

April 12, 2019

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051.	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001.
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**Re.: Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and year ended March 31, 2019**

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Compliance report on corporate governance of Dish TV India Limited ("Company") for the Quarter and year ended March 31, 2019 in the format specified by Securities and Exchange Board of India vide its circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015, for your information and record.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,

For Dish TV India Limited



**Ranjit Singh**  
**Company Secretary & Compliance Officer**  
 Membership No.-A15442



Encl.: As above

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – Dish TV India Limited
2. Quarter ending – March 31, 2019

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director		Category (Chairperson/ Executive / Non- Executive / independent / Nominee)&	Date of Appointment in the current term	Date of Cessation	Tenure*	No. of Directorship listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)
	PAN	DIN							
Mr.	Jawahar Lal Goel	AAHPL1244J	Chairperson - Managing Director	06/01/2016	NA	-	1	2	0
Mr.	Ashok Mathai Kurien	AADPK4942J	Non-Executive Director	28/09/2018	NA	-	2	4	2
Mr.	Bhagwan Das Narang	AAEPN3092R	Independent Director	28/09/2017	NA	4 Years 6 Months	3	5	2
Mrs. (Dr.)	Rashmi Aggarwal	ABPPS8037H	Independent Director	29/09/2018	NA	3 Years 6 Months	3	4	0
Mr.	Shankar Aggarwal	ADVPA6970F	Additional Independent Director	25/10/2018	NA	5 Months 16 Days	3	5	1
Mr.	Anil Kumar Dua	ADWPD7220 N	Additional Executive Director	26/03/2019	NA	-	1	0	0

\*\* Number of Chairperson positions held in Audit/ Stakeholder Committee of only listed entities is considered



§ - PAN number of any director would not be displayed on the website of Stock Exchange

& - Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees (As on March 31, 2019)

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominees)
1. Audit Committee	Mr. Bhagwan Das Narang Mr. Ashok Mathai Kurien Dr. Rashmi Aggarwal	Chairperson (Independent) Non-Executive Independent
2. Nomination & Remuneration Committee	Mr. Bhagwan Das Narang Mr. Ashok Mathai Kurien Dr. Rashmi Aggarwal	Chairperson (Independent) Non-Executive Independent
3. Risk Management Committee (if applicable)	Mr. Bhagwan Das Narang Mr. Jawahar Lal Goel Mr. Shankar Aggarwal Dr. Rashmi Aggarwal Mr. Veerender Gupta Mr. Rajeev Kumar Dalmia	Chairperson (Independent) Executive Independent Independent Member Member
4. Stakeholders Relationship Committee	Mr. Ashok Mathai Kurien Mr. Jawahar Lal Goel Mr. Shankar Aggarwal	Chairperson (Non-Executive) Executive Independent
5. Corporate Social Responsibility Committee	Mr. Bhagwan Das Narang Mr. Jawahar Lal Goel Mr. Ashok Mathai Kurien Dr. Rashmi Aggarwal	Chairperson (Independent) Executive Non-Executive Independent

& Category of directors means Executive/Non-Executive/Independent/Nominee if a Director fits into more than one category write all categories separating them with hyphen.

*Ranjit S.*



<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the Relevant quarter</i>	<i>Maximum Gap Between any two Consecutive (in number of days)</i>	
<ul style="list-style-type: none"> <li>October 25, 2018</li> </ul>	<ul style="list-style-type: none"> <li>February 5, 2019</li> </ul>	102 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)	
<ul style="list-style-type: none"> <li>October 25, 2018</li> </ul>	<ul style="list-style-type: none"> <li>March 26, 2019</li> </ul>	151 Days	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee:</b>			
<ul style="list-style-type: none"> <li>February 5, 2019</li> </ul>	Yes	<ul style="list-style-type: none"> <li>October 25, 2018</li> </ul>	102 Days
<ul style="list-style-type: none"> <li>March 26, 2019</li> </ul>	Yes	<ul style="list-style-type: none"> <li>October 25, 2018</li> </ul>	151 Days
<b>Nomination &amp; Remuneration Committee:</b>			
<ul style="list-style-type: none"> <li>March 26, 2019</li> </ul>	Yes	<ul style="list-style-type: none"> <li>October 25, 2018</li> </ul>	151 Days
<b>Stakeholders Relationship Committee:</b>			
NIL	N.A.	NIL	N.A
<b>CSR Committee:</b>			
<ul style="list-style-type: none"> <li>March 26, 2019</li> </ul>	N.A	NIL	N.A
<i>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>			
<b>V. Related Party Transactions</b>			
<b>Subject</b>			<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained			Yes
Whether shareholder approval obtained for material RPT			N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes



*Ranjit S*

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted for the quarter ended March 31, 2019 shall be placed before Board of Directors at the ensuing meeting of the Board.

For Dish TV India Limited



Ranjit Singh  
Company Secretary & Compliance Officer  
Membership No.: A15442

Place: Noida

Date: April 12, 2019

**Note:**

*Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.*





**CORPORATE GOVERNANCE REPORT**

Name of Listed Entity: Dish TV India Limited

Period : April 1, 2018 to March 31, 2019

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA)</b> refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		NA
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
E-mail address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	Yes

*Ranjit S*



<i>Compliance Certificate</i>	17(8)	Yes (Shall form part of Annual Report for FY 2018-19)
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes

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Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
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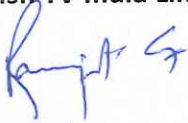
**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Dish TV India Limited



Ranjit Singh  
Company Secretary & Compliance Officer  
Membership No.: A15442



Place: Noida  
Date: April 12, 2019