointment of M/s Chandra Wadhwa & Co., [Firm Registration No. 00239], Cost Accountants, as the Cost Auditors for the financial year ending March 31, 2019.

Requisite proposal seeking ratification of remuneration payable to the Cost Auditor for the Financial Year 2018-19 by the Members as per Rule 14 of Companies (Audit and Auditors) Rules, 2014, forms part of the Notice of ensuing Annual General Meeting.

## **Internal Auditor**

Protiviti Advisory India Member LLP was the Internal auditor of the Company for the Financial Year 2017-18. The Audit Committee at its meeting held on May 29, 2018 decided and recommended to the Board for re-appointment of Protiviti Advisory India Member LLP as the Internal Auditor of the Company for the Financial Year 2018-19. Basis the recommendation of the Audit Committee, the Board, at its meeting held on May 29, 2018 has re-appointed Protiviti Advisory India Member LLP as the Internal Auditor of the Company for the Financial Year 2018-19.

## **Reporting of frauds by Auditors**

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the

Companies Act, 2013, details of which needs to be mentioned in this report.

## **18. DISCLOSURES:**

- i. **Particulars of Loans, guarantees and investments:** Particulars of Loans, guarantees and investments made by the Company required under Section 186(4) of the Companies Act, 2013 and the Listing Regulations are contained in Note no. 66 to the Standalone Financial Statement.
- ii. **Transactions with Related Parties:** In terms of the applicable statutory provisions, the related party transactions are placed before the Audit Committee for its approval and statement of all related party transactions is placed before the Audit Committee for its review on a quarterly and yearly basis, specifying the nature, value and terms and conditions of the transactions along with Arms-length justification. All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. During the year under review, there have been no materially significant related party transactions as defined under Section 188 of the Act and Regulations 23 the Listing Regulations and accordingly no transactions are required to be reported in Form AOC-2 as per Section 188 of the Companies Act, 2013.
- iii. **Risk Management:** Your Company follows a comprehensive system of Risk Management. It has adopted a policy and procedure for rapid identification, definition of risk mitigation plans and execution. Actions include adjustments in prices, dispatch plan, inventory build-up, and active participation in regulatory mechanisms. Many of these risks can be foreseen through systematic tracking. Your Company has also defined operational processes to ensure that risks are identified and the operating management are responsible for identifying and implementing mitigation plans for operational and process risk. Key strategic and business risks are identified and managed by senior management team. The Risks and their mitigation plans are updated and reviewed periodically by the Audit Committee and integrated in the Business plan for each

year. In the opinion of the Board there are no risks that may threaten the existence of the Company.

iv. **Internal Financial Controls and their adequacy:**

Your company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened with standard operating procedures and which ensures that all the assets of the Company are safeguarded & protected against any loss, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records, timely preparation of reliable financial information and that all transactions are properly authorized and recorded. The Company has laid down procedures to inform audit committee and board about the risk assessment and mitigation procedures, to ensure that the management controls risk through means of a properly defined framework. The Audit Committee evaluates the internal financial control system periodically and deals with accounting matters, financial reporting and periodically reviews the Risk Management Process.

Based on internal financial control framework and compliance systems established in the Company, the work performed by statutory, internal and secretarial auditors and reviews performed by the management and/or relevant Audit and other Committees of the Board, your Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18. During the year, no reportable material weakness in the design or operation was observed.

v. **Deposits:** Your Company has not accepted any public deposit under Chapter V of the Companies Act, 2013.

vi. **Transfer to Investor Education and Protection Fund:** During the year under review, in compliance with the requirements of The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) as amended, your Company had transferred an amount of ₹ 5,73,250 (Rupees Five Lakh Seventy Three

Thousand Two Hundred and Fifty Only) to Investor Education and Protection Fund on account of unpaid sale proceeds of Fraction shares under the Scheme of Arrangement pending for 7 or more years. The said amount can be claimed by the Shareholders from IEPF authority after following process prescribed in IEPF Rules.

vii. **Transfer to General Reserve:** During the Financial Year under review, no amount has been transferred to the General Reserve of the Company

viii. **Extract of Annual Return:** The extract of Annual return in form MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 is annexed to this report.

ix. **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 functioning at various locations 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'. There was no complaint of sexual harassment during the year under review.

x. **Regulatory Orders:** No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

**19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

Your Company is in the business of providing Direct-to- Home ('DTH') services. Since the said activity does not involve any manufacturing activity, most of the Information required to be provided under Section 134(3)(m) of the Companies Act,

2013 read with the Companies (Accounts) Rules, 2014, are not applicable.

However the information, as applicable, are given hereunder:

### **Conservation of Energy:**

Your Company, being a service provider, requires minimal energy consumption and every endeavor is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.

### **Technology Absorption:**

In its endeavor to deliver the best to its viewers and business partners, your Company is constantly active in harnessing and tapping the latest and best technology in the industry.

### **Foreign Exchange Earnings and Outgo:**

During the year under review, your Company had foreign exchange earnings of ₹ 1,008 Lakhs and outgo of ₹ 18,039 Lakhs.

## **20. RATINGS**

ICRA Limited, a Credit rating agency, has during the year under review assigned ICRA A+ (ICRA A plus) rating for the Loan Term Loans and ICRA A+ (Stable)/ ICRA A1 long-term/ short-term interchangeable\* (*\*Sub-Limit of long-term loan and fully interchangeable between fund based and non-fund based*). Instruments with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lower credit risk.

CARE (Credit Analysis and Research Limited), a Credit rating agency has enhanced the rating of Long-Term/Non-Convertible Debenture/ Short Term Bank Facilities of the Company to CARE A+(SO) /A1+ (SO). Instruments with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lower credit risk.

## **21. HUMAN RESOURCE MANAGEMENT**

Your Company has been successful in attracting best of the talent from industry and academic institutions and has been effectively retaining them. Your Company has created a favorable work environment which encourages innovation, meritocracy and team collaboration. The Company

is committed to nurturing, enhancing and retaining talent through superior Learning & Organization Development interventions.

Owing to the amalgamation of Videocon D2H Limited into the Company, Human Resource Management has been one of the key priorities for your Company. While harmonizing people practices, the strategic approach had been to adopt best aspects of both companies, align to the market-best practices and build a future ready organization. In an endeavor to build an organization that is swifter and more efficient, your Company has undergone a complete restructuring exercise. The new structure has been designed, keeping in mind the business priorities and long term strategic goals of your Company.

Whilst aligning the new structure, it was essential for your Company to create equivalence across both legacy grade structures considering a number of factors such as existing organization hierarchies, responsibility levels, impact on business, degree of complexity, knowledge and skill requirements, span of control etc. Considering these factors, a flatter organization was created to enable empowerment across levels, effective communication, collaboration and faster decision making. Role-fitment was done basis a structured process of competency assessment conducted by a third party. To bring synergies in policies and people processes, your company adopted the best practices of both the organizations as well as the industry and overhauled the existing policies.

Both entities shared a number of similarities yet had their individual strengths. To ensure effective Amalgamation of the workforce, Values were redefined to serve as "cultural glue" to offer mutual understanding, effective communication and significantly increase the efficiency of the organisation. Workshops were and are being conducted for employees across the country so they understand and exhibit these values in their work and behaviour.

In order to build a value-driven organization, these values are included in the Performance Management System. The focus stems from the fact that a value based culture not only enhances customer satisfaction and loyalty but also improves the organizational performance and engagement levels. Going forward, alongside the KRA's, these

values will be the cultural cornerstones guiding the organisation's actions, be it decision making, people processes or the operations of your Company. These will also be integrated in the hiring philosophy and reward & recognition programs.

Your Company believes that committed employees are vital for the sustained growth of the Company. The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Your Company has established policies and procedures to discover and use the employees' capabilities and potential to increase their commitment and contribution to the overall organization. The Company has a robust appraisal system and appraisals are done following a top down approach and open performance discussions. We encourage meritocracy and reward excellence in performance.

