

March 15, 2024

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, 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 February 22, 2024, with respect to Non-Compliance of certain Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

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 February 22, 2024, to the Company in respect of 'Non-compliance with the requirements pertaining to the composition of the Board for the quarter ended December 31, 2023 and constitution of Audit Committee & Stakeholder Relationship Committee for the quarter ended September 30, 2023. *Vide* the said notice, the Stock Exchanges, under applicable SOP Circular, have 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. 4,10,000
National Stock Exchange of India Limited	Regulation 18(1)	Rs. 8,000
National Stock Exchange of India Limited	Regulation 20	Rs. 8,000
BSE Limited	Regulation 17(1)	Rs. 4,10,000
BSE Limited	Regulation 18(1)	Rs. 8,000
BSE Limited	Regulation 20(2)/(2A)	Rs. 8,000

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 December 2023

"Owing to non-approval of appointment / re-appointment of Directors, including non-approval of appointments of four Directors by the shareholders of the Company at their Extra Ordinary General Meeting held on December 22, 2023, the strength of the Board has been less than what has been mandated under SEBI Listing Regulations. The Board appointed Mr. Ravi Bhushan Puri as Executive Director and Mr. Sunil Khanna as Independent Director of the Company w.e.f. December 22, 2023, further appointed Mrs. Sonal Bankim Parekh as Independent Director of the Company with effect from January 22, 2024. The said appointments were in compliance with applicable provision of law including the provisions of the Up-linking Guidelines.

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.”

2. Non-Compliance of Regulation 18(1) and 20(2)/ (2A) of Listing Regulations for the Quarter ended September 2023

“Upon appointment of Director on the Board, the Audit Committee and the Stakeholder Relationship Committee was reconstituted with effect from July 19, 2023 and accordingly the composition of the said committees was in compliance with the Listing Regulation upto September 25, 2023. Basis the votes cast by shareholders at the 35th AGM, Mr. Veerender Gupta vacated the office of Executive Director and also ceased to be member of the Board Committees with effect from said date. Further, Dr. (Mrs.) Rashmi Aggarwal, vacated the office of the Independent Director and also ceased to be member of the Board Committees, with effect from September 25, 2023, upon completion of her term.

The Board, appointed Ms. Aanchal David as Independent Director of the Company with effect from September 26, 2023 and further appointed Mr. Rajesh Sahni and Mr. Virender Kumar Tagra as Non-Executive Non Independent Directors of the Company with effect from September 29, 2023. Consequent to the above appointments, the Board on September 29, 2023, re-constituted the said Committees, in compliance with the composition requirement laid down in Listing Regulations.

Accordingly, the Company, Board and the Management have continuously taken required steps to ensure compliance with Regulation 18(1) and 20(2)/ (2A) 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) / re-appointment of Directors by the Shareholders of the Company.”

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

Contact No.: +91-120-504 7000