

September 12, 2024

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: - DISHTV	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: - 532839
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Kind Attn.: Corporate Relationship Department

Subject: Comments of the Board of Directors on Stock Exchanges Notices dated August 21, 2024 with respect to Non-Compliance of Regulations 17(1), 19 / 19(1) & 19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended June 30, 2024

Dear Sir/Madam,

This is to inform you that National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges') had issued notice(s) dated August 21, 2024, to the Company in respect of 'Non-compliance with the requirements pertaining to the composition of the Board and composition of Nomination and Remuneration Committee of the Board' for the quarter ended June 30, 2024. *Vide* the said notice(s), the Stock Exchanges under applicable SOP Circular has imposed fines on the Company for the said non-compliances as per details below:

Name of Stock Exchange	Applicable Regulation of Listing Regulations	Amount of Fine
National Stock Exchange of India Limited	Regulation 17(1)	Rs. 4,55,000
National Stock Exchange of India Limited	Regulation 19	Rs. 1,82,000
BSE Limited	Regulation 17(1)	Rs. 4,55,000
BSE Limited	Regulation 19(1)/19(2)	Rs. 1,82,000

The aforesaid Stock Exchange Notices were placed before the Board of Directors at their meeting held today and the members of the Board after discussion and deliberation, have provided their comments as under:

1. Non-Compliance of Regulation 17(1) of Listing Regulations for the Quarter ended June 30, 2024

"Owing to non-approval of appointment of Directors by the shareholders, including non-approval of appointment of two Directors by the shareholders of the Company at Extra-ordinary General Meeting held on June 14, 2024, the strength of the Board has been less than what has been mandated under SEBI Listing Regulations.

The Board had appointed Ms. Garima Bharadwaj and Mr. Azeezuddin Mohammad, as Independent Director(s) of the Company effective from June 14, 2024. The said appointments were in compliance with applicable provision of law including the provisions of the Up-linking Guidelines of the Ministry of Information and Broadcasting.

Accordingly, the Company, Board and the Management have continuously taken required steps to ensure compliance with Regulation 17(1) of the Listing Regulations and the said non-compliance in reduction of Directors, is beyond the control of the Company, Board and the Management and is on account of non-approval of appointment(s) / re-appointment of Directors by the Shareholders of the Company and requirement of prior approval of Ministry of Information and Broadcasting for appointment of Directors."

2. Non-Compliance of Regulation 19(1) / 19(2) of Listing Regulations for the Quarter ended June 30, 2024

The Composition of Nomination and Remuneration Committee ('NRC') as on December 22, 2023, was in compliance with the extant provisions of SEBI LODR. In terms of the applicable provisions, the appointment / reappointment of Directors of the Company, which includes members of the Nomination and Remuneration Committee, were placed before the shareholders and the said proposals were not approved with requisite majority on December 22, 2023, thereby reducing the Board strength.

Post the aforesaid change in Directors, Mr. Sunil Khanna (Independent Director) and Mr. Ravi Bhushan Puri (Executive Director) were appointed with effect from December 22, 2023 and Mrs. Sonal Bankim Parekh (Independent Director) was appointed with effect from January 22, 2024. Since the said Board strength was not having requisite number of Non-Executive Directors, in terms of the extant regulations, the Nomination and Remuneration Committee could not be constituted as per the requirements of the extant regulations. Also, basis the votes cast by the shareholders at the Extra Ordinary General Meeting (EGM) held on March 21, 2024, the aforesaid Directors also vacated the office of directors.

The Board appointed Mr. Manoj Dobhal (Executive Director) with effect from March 15, 2024, Ms. Ritu Kaura (Independent Director) with effect from March 21, 2024 and Mr. Mukesh Chand (Independent Director) with effect from April 30, 2024. Since the said Board strength was not having requisite number of Non-Executive Directors, in terms of the extant regulations, the composition of the NRC was not in line with the applicable provisions upon re-constitution.

Further, Ms. Ritu Kaura (Independent Director) resigned with effect from May 13, 2024 and the Board appointed Mr. Manish Khandelwal (Independent Director) with effect from May 20, 2024. Since the said Board strength was not having requisite number of Non-Executive Directors, in terms of the extant regulations, the composition of the NRC was not in line with the applicable provisions upon re-constitution. Also, basis the votes cast by the shareholders at the Extra Ordinary General Meeting (EGM) held on June 14, 2024, Mr. Manish Khandelwal and Mr. Mukesh Chand also vacated the office of directors.

The Board appointed Mr. Azeezuddin Mohammad (Independent Director) and Ms. Garima Bharadwaj (Independent Director) with effect from June 14, 2024. Since the said Board strength was not having requisite number of Non-Executive Directors, in terms of the extant regulations, the composition of the NRC was not in line with the applicable provisions upon re-constitution.

In view of the above, the said reduction in Directors was also beyond the control of Board/NRC/Company and primarily on account of shareholders not approving the appointment of Directors, and requirement of prior approval of Ministry of Information and Broadcasting for appointment of Directors. Accordingly, since the Company was not having adequate number of Non-Executive Directors to constitute the NRC, the composition of NRC was not in line with applicable provisions.

The Company, Board and the Management have continuously taken required steps to ensure compliance with Regulation 19(1) / 19(2) of the Listing Regulations and the said non-compliance with respect to constitution of committees, is beyond the control of the Company, Board and the Management and is on account of non-approval of appointment(s) of Directors by the Shareholders of the Company and resignation of Director."

This is for your information and record.

Thanking you,

Yours Truly,

For **Dish TV India Limited**



Ranjit Singh

Company Secretary & Compliance Officer

Membership No. A15442

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