Your Directors place on record their appreciation for the significant contribution made by all employees, who through their competence, dedication, hard work, co-operation and support have enabled the Company to cross milestones on a continual basis.

#### **Particulars of Employees**

As on March 31, 2018, the total numbers of permanent employees on the records of the Company were 596. The information required under Section 197 of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, along with statement showing names and other particulars of the employees drawing remuneration in excess of the limits prescribed under the said rules is annexed to this report.

## **22. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of and pursuant to Section 134 of the Companies Act, 2013, in relation to the Annual Financial Statements for the Financial Year 2017-18, your Directors state and confirm that:

- a) The Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2018 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis;

- b) In the preparation of these Financial Statements, the applicable accounting standards had been followed and there are no material departures;
- c) Accounting policies selected were applied consistently and the judgments and estimates related to the financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018, and, of the profit of the Company for the year ended on that date;
- d) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act, to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities;
- e) Requisite internal financial controls were laid down and that such financial controls are adequate and operating effectively; and
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## **23. BUSINESS RESPONSIBILITY REPORT & MANAGEMENT DISCUSSION AND ANALYSIS**

The Business Responsibility Report ('BRR') has been prepared and forms part of the Annual Report as Annexure. The Report provides an overview of initiatives taken by your Company.

The Management Discussion and Analysis report as provided under Listing Regulations is separately attached hereto and forms an integral part of this Annual Report. The said report gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's business and other material developments during the financial year under review.

## **24. INDUSTRIAL OPERATIONS**

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at

the leadership position in the industry. It has taken various steps to improve productivity across the organization.

## 25. CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations and actual results might differ.

## 26. ACKNOWLEDGEMENT

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation of the contribution made by employees of the Company and its subsidiaries at all levels that has contributed to your Company's success. Your Directors acknowledge with sincere

gratitude the co-operation and support extended by the Central and State Governments, the Ministry of Information and Broadcasting ('MIB'), the Department of Telecommunication ('DOT'), Ministry of Finance, the Telecom Regulatory Authority of India ('TRAI'), the Stock Exchanges and other stakeholders including employees, subscribers, vendors, bankers, investors, service providers as well as other regulatory and government authorities.

Your Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued stakeholders.

For and on behalf of the Board

**Jawahar Lal Goel**

Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**

Independent Director  
DIN: 00826573

Place: Noida

Date: August 17, 2018

## ANNEXURE TO DIRECTORS' REPORT

### Statement containing salient features of the Financial statement of Subsidiaries or Associate Companies or Joint Ventures as on March 31, 2018 in Form AOC – I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Part A: Subsidiaries

(₹ in Lakhs)

Name of the subsidiary	Dish Infra Services Private Limited	Dish T V Lanka (Private) Limited*
Date since when subsidiary was acquired	March 24, 2014	April 25, 2012
Reporting period for the subsidiary/JV concerned, if different from the holding company's reporting period.	March 31, 2018	March 31, 2018
Reporting currency and Exchange rate as on March 31, 2018, in case of Foreign Subsidiaries	INR	Sri Lankan Rupees (LKR) 1 Sri Lankan Rupee = ₹ 0.41551
Share capital	11,801	4
Reserves & surplus	8,970	(11,484)
Total Assets	771,486	3,639
Total Liabilities	771,486	3,639
Investments	NIL	NIL
Turnover	111,021	1,152
Profit before taxation	(11,520)	(4,466)
Provision for taxation	(2,318)	3
Profit after taxation	(9,202)	(4,469)
Proposed Dividend	NIL	NIL
Extent of Shareholding (In Percentage)	100%	70%

\* Company Incorporated in Sri Lanka

#### Notes:

- The Company does not have any subsidiary(s) which are yet to commence operations.
- The Company does not have any subsidiary(s) liquidated during the financial year 2017-18.

## Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

### Part B: Associates and Joint Ventures

(₹ in Lakhs)

Name of Associate Company	C&S Medianet Private Limited
Latest audited Balance Sheet Date	March 31, 2018
Date on which the Associate was associated or acquired	May 05, 2016
Shares of Associate held by the company on the year end	
- Number	4,800 equity shares of ₹ 10 each.
- Amount of Investment in Associate	0.48
- Extent of Holding (in percentage)	48%
- Description of how there is significant influence	There is significant influence due to percentage (%) of Share Capital holding.
Reason why the Associate is not consolidated	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	(3)
Profit or Loss for the year:	
i. Considered in Consolidation	(3)
ii. Not Considered in Consolidation	(4)

#### Notes:

- The Company does not have any Associate(s) or Joint venture(s) which are yet to commence operations or have been liquidated during the financial year 2017-18.

For and on behalf of the Board

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director  
DIN: 00826573

Place: Noida  
Dated: August 17, 2018

# ANNEXURE TO DIRECTORS' REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1.	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility ('CSR') Committee of the Board had approved a CSR Policy with primary focus on Education, Healthcare, Women Empowerment, Sports etc. Besides these focus areas the Company may also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013. The CSR policy is available on the website of the Company at the link: <a href="http://www.dishd2h.com/media/1099/dish-csr-policy.pdf">http://www.dishd2h.com/media/1099/dish-csr-policy.pdf</a>
2.	The Composition of the CSR Committee	As on March 31, 2018 the CSR Committee of the Board of Directors comprised of 5 Directors. Mr. B. D. Narang, Independent Director (as Chairman of the Committee), Mr. Jawahar Lal Goel, Managing Director, Mr. Arun Duggal, Independent Director, Dr. (Mrs.) Rashmi Aggarwal, Independent Director and Mr. Ashok Mathai Kurien, Non-Executive Director are its Members.  Further, Mr. Arun Duggal, Non-Executive - Independent Director & Member of the committee resigned from the Board and committees thereof with effect from May 18, 2018  Accordingly, as on date of this report the CSR Committee comprises of 4 Directors with Mr. B. D. Narang, Independent Director as the Chairman of the Committee, Mr. Jawahar Lal Goel, Managing Director, Dr. (Mrs.) Rashmi Aggarwal, Independent Director and Mr. Ashok Mathai Kurien, Non-Executive Director as its Members.
3.	Average net profit of the Company for last three financial years	₹ 21,527.74 Lacs
4.	Prescribed CSR expenditure (two percent of the amount as in item 3 above)	₹ 430.55 Lacs
5.	Details of CSR spent during Financial Year	
a)	Total amount to be spent for the Financial Year	₹ 430.55 Lacs
b)	Amount unspent, If any	Nil
c)	Manner in which the amount is spent during the financial Year	As detailed herein

(₹ In Lacs)

CSR Projects or Activities Identified	Sector in which the project is Covered	Projects or Programs (1) Local area or other (2) specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
Promoting preventive health care measures	Sponsorship of 'Madhav Netralaya' a dedicated Centre being built for providing excellent eye care at affordable cost and by upholding ethical values	Nagpur, Maharashtra	430.55	430.55	430.55	Subhash Chandra Foundation

The CSR Committee certifies that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place: Noida  
Dated: August 17, 2018

**Jawahar Lal Goel**  
Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director (Chairman-CSR Committee)  
DIN: 00826573

## ANNEXURE TO DIRECTORS' REPORT

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

(For the Financial Year ended March 31, 2018)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members**

**Dish TV India Limited**

**18<sup>th</sup> Floor, A-Wing, Marathon Futurex,**

**N M Joshi Marg, Lower Parel,**

**Mumbai - 400 013, Maharashtra**

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Dish TV India Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on March 31, 2018 according to the provisions of:

- i. The Companies Act, 2013 ("the Act"), Companies Act, 1956 (to the extent applicable) and the Rules made thereunder including any re-enactment thereof;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable to the Company during the Audit period*);

- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (*Not Applicable to the Company during the Audit period*);
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*Not Applicable to the Company during the Audit period*); and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I further report that, having regard to the compliance system prevailing in the Company and based on the representation made by the management of the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company:

- (a) The Cable Television Networks (Regulation) Act, 1995 and the Rules made thereunder;
- (b) The Telecom Regulatory Authority of India Act, 1997;
- (c) The Telecommunication (Broadcasting and Cable) Services Interconnection (Addressable Systems) Regulations, 2017;
- (d) The Telecommunication (Broadcasting And Cable) Services Standards of Quality of Service And Consumer Protection (Addressable Systems) Regulations, 2017;
- (e) The Telecommunication (Broadcasting and Cable) Services (Addressable Systems) Tariff Order, as applicable.

I have also examined compliance with Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2), issued by The Institute of Company Secretaries of India (ICSI).

During the audit period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit as same are subject to review by the Statutory Auditors and other designated professionals.

**I further report that:**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during audit period under review:

- a) The Company has allotted 45,370 fully paid up equity shares of ₹ 1/- each upon exercise of Stock Options granted under the Employee Stock Option Scheme - 2007 of the Company. These shares were duly admitted for trading on the Stock Exchanges where the shares of the Company are listed;

- b) Pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench dated June 28, 2017 approving the arrangement for reduction of share capital of the Company, the entire amount of ₹ 15,43,39,65,550 (Rupees One Thousand Five Hundred Forty Three Crores Thirty Nine Lakhs Sixty Five Thousand Five Hundred and Fifty Only) standing to the credit of the Securities Premium Account as on March 31, 2016, was reduced for writing off deficit in the statement of Profit and Loss Account of the Company.
- c) The Company sought and obtained Members' approval through separate Postal Ballots for :
- (i) the Sale / Transfer of the Company's Non-Core Business undertaking of Infra Support Services (including set top boxes, dish antenna etc., and related services) to Dish Infra Services Private Limited, a Wholly owned Subsidiary of the Company, on a going concern basis.
  - (ii) for Re-classification from Promoter Group Category to Public Category. The National Stock Exchange of India Limited ("NSE") vide its letter dated January 8, 2018 and BSE Limited ("BSE") vide its letter dated January 30, 2018 have accorded their approval for reclassification of the Outgoing Promoters from "Promoter and Promoter group Category" to "Public Category" under Regulation 31A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- d) The Company, by the order of the Hon'ble National Company Law Tribunal, Mumbai Bench, obtained Members' approval through Postal Ballot, Remote Electronic Voting and the Poll at the Extraordinary General meeting convened on May 12, 2017 in respect of Scheme of Arrangement for Amalgamation of Videocon D2H Limited into and with Dish TV India Limited. The Scheme of Arrangement for Amalgamation has been approved by Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated July 27, 2017 and became effective on 22<sup>nd</sup> March, 2018 after obtaining the approval of the Ministry of Information and Broadcasting, Government of India;
- e) The Board of the Directors of Company has issued 857,785,642 fully paid up equity Shares of the Company of ₹ 1/- (one each), subject to rounding off of the fractional equity shares and allotted 775,256,159 equity shares of the Company on March 26, 2018 to the shareholders of Videocon D2H Limited (the allotment of 82,529,483 equity shares was kept in abeyance) pursuant to the scheme of arrangement for amalgamation of Videocon D2H Limited into and with Dish TV India Limited.
- f) The Company issued 277,095,615 Global Depository Receipts of Dish TV India Limited (the "GDRs") to the holders of American Depository Shares of Videocon D2H Limited ("ADSs") (each GDR representing one equity share of the Company, exchanged at a rate of approximately 8.07331699 new GDRs for every ADS (rounded off up to eight decimal places) and the listing of such GDRs on the Professional Securities Market of the London Stock Exchange Plc.
- g) The Memorandum of Association of Company underwent modifications pursuant to the Scheme of Arrangement for Amalgamation of Videocon D2H Limited into and with Dish TV India Limited and the authorised share capital of Dish TV India Limited was increased to Rs. 650 crores.

This report is to be read with my letter of even date which is annexed as Annexure and forms integral part of this report.

For **Jayant Gupta and Associates**

**(Jayant Gupta)**  
**Practicing Company Secretary**  
**FCS : 7288**  
**CP : 9738**

Place : New Delhi  
Date : August 14, 2018

## **Annexure to the Secretarial Audit Report of Dish TV India Limited for Financial Year ended March 31, 2018**

To,  
**The Members**  
**Dish TV India Limited**

### **Management Responsibility for Compliances**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Jayant Gupta and Associates**

**(Jayant Gupta)**  
Practicing Company Secretary  
**FCS : 7288**  
**CP : 9738**

Place : New Delhi  
Date : August 14, 2018

## ANNEXURE TO DIRECTORS' REPORT

### Extract of Annual Return

As on Financial Year ended on March 31, 2018

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

#### I. REGISTRATION & OTHER DETAILS:

i)	Corporate Identity Number (CIN)	L51909MH1988PLC287553
ii)	Registration Date	August 10, 1988
iii)	Name of the Company	Dish TV India Limited
iv)	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered office & contact details	18 <sup>th</sup> Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013 Tel No.: 022 - 7106 1234
vi)	Whether Listed	Yes
vii)	Name, Address and contact details of the Registrar and Transfer Agent	Link Intime India Private Limited Unit: Dish TV India Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083 Tel. No.: +91-22-49186000 Fax - +91-22-49186060

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10% or more of the total turnover of the Company

S. No.	Name & Description of main products/services	NIC Code of the Product /service (As per 2008)	% to total turnover of the company
1	Direct-to-Home ('DTH') service	61309	99.19%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name, Address and CIN of the Company	% of Shares Held	Applicable Section of the Companies Act, 2013
<b>A</b>	<b>Holding Company - NIL</b>		
<b>B</b>	<b>Subsidiary Company - Indian</b>		
	Dish Infra Services Private Limited Essel House, B-10, Lawrence Road, Industrial Area, Delhi - 110 035 CIN: U74140DL2014PTC264838	100	2(87)(ii)
<b>C</b>	<b>Subsidiary Company - Overseas</b>		
	Dish T V Lanka (Private) Limited 86/4, Negombo Road, Kandana, Sri Lanka Company No.: PV 85639	70	2(87)(ii)
<b>D</b>	<b>Associate Company - Indian</b>		
	C&S Medianet Private Limited Essel House, B-10, Lawrence Road, Industrial Area, Delhi - 110 035 CIN: U74999DL2016PTC299125	48	2(6)

