

April 13, 2018

<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, 2018**

Dear Sir,

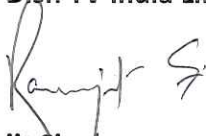
Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Compliance report on corporate governance of Dish TV India Limited ("Company") for the Quarter and year ended March 31, 2018 in the format specified by Securities 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, 2018**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	PAN <sup>s</sup> & DIN		Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>	Date of Appointment in the current term	Date of Cessation	Tenure*	No. of Directorship listed including this 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	00076462	Chairperson - Managing Director	06/01/2016	NA	-	1	2	0
Mr. Ashok Mathai Kurien	AADPK4942J	00034035	Non-Executive Director	28/09/2017	NA	-	2	3	2
Mr. Bhagwan Das Narang	AAEPN3092R	00826573	Independent Director	28/09/2017	NA	3 Years 6 Months	3	5	2
Mr. Arun Duggal	AEJPD7754D	00024262	Independent Director	28/09/2017	NA	3 Years 6 Months	6	6	1
Ms. (Dr.) Rashmi Aggarwal	ABPPS8037H	07181938	Independent Director	29/09/2015	NA	2 Years 6 Months	2	3	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.



*Ranjit S*

**II. Composition of Committees (As on March 31, 2018)**

<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)<sup>§</sup></b>
1. Audit Committee	Mr. Bhagwan Das Narang Mr. Arun Duggal Dr. Rashmi Aggarwal	Chairperson (Independent) Independent Independent
2. Nomination & Remuneration Committee	Mr. Bhagwan Das Narang Mr. Arun Duggal Mr. Ashok Mathