

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 th 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
A	Holding Company - NIL		
B	Subsidiary Company - Indian		
	Dish Infra Services Private Limited Essel House, B-10, Lawrence Road, Industrial Area, Delhi - 110 035 CIN: U74140DL2014PTC264838	100	2(87)(ii)
C	Subsidiary Company - Overseas		
	Dish T V Lanka (Private) Limited 86/4, Negombo Road, Kandana, Sri Lanka Company No.: PV 85639	70	2(87)(ii)
D	Associate Company - Indian		
	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	%	
A Promoters & Promoter Group:										
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)
	Sub Total (A) (1)	651,246,035	0	651,246,035	61.09	544,101,932	0	544,101,932	29.55	(31.54)
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)
	Sub Total (A) (2)	35,632,125	0	35,632,125	3.34	35,172,125	0	35,172,125	1.91	(1.43)
	Total Promoter Shareholding*	686,878,160	0	686,878,160	64.44	579,274,057	0	579,274,057	31.46	(32.98)
B Public Shareholding:										
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
	Sub Total (B)(1)	266,187,359	6,900	266,194,259	24.97	581,575,770	6,900	581,582,670	31.59	6.61
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)
	Sub Total (B)(2)	112,462,247	434,239	112,896,486	10.59	679,991,016	422,691	680,413,707	36.95	26.36
	Total Public Shareholding	378,649,606	441,139	379,090,745	35.56	1,261,566,786	429,591	1,261,996,377	68.54	32.98
C Shares held by Custodian for GDRs & ADRs										
	Public	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	1,065,527,766	441,139	1,065,968,905	100	1,840,840,843	429,591	1,841,270,434	100	0

* 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
Total Promoter Shareholding#		686,878,160	64.44	34.09	579,274,057	31.46	20.85	(32.98)

* 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	Refer Note-1 & 2			
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
TOTAL		277,791,133	26.06	987,510,865	53.63

* 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
Indebtness at the beginning of the financial year:				
Principal Amount	0	0	0	0
Interest due but not paid	0	0	0	0
Interest accrued but not due	0	0	0	0
Total	0	0	0	0
Change in Indebtedness during the financial year:				
Additions	12,403	2,406	0	14,809
Reduction	0	0	0	0
Net Change	12,403	2,406	0	14,809
Indebtedness at the end of the financial year:				
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
Total	12,403	2,406	0	14,809

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
Total (A)		390.27

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
Independent Directors				
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
Total	14.50	0	0	14.50
Non-Executive Directors				
Ashok Kurien	2.30	0	0	2.30
Total	2.30	0	0	2.30
Grand Total	16.80	0	0	16.80

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
Total	191.10	142.62	313.29	69.84	716.85

* 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