Note: CIN / GLN is not applicable for overseas subsidiary

#### IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

##### i) Categorywise Shareholding

S. No.	Category of Shareholder	No. of Shares held at the beginning of the year (April 1, 2017)				No. of Shares held at the end of the year (March 31, 2018)				% change during the year
		Demat	Physical	Total	%	Demat	Physical	Total	%	
<b>A</b>	<b>Promoters &amp; Promoter Group:</b>									
1	Indian									
	a) Bodies Corporates	648,651,885	0	648,651,885	60.85	543,307,182	0	543,307,182	29.51	(31.34)
	b) Individual	2,594,150	0	2,594,150	0.24	794,750	0	794,750	0.04	(0.20)
	<b>Sub Total (A) (1)</b>	<b>651,246,035</b>	<b>0</b>	<b>651,246,035</b>	<b>61.09</b>	<b>544,101,932</b>	<b>0</b>	<b>544,101,932</b>	<b>29.55</b>	<b>(31.54)</b>
2	Foreign									
	a) Bodies Corporate	35,632,125	0	35,632,125	3.34	35,172,125	0	35,172,125	1.91	(1.43)
	<b>Sub Total (A) (2)</b>	<b>35,632,125</b>	<b>0</b>	<b>35,632,125</b>	<b>3.34</b>	<b>35,172,125</b>	<b>0</b>	<b>35,172,125</b>	<b>1.91</b>	<b>(1.43)</b>
	<b>Total Promoter Shareholding*</b>	<b>686,878,160</b>	<b>0</b>	<b>686,878,160</b>	<b>64.44</b>	<b>579,274,057</b>	<b>0</b>	<b>579,274,057</b>	<b>31.46</b>	<b>(32.98)</b>
<b>B</b>	<b>Public Shareholding:</b>									
1	Institutions									
	a) Mutual Funds	83,851,039	575	83,851,614	7.87	73,637,571	575	73,638,146	4.00	(3.87)
	b) Banks/FI	338,896	0	338,896	0.03	7,134,686	0	7,134,686	0.39	0.36
	c) Central Govt./State Government	3,317,283	0	3,317,283	0.31	0	0	0	0	(0.31)
	d) FIs	178,680,140	6325	178,686,465	16.76	223,707,897	6,325	223,714,222	12.15	(4.61)
	e) Foreign Bank	1	0	1	0	277,095,616	0	277,095,616	15.05	15.05
	<b>Sub Total (B)(1)</b>	<b>266,187,359</b>	<b>6,900</b>	<b>266,194,259</b>	<b>24.97</b>	<b>581,575,770</b>	<b>6,900</b>	<b>581,582,670</b>	<b>31.59</b>	<b>6.61</b>
2	Non Institutions									
	a) Bodies corporates	44,968,771	0	44,968,771	4.22	574,782,201	0	574,782,201	31.22	27.00
	b) Individual holding shares upto ₹1 lakhs in nominal value	33,403,858	218,400	33,622,258	3.15	48,587,855	213,177	48,801,032	2.65	(0.50)
	c) Individuals holding share above ₹ 1 lakhs nominal value	31,920,202	0	31,920,202	2.99	34,571,121	0	34,571,121	1.88	(1.12)
	d) Others									
	OCB	8,883	0	8,883	0	8,883	0	8,883	0	(0)
	Foreign bodies	0	0	0	0	16,782,705	0	16,782,705	0.91	0.91
	NRI	2,153,844	215,839	2,369,683	0.22	5,251,462	209,514	5,460,976	0.30	0.07
	Trust	6,689	0	6,689	0	6,789	0	6,789	0	(0)
	<b>Sub Total (B)(2)</b>	<b>112,462,247</b>	<b>434,239</b>	<b>112,896,486</b>	<b>10.59</b>	<b>679,991,016</b>	<b>422,691</b>	<b>680,413,707</b>	<b>36.95</b>	<b>26.36</b>
	<b>Total Public Shareholding</b>	<b>378,649,606</b>	<b>441,139</b>	<b>379,090,745</b>	<b>35.56</b>	<b>1,261,566,786</b>	<b>429,591</b>	<b>1,261,996,377</b>	<b>68.54</b>	<b>32.98</b>
<b>C</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>									
	Public	0	0	0	0	0	0	0	0	0
	<b>Grand Total (A+B+C)</b>	<b>1,065,527,766</b>	<b>441,139</b>	<b>1,065,968,905</b>	<b>100</b>	<b>1,840,840,843</b>	<b>429,591</b>	<b>1,841,270,434</b>	<b>100</b>	<b>0</b>

\* The decrease in Promoter Shareholding by 107,604,103 equity shares, is on the account of re-classification of Outgoing Promoters from 'Promoter' category to 'Public' category pursuant to provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said re-classification was approved by BSE on January 30, 2018 & NSE on January 08, 2018.

## ii) Promoter & Promoter Group Shareholding

S. No.	Name of Promoter	Shareholding at the beginning of the year (April 1, 2017)			No. of Shares held at the end of the year (March 31, 2018)			% Change in shareholding during the year
		Number of Shares	% to total shares of the Company	% of shares pledged/encumbered to Capital	Number of Shares	% to total shares of the Company	% of shares pledged/encumbered to Capital	
1	Agrani Holdings (Mauritius) Limited	35,172,125	3.30	0.00	35,172,125	1.91	0	(1.39)
2	Ambience Business Services Private Limited*	1,308,125	0.12	0.00	-	-	-	-
3	Ashok Mathai Kurien*	1,174,150	0.11	0.00	-	-	-	-
4	Direct Media Distribution Ventures Private Limited	457,212,260	42.89	28.20	457,212,260	24.83	17.16	(18.06)
5	Direct Media Solutions LLP*	76,905,278	7.21	1.46	-	-	-	-
6	Essel Media Ventures Limited*	460,000	0.04	0.00	-	-	-	-
7	Ashok Kumar Goel*	625,250	0.06	0.00	-	-	-	-
8	Jawahar Lal Goel	176,800	0.02	0.00	176,800	0.01	0.00	(0.01)
9	Jay Properties Private Limited*	10,131,000	0.95	0.00	-	-	-	-
10	Nishi Goel	11,000	0.00	0.00	11,000	0.00	0.00	0.00
11	Priti Goel	11,000	0.00	0.00	11,000	0.00	0.00	0.00
12	Sprit Textiles Private Limited*	300	0.00	0.00	-	-	-	-
13	Suryansh Goel	5,100	0.00	0.00	5,100	0.00	0.00	0.00
14	Sushila Devi	585,750	0.05	0.00	585,750	0.03	0.00	(0.02)
15	Tapesh Goel	5,100	0.00	0.00	5,100	0.00	0.00	0.00
16	Veena Investments Private Limited	86,094,822	8.08	4.44	86,094,822	4.68	3.69	(3.40)
17	Manaaska Fashions LLP*	17,000,000	1.59	0.00	-	-	-	-
18	World Crest Advisors LLP	100	0.00	0.00	100	0.00	-	0.00
	<b>Total Promoter Shareholding#</b>	<b>686,878,160</b>	<b>64.44</b>	<b>34.09</b>	<b>579,274,057</b>	<b>31.46</b>	<b>20.85</b>	<b>(32.98)</b>

\* During the Year, these Promoters (Outgoing Promoters) have been re-classified from 'Promoter' category to 'Public' category pursuant to provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said re-classification was approved by BSE on January 30, 2018 & NSE on January 08, 2018

# There is no change in the number of Shares held by the Promoters other than Outgoing Promoters, during the beginning of the year and at the end of the year. The difference in shareholding % of equity Capital held during the beginning of the year and at the end of the year is on the account of additional Equity Share Capital allotted and re-classification.

## iii) Change in Promoters Shareholding

Particulars	Share holding at the beginning of the Year (April 1, 2017)		Cumulative Share holding during the Year	
	Number of Shares	% of Equity Capital	Number of Shares	% of Equity Capital
At the beginning of the year	686,878,160	64.44		
Date wise increase/decrease in shareholding with reason			<b>Refer Note-1 &amp; 2</b>	
At the end of the year			579,274,057	31.46

Note 1: The decrease in Promoter Shareholding by 107,604,103 equity shares, is on the account re-classification of Outgoing Promoters from 'Promoter' category to 'Public' category pursuant to provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said re-classification was approved by BSE on January 30, 2018 & NSE on January 08, 2018.

Note 2: There is no change in the number of Shares held by the Promoters other than Outgoing Promoters, during the beginning of the year and at the end of the year. The difference in shareholding % of equity Capital held during the beginning of the year and at the end of the year is on the account of additional Equity Share Capital allotted and re-classification of promoters.

**iv) Change in Shareholding of top ten public shareholders**

Particulars	Shareholding at the beginning of the year (April 1, 2017)		Shareholding at the end of the year (March 31, 2018)		
	No. of shares	% of the Equity Capital	No. of shares	% of the Equity Capital	
Deutsche Bank Trust Company Americas	@	0	0	277,095,615	15.05
ElectroParts (India) Private Limited	@	0	0	122,072,040	6.63
Solitaire Appliances Private Limited	@	0	0	101,760,932	5.53
Greenfield Appliances Private Limited	@	0	0	101,760,931	5.53
Waluj Components Private Limited	@	0	0	101,275,125	5.50
Direct Media Solutions LLP*	@	35,850,278	3.36	52,150,278	2.83
HDFC Trustee Company Limited-HDFC Prudence Fund	\$	44,946,243	4.22	49,223,243	2.67
Amansa Holdings Private Limited	@	0	0.00	44,194,773	2.40
Artisan Developing World Fund	\$	18,148,452	1.70	43,088,125	2.34
T. Rowe Price International Discovery Fund	\$	12,267,072	1.15	26,182,264	1.42
Direct Media Solutions Private Limited*	@	57,355,000	5.38	24,755,000	1.34
Manaaska Fashions LLP*	@	17,000,000	1.59	17,000,000	0.92
Ashish Dhawan	\$	16,800,000	1.58	16,800,000	0.91
FIL Investments(Mauritius) Ltd	\$	14,596,801	1.37	7,026,539	0.38
Reliance Capital Trustee Co.Ltd-A/C Reliance Equity Savings Fund	\$	15,443,847	1.45	3,126,000	0.17
Prazim Trading and Investment Co. Pvt. Ltd.	#	15,113,459	1.42	0	0.00
Manning and Napier Fund Inc. Overseas Series	#	14,320,550	1.34	0	0.00
HDFC Standard Life Insurance Company Limited	#	8,479,672	0.80	0	0.00
Laxmi Narain Goel	#	7,469,759	0.70	0	0.00
<b>TOTAL</b>		<b>277,791,133</b>	<b>26.06</b>	<b>987,510,865</b>	<b>53.63</b>

\* These erstwhile Promoters (Outgoing Promoters) were re-classified from 'Promoter Group' Category to 'Public' Category

**Note:**

- The Shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase/decrease in shareholding is not indicated
- \$ denotes common top 10 Shareholders as on April 1, 2017 and March 31, 2018  
# denotes top 10 Shareholders only as on April 1, 2017  
@ denotes top 10 Shareholders only as on March 31, 2018
- Shares held in multiple accounts having same PAN are consolidated for the purpose of this disclosure.

**v) Change in Shareholding of the Directors and Key Managerial Personnel**

Details of changes in the shareholding of Directors of the Company who held/hold Equity Shares of the Company are as mentioned herein.

Name of the Director / KMP	Shareholding at the beginning (April 1, 2017)		Changes			Cumulative shareholding during the year (01.04.2017 - 31.03.2018)	
	Number of Shares	% of Equity Capital	Date	Increase / Decrease in no. of Shares	Reason	Number of Shares	% of Equity Capital
Mr. Jawahar Lal Goel Chairman & Managing Director	176,800	0.02	NA	NA	NA	176,800	0.01
Mr. Bhagwan Das Narang Independent Director	7,500	0.00	NA	NA	NA	7,500	0.00
Mr. Ashok Mathai Kurien Non-Executive Director	1,174,150	0.11	NA	NA	NA	1,174,150	0.06
Mr. Arun Duggal Independent Director*	7,500	0.00	NA	NA	NA	7,500	0.00

Apart from the above, none of the other Directors / KMP of the Company held any equity shares of the Company either at the beginning of the year or at the end of the year or dealt in the equity shares of the Company during financial year ended March 31, 2018.

The difference in % of equity Capital held during the beginning of the year and at the end of the year is on account of additional Equity Share Capital allotted during the year.

\*Mr. Arun Duggal has resigned from the Board of Directors of the Company with effect from May 18, 2018

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	(₹ in Lakhs)
				Total Indebtedness
<b>Indebtness at the beginning of the financial year:</b>				
Principal Amount	0	0	0	0
Interest due but not paid	0	0	0	0
Interest accrued but not due	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year:</b>				
Additions	12,403	2,406	0	14,809
Reduction	0	0	0	0
<b>Net Change</b>	<b>12,403</b>	<b>2,406</b>	<b>0</b>	<b>14,809</b>
<b>Indebtedness at the end of the financial year:</b>				
Principal Amount	12,403	2,406	0	14,809
Interest due but not paid	0	0	0	0
Interest accrued but not due	0	0	0	0
<b>Total</b>	<b>12,403</b>	<b>2,406</b>	<b>0</b>	<b>14,809</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole Time Director and/or Manager

Particulars of Remuneration	Name of the MD/WTD/Manager	
	Jawahar Lal Goel (Chairman & Managing Director)	
Gross salary (As per Income tax act):		
Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		367.68
Value of perquisites u/s 17(2) Income Tax Act, 1961		0.00
Profits in lieu of salary under section 17(3) Income Tax Act, 1961		0.00
Stock Option (gain)		0.00
Sweat Equity		0.00
Commision (as % of profit and/or otherwise)		0.00
Others (Contribution to Provident Fund)		22.59
<b>Total (A)</b>		<b>390.27</b>

Ceiling as per the Act: 5% of the Profits as per Section 198 read with Section 197 of the Companies Act, 2013 aggregates to Rs. 260.96 lakhs. However, the Shareholders vide their Special Resolution dated September 29, 2015 had approved Remuneration upto Rs. 390 Lakhs. In terms of provisions of Companies Act, 2013, contribution to provident fund is not included while computing ceiling on managerial remuneration.

**B. Remuneration to other Directors:**

(₹ in Lakhs)

Name of Directors	Sitting Fees	Commission	Others	Total
<b>Independent Directors</b>				
Arun Duggal*	4.40	0	0	4.40
Bhagwan Das Narang	5.30	0	0	5.30
Lakshmi Chand**	1.30	0	0	1.30
Rashmi Aggarwal (Dr.)	3.50	0	0	3.50
<b>Total</b>	<b>14.50</b>	<b>0</b>	<b>0</b>	<b>14.50</b>
<b>Non-Executive Directors</b>				
Ashok Kurien	2.30	0	0	2.30
<b>Total</b>	<b>2.30</b>	<b>0</b>	<b>0</b>	<b>2.30</b>
<b>Grand Total</b>	<b>16.80</b>	<b>0</b>	<b>0</b>	<b>16.80</b>

**Overall Ceiling as per Act**

Not Applicable as only sitting fees is being paid by the Company to Non-Executive Directors and Independent Directors. Pursuant to Section 197(5) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company may pay sitting fee up to Rs. 1 lakh per meeting of the Board or committee thereof.

\*Resigned from the Board and Committees thereof with effect from May 18, 2018

\*\*Resigned from the Board and Committees thereof with effect from August 17, 2017

**C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:**

(₹ in Lakhs)

Particulars of Remuneration	Key Managerial Personnel				Total
	Rajeev Kumar Dalmia	Arun Kumar Kapoor*	Anil Kumar Dua**	Ranjit Singh	
	Chief Financial Officer	Chief Executive Officer	Chief Executive Officer	Company Secretary	
Gross Salary (As per Income Tax Act) :					
Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	179.82	139.20	296.98	65.28	681.28
Value of perquisites u/s 17(2) Income Tax Act, 1961	0.40	0.07	0.35	0.40	1.21
Profits in lieu of salary under section 17(3) Income Tax Act, 1961	0.00	0.00	0.00	0.00	0.00
Stock Option (gain)	0.00	0.00	0.00	0.00	0.00
Sweat Equity	0.00	0.00	0.00	0.00	0.00
Commission (as % of profit or otherwise)	0.00	0.00	0.00	0.00	0.00
Others (Contribution to Provident Fund)	10.89	3.35	15.96	4.16	34.36
<b>Total</b>	<b>191.10</b>	<b>142.62</b>	<b>313.29</b>	<b>69.84</b>	<b>716.85</b>

\* Resigned from the position of the Chief Executive Officer of the Company with effect from May 15, 2017

\*\* Appointed as the Chief Executive Officer of the Company with effect from May 17, 2017

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES UNDER PROVISIONS OF COMPANIES ACT: None**

Neither the Company nor any of its Directors or Officers in default were penalized/punished for violation of any of the provisions of Companies Act, 1956 or 2013, by any of the regulatory authorities under the Act. Further no application was made by the Company or its Directors or Officers in Default for compounding of any of the provisions of the Act and therefore information in this regard is Nil.

For and on behalf of the Board of Directors

Place: Noida  
Dated: August 17, 2018

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director  
DIN: 00826573

## ANNEXURE TO DIRECTORS' REPORT

**DISCLOSURES PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014, READ WITH SEBI CIRCULAR DATED JUNE 16, 2015 ON ESOP DISCLOSURES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018.**

S. No.	Particulars	Details
A)	Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Please refer to Notes No. 49 of Standalone Financial of the Financial Year ended on March 31, 2018
B)	Diluted EPS on issue of shares pursuant to ESOP Scheme covered under the regulations in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	₹ (0.48) <i>(Please refer Note 59 read with note 49 to the Standalone Financial Statements of the Company of the Financial Year ended on March 31, 2018)</i>
C)	<b>Details Related to ESOS</b>	
	(i) A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP including :	Presently the Company has only one ESOP Scheme namely – ESOP 2007
	a) Date of Shareholders' approval	August 3, 2007
	b) Total number of options approved under ESOP	4,282,228 Stock Options
	c) Vesting requirements	Options granted under ESOP 2007 scheme would vest not less than one year and not more than six years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters subject to which the options would vest. The specific vesting schedule and conditions, if any, subject to which vesting would take place would be outlined in the Letter of Grant given to the Grantee at the time of the Grant of Options.
	d) Exercise price or pricing formula	The pricing formula as approved by the Shareholders of the Company, shall be the 'market price' as per the applicable regulations. Pursuant to the 'Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014' the 'market price' shall mean the latest available closing price on a recognized stock exchange on which the shares of the Company are listed on the date immediately prior to the relevant date. In case of the Company, the shares are listed on National Stock Exchange of India Limited and BSE Limited, the 'market price' shall be the closing price on the Stock Exchange having higher trading volume.

S. No.	Particulars	Details
	e) Maximum term of options granted	Options granted under ESOP 2007 scheme shall be capable of being exercised within a period of four years from the date of each Vesting of the respective Stock Options.
	f) Source of shares (primary, secondary or combination)	Primary
	g) Variation in terms of options	<p>Pursuant to approval dated August 28, 2008 of Remuneration Committee of the Board of Directors and Shareholders, the options granted on August 21, 2007 and April 24, 2008 were re-priced at ₹ 37.55 per option.</p> <p>Subject to applicable law, the Nomination and Remuneration Committee will at its absolute discretion have the right to modify/amend the ESOP 2007 Scheme in such manner and at such time or times as it may deem fit, subject however that any such modification/ amendment shall not be detrimental to the interest of the Grantees/ Employees and approval wherever required for such modification/ amendment is obtained from the shareholders of the Company in terms of the SEBI Guidelines.</p> <p>During the year, no amendment/ modification/ variation has been introduced in terms of options granted by the Company.</p>
	(ii) Method used to account for ESOS - Intrinsic or fair value	Indian Accounting Standards (Ind-AS) has been adopted by company in current financial year and Company has accounted the stock Options at Fair Value method
	(iii) Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	Indian Accounting Standards (Ind-AS) has been adopted by company in current financial year and Company has accounted the stock Options at Fair Value method using the Black-Scholes-Model as detailed in Note No. 49 contained in the Notes to Financial Statements forming part of Annual Financial Statements for the Financial Year ended on March 31, 2018. Hence, employee compensation cost computed on stock options using by fair value method and same recognized in statement of Profit and Loss of Annual Financial Statements.
	(iv) Option Movement during the year	
	Number of options outstanding at the beginning of the period i.e., April 1, 2017	1,004,460
	Number of options granted during FY 2017-18	40,000
	Number of options forfeited / lapsed during FY 2017-18	624,240
	Number of options vested during FY 2017-18	111,870

S. No.	Particulars		Details																
	Number of options exercised during FY 2017-18		45,370																
	Number of shares arising as a result of exercise of options FY 2017-18		45,370																
	Money realized by exercise of options (INR), if scheme is implemented directly by the company, during FY 2017-18		₹ 2,860,852																
	Loan repaid by the Trust during the year from exercise price received		Not Applicable																
	Number of options outstanding at the end of the year i.e., March 31, 2018		374,850																
	Number of options exercisable at the end of the year i.e., March 31, 2018		72,080																
<b>(v)</b> Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.																			
<b>Date of Grant</b>																			
	21-Aug-07	24-Apr-08	28-Aug-08	28-May-09	27-Oct-09	26-Oct-10	21-Jan-11	20-Jul-11	19-Jul-12	23-May-13	26-Jul-13	27-May-14	29-Oct-14	20-Mar-15	26-May-15	28-Jul-15	23-May-16	24-Mar-17	24-May-17
Weighted - average exercise price (Pre repricing) (₹)	75.20	63.25	37.55	47.65	41.45	57.90	58.95	93.20	68.10	68.00	57.10	52.90	55.80	79.35	84.90	117.75	93.90	108.15	95.40
Weighted - average exercise price (Post repricing) (₹)	37.55	37.55	37.55	47.65	41.45	57.90	58.95	93.20	68.10	68.00	57.10	52.90	55.80	79.35	84.90	117.75	93.90	108.15	95.40
Weighted - average Fair Value (Pre repricing) (₹)	40.45	-	23.87	30.61	26.64	36.57	37.54	55.32	37.92	35.12	30.12	26.71	27.54	37.27	39.97	55.14	42.97	48.03	42.32
Weighted - average Fair Value (Post re-pricing) (₹)	21.49	-	23.87	30.61	26.64	36.57	37.54	55.32	37.92	35.12	30.12	26.71	27.54	37.27	39.97	55.14	42.97	48.03	42.32
<b>(vi)</b> Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:																			
<b>(a) Senior Managerial Personnel:</b>																			
<b>Name of Employee</b>		<b>Designation</b>		<b>Options granted during FY 2017-18</b>	<b>Exercise Price</b>														
Jitendera Pandey		VP-General Management-North 2 Zone (Dish Infra Services Pvt. Ltd.)		40,000	₹ 95.40 per option														

S. No.	Particulars	Details		
(b)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year:			
		<b>Name of Employee</b>	<b>Designation*</b>	<b>Options granted</b>
				<b>Year of Grant</b>
				<b>Exercise Price</b>
		Arun Kumar Kapoor	Chief Executive Officer	925,900
		Rajeev K Dalmia	Chief Financial Officer	171,100
		Rajiv Khattar	President – Technology	167,950
		Amitabh Kumar	President – Projects	164,700
		Harinder Singh Bhatia	Head – Sales	159,600
		R Iniyar	Head - Operations	24,900
		Salil Kapoor	Chief Operating Officer	142,950
		Shailendra Goel	DVP – North Zone	81,500
		Neeraj Gupta	DVP – Service	75,250
		Ashutosh Mishra	Head - Talent Management & HR Excellence	55,600
		Ravichandra Mocherla	VP – west Zone (Dish Infra Services Pvt. Ltd.)	50,000
		Sanjeev Srivastava	VP – Delhi Zone (Dish Infra Services Pvt. Ltd.)	42,400
		Rajendra K Jagnani	Head - Commercial Audit & Contract Management	40,000
		Shivani Singh	DVP – Content	40,000
		Devendra Singh	Head - Dish tv Billing Applications	40,000
		R C Venkateish	Chief Executive Officer	563,400
		Gurpreet Singh	EVP – Sales (Dish Infra Services Pvt. Ltd.)	141,450
		Rajesh Sahni	Corporate Head - Service Support & Infrastructure (Dish Infra Services Pvt. Ltd.)	96,400
		Sanjiv Chaudhary	VP-Sales (Dish Infra Services Pvt.Ltd.)	76,800
		Ajay Kumar David	DVP-South Zone I	55,400
		Jaspreet Singh	Circle Business Head (Dish Infra Services Pvt.Ltd.)	54,600
		Dilip Jayaram	VP-Advertisement Sales	85,000
		Sailaja Charan Pattanayak	DVP-East Zone (Dish Infra Services Pvt. Ltd.)	40,000
		Abhay S Metkar	Senior VP-Sales	141,450
		Gurpreet Singh	Business Head – India 1 (Dish Infra Services Pvt. Ltd.)	141,450
		Salil Srivastava	VP- West Zone (Dish Infra Services Pvt.Ltd.)	52,100
		Renjith NK	DVP-South Zone II	52,100
		R S Vijaykumar	DVP-South Zone (Dish Infra Services Pvt.Ltd.)	52,100
		Joy Patra	DVP-call center Operations	42,900
		Tarun Nanda	Head - Investor Relations	40,000

S. No.	Particulars		Details																		
	Name of Employee	Designation*	Options granted	Year of Grant	Exercise Price																
	Digbijaya Mahapatra	VP – Information Technology	55,400	2014-15	₹ 52.90 per option																
	Vineet Suri	Head - Business Process Excellence	45,400		₹ 52.90 per option																
	Jeetender S. Bhalla	VP – Call Center Operations (Dish Infra Services Pvt. Ltd.)	42,900		₹ 55.80 per option																
	Shruti Kumar	Head - Ad Sales, VAS & Carriage	40,000		₹ 79.35 per option																
	Sunil Kumar Dubey	DVP – Human Resource	23,800		₹ 79.35 per option																
	Varun Bali	VP – Brand	50,000	2015-16	₹ 117.75 per option																
	Kapil Kapoor	DVP- Central Zone	40,000		₹ 84.90 per option																
	Puneet Bajaj	DVP-Recharge Sales (Dish Infra Services Pvt. Ltd.)	40,000		₹ 84.90 per option																
	Shankar Sundararaman	DVP – Marketing	23,200		₹ 117.75 per option																
	Abhishek Gupta	Head – Information Technology	55,400		₹ 93.90 per option																
	Arun Kumar Kapoor	CEO	563,400	2016-17	₹ 93.90 per option																
	Sukhpreet Singh	Corporate Head - Marketing, Dish tv	60,000		₹ 108.15 per option																
	Amit Kumar Sobti	Corporate Head - Customer Experience (Dish Infra Services Pvt. Ltd.)	50,000		₹ 108.15 per option																
	Jitendera Pandey	Circle Business Head (Dish Infra Services Pvt. Ltd.)	40,000	2017-18	₹ 95.40 per option																
<p>* Designations are the designations of the employees who are currently with the Company and in case of the employees who are no longer in the employment with the Company, the designation as on the date of the grant has been mentioned.</p>																					
(c)	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant													None							
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:																				
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model																				
<b>Date of Grant</b>																					
	21-Aug-07	24-Apr-08	28-Aug-08	28-May-09	27-Oct-09	26-Oct-10	21-Jan-11	20-Jul-11	19-Jul-12	23-May-13	26-Jul-13	27-May-14	29-Oct-14	20-Mar-15	26-May-15	28-Jul-15	23-May-16	24-Mar-17	24-May-17		
Weighted – average Value of Share price (₹)	75.20*	63.25*	37.55	47.65	41.45	57.90	58.95	93.20	68.10	68.00	57.10	52.90	55.80	79.35	84.90	117.75	93.90	108.15	95.40		
Exercise price (₹)	75.20*	63.25*	37.55	47.65	41.45	57.90	58.95	93.20	68.10	68.00	57.10	52.90	55.80	79.35	84.90	117.75	93.90	108.15	95.40		
Expected volatility	68.23%	-	68.23%	73.47%	71.72%	64.89%	63.65%	60.68%	54.32%	48.94%	47.93%	43.76%	42.44%	47.93%	39.92	39.49	39.14%	38.49%	38.42		
Expected Life (yrs)	5	-	5	5	5	5	5	5	5	5	5	5	5	5	5.01	5.01	5.00	5.01	5.00		
Risk Free Interest rate	8.45%	-	8.48%	6.36%	7.35%	7.89%	8.01%	8.23%	8.06%	7.32%	8.57%	8.63%	8.57%	8.57%	7.84	7.84	7.36	6.79	6.80		
Expected Dividends	The shares issued under stock options shall rank pari-passu, including the right to receive dividend. Expected dividend payouts to be paid during the life of the option reduce the value of a call option by creating drop in market price of the stock. Adjustments for known dividend payouts over the life of the option are made to the formulae under Black Scholes method. However, in the present case, as the life of the option is greater than one year, there is considerable difficulty in estimating the amount and time of future dividend payouts with certainty. Hence, future dividend payouts have not been incorporated in the valuation analysis.																				
* Re-priced at ₹ 37.55 on August 28, 2008																					

S. No.	Particulars	Details
	(b)	the method used and the assumptions made to incorporate the effects of expected early exercise: - Not Applicable
	(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility - Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. Each vest has been considered as a separate grant. The volatility for periods corresponding to the respective expected lives of the different vests, prior to the grant date has been considered. The daily volatility of the Company's stock price on National Stock Exchange of India Limited over these years has been considered.
	(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition – Not Applicable

For and on behalf of the Board

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director  
DIN: 00826573

Place: Noida  
Dated: August 17, 2018

## ANNEXURE TO DIRECTORS' REPORT

### Extract of Remuneration Policy

#### 1. OBJECTIVE

This Policy aims to attract, retain and motivate the Members of the Board of Directors, Key Managerial Personnel and Senior Management of the Company. Further, the policy lays down the criteria / guiding principles for compensation package of Directors, Key Managerial Personnel, Senior Management and other employees of the Company.

The Policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

#### 2. GUIDING PRINCIPLES

The guiding principle of this Policy 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.

While designing the remuneration package, efforts are to be made to ensure that the remuneration matches the level in comparable companies, whilst also taking into consideration requisite competencies, qualifications, industry experience, efforts required and the scope of the work.

Further, the compensation package for Directors, KMPs and other employees are designed based on the following principles:

- a. Aligning KMP and board remuneration with the longer term interests of the company and its shareholders.
- b. Link to long term strategy and annual business performance of the company on key business drivers
- c. Develop a culture of meritocracy.
- d. Minimise complexity and ensure transparency
- e. Reflective of line expertise, market competitiveness so as to attract the best talent.

The Nomination and Remuneration Committee while considering a remuneration package shall ensure that it reflects short and long term performance objectives appropriate to the working of the company and its goals. A significant part of the remuneration package should be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

#### 2.1. Remuneration of Executive Members on the Board:

Subject to the recommendation of the Nomination and Remuneration Committee / Board of Directors and approval by the Members of the Company from time to time, if applicable, any Executive Member(s) on the Board shall be paid remuneration which shall comprise of fixed monthly basic salary, perquisites and allowances.

In respect of any financial year, the overall managerial remuneration payable by the Company including the remuneration payable to an Executive Director, if any, shall not exceed 11% of net profits of the Company for that financial year. However, the overall managerial remuneration, where there are more than one managerial personnel, shall not exceed 10% of the net profit calculated in the manner provided under the Companies Act, 2013 and Rules framed thereunder, and shall not exceed 5% in case there is only one. The overall remuneration shall be within the limits provided in the Act and subject to such approvals as may be applicable.

In the event of loss or inadequacy of profit in any financial year during the tenure of services, the Company shall make payment of remuneration within the applicable limits prescribed under the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

Executive Members of the Board, if any, other than the Managing Director, shall be employed under service contracts for a period not exceeding 3 (three) years at a time, on the terms & other conditions as recommended by the Nomination and Remuneration Committee and approved by the Members of the Company at the General Meeting(s). Executive members of the Board shall not be eligible to receive any sitting fees for attending any meeting of the Board of Directors or Committee thereof.

## **2.2. Remuneration of Non-Executive Members of the Board:**

The Non-Executive member(s) of the Board shall be paid sitting fees for attending the meetings of the Board and / or Committees thereof and reimbursement of expenses for participation in the Board and other meetings. The Board shall decide the sitting fee payable to the Director which shall be subject to the limits prescribed under the applicable laws. Independent Director(s) of the Company shall not be entitled to any stock option of the Company. The performance of the non-executive members of the Board is reviewed by the Board on an annual basis.

## **2.3 Remuneration of Executive Management comprising of Key Managerial Personnel, Senior Management and other employees:**

The compensation for the Key managerial personnel, senior management and other employees at Dish TV would be guided by the external competitiveness and internal parity through annual benchmarking.

The performance-linked variable pay based on Company performance and performance of the employee concerned each year shall be considered and approved by the Nomination and Remuneration Committee. Additionally The Nomination and Remuneration Committee of the Board of the company, inter alia, administers and monitors the ESOPs of the company in accordance with the applicable SEBI Guidelines.

Internally, performance ratings of all Employees would be spread across a normal distribution curve. The rating obtained by an employee will be used as an input to determine Merit Pay increases. Merit pay increases will be calculated using a combination of individual performance and organizational performance. Compensation can also be determined based on identified skill sets critical to success of the Company. It is determined as per management's review of market demand and supply.

Employees are assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization

The Nomination and Remuneration Committee from time to time consider proposals concerning the appointment and remuneration of the Key Managerial Personnel and ensure that the proposed remuneration is in line with industry standards in comparable companies. Such proposals then shall be submitted to the Board for approval.

Executive Management shall not be eligible to receive any remuneration, including sitting fees, for directorships held in any of the Essel Group of Companies, whether listed or otherwise.

## **3. AMENDMENTS**

The Nomination and Remuneration Committee shall periodically review the Policy and carry out such changes as may be required, including changes mandated on account of change in governing regulations.

## ANNEXURE TO DIRECTORS' REPORT

### Particulars of Remuneration of Employees

{Pursuant to Section 197 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

#### A. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, ratio of remuneration of Directors to the Median remuneration of employees and comparison of remuneration of each KMP against Company's standalone performance:

Name of Director/Key Managerial Personnel	Remuneration for FY 2017-18 <sup>#</sup> (₹ in Lakhs)	% increase in Remuneration in FY 2017-18 <sup>\$</sup>	Ratio of Director's Remuneration to Median remuneration
<b>Non-Executive Directors</b>			
Mr. Arun Duggal*	NIL	NA	NA
Mr. Ashok Kurien	NIL	NA	NA
Mr. Bhagwan Das Narang	NIL	NA	NA
Mr. Lakshmi Chand**	NIL	NA	NA
<b>Executive Director</b>			
Mr. Jawahar Lal Goel	390.27	78.5	56:1
<b>Key Managerial Personnel</b>			
Mr. Jawahar Lal Goel	390.27	78.5	56:1
Mr. Arun Kumar Kapoor***	142.62	(59.0)	NA
Mr. Anil Kumar Dua****	313.28	NA	NA
Mr. Rajeev Kumar Dalmia	191.10	(5.0)	NA
Mr. Ranjit Singh	69.84	5.0	NA

\* Resigned as Independent Director from the Board on May 18, 2018

\*\* Resigned as Independent Director from the Board on August 17, 2017

\*\*\* Resigned from the position of the Chief Executive Officer of the Company with effect from May 15, 2017

\*\*\*\* Appointed as the Chief Executive Officer of the Company with effect from May 17, 2017

# Non-Executive Directors Remuneration excludes Sitting Fees. Remuneration includes Salary, Allowances, Variable pay, Company's contribution to Provident Fund, Leave Travel Allowance, Leave encashment & other perquisites and benefits as per Income Tax Act, 1961 and in case of employees resigned during the year the remuneration includes terminal benefits, if any.

\$ The % increase in remuneration refers to the % increase in remuneration from FY 2016-17

S. No.	Requirement	Disclosure
1.	The Percentage increase in median remuneration of employees in FY 2017 - 18	3.43%
2.	Number of permanent employees on the rolls of the Company	596
3.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average annual increase in the salaries of employees during the year was 11.91%, while there was an increase of 78% in the managerial remuneration (Managing Director's remuneration) during financial year 2017-18. There has been no increase in the remuneration of Mr. Goel from March 31, 2017 to March 31, 2018. The Company was paying remuneration to Mr. Goel in terms of the Shareholder approval and approval of the Central Government. However in view of profits of the Company in the Financial Year 2015-16 and considering the Industry trend, area expertise and profitability of the Company, the Board of your Company approved the increase in salary to upto Rs. 400 Lakhs per annum with effect from November 1, 2016. Since the Remuneration was increased in part of the Financial Year 2016-17, the effect of % increase in managerial remuneration had been partially shown in last year and balance in this year.
4.	Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms that the remuneration is as per the remuneration policy of the Company

## B. Particulars of Employees

### 1. Particulars of top ten employees of the Company in terms of the remuneration drawn and particulars of employees employed throughout the year & in receipt of remuneration aggregating to Rs. 1.02 Crores or more per annum

S. No.	Name	Age	Designation	Remuneration Total (₹)	Qualification	Exp in Yrs.	Date of Joining	Last Employment
1	Jawahar Lal Goel	64	Chairman & Managing Director	3,90,26,626	Entrepreneur	49	06.01.2007	Siti Cable Network Ltd
2	Rajeev Kumar Dalmia	54	Chief Financial Officer	1,91,10,036	CA	32	05.01.2007	South Asian Petro Chemical Ltd
3	Veerender Gupta	49	Chief Technology Officer	1,27,28,057	B. Com, Certificate in Java Programming	26	01.04.2009	Rama Associates Ltd
4	Gaurav Goel	38	President - BD & Strategy	1,03,53,993	MBA	13	01.08.2009	Cyquator Media Services Pvt Ltd.
5	Sukhpreet Singh	46	Corporate Head - Marketing, Dishtv	1,01,35,121	B. Tech, PGDBM	21	03.05.2016	Samsung Electronics India
6	Virender Kumar Tagra	58	National Head - Commercial	72,86,395	B.Com	37	01.05.2006	Hotline CPT Limited

S. No.	Name	Age	Designation	Remuneration Total (₹)	Qualification	Exp in Yrs.	Date of Joining	Last Employment
7	Ranjit Singh	41	Corporate Head - Secretarial, Legal & Regulatory	69,83,524	B.Com, LLB, CS	16	24.12.2004	Parsec Technologies Limited
8	Vineet Suri	55	Head - Business Process Excellence	65,49,665	MBA, B. Tech	32	03.05.2013	Spanco Limited
9	Rajendra Kumar Jagnani	52	Head - Commercial Audit & Contract Management	63,43,394	CA	15	30.01.2015	Magnifico Minerals Private Limited
10	Abhishek Gupta	39	Head - Information Technology	62,13,330	MBA	17	02.02.2015	Ericsson India Global Services Pvt. Ltd.

## 2. Employed for part of the year and in receipt of remuneration aggregating Rs. 8.50 lacs per month.

S. No.	Name	Age	Designation	Remuneration Total (₹)	Qualification	Exp in Yrs.	Date of Joining	Last Employment
1	Anil Kumar Dua	52	Group CEO	3,13,28,418	BE, MBA	29	17.05.2017	OTE Group
2	Arun Kumar Kapoor	59	Chief Executive Officer	1,42,61,471	MBA	34	23.11.2015	Taj Television India Pvt Ltd
3	Pushkar Singh Kataria	43	Chief Human Resources Officer	1,00,47,977	BE, MDHRM	21	01.08.2017	Reliance Capital Ltd

### Notes:

- All appointments are contractual and terminable by notice on either side.
- None of the employees, except Mr. Gaurav Goel is related to any of the Directors.
- Remuneration includes Salary, Allowances, Variable pay, Company's contribution to Provident Fund, Leave Travel Allowance, Leave encashment & other perquisites and benefits as per Income Tax Act, 1961 and in case of employees resigned during the year the remuneration includes terminal benefits, if any.
- None of the employee of the Company was in receipt of remuneration which in the aggregate is in excess of that drawn by Managing Director and also hold by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

For and on behalf of the Board of Directors

Place: Noida  
Dated: August 17, 2018

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director  
DIN: 00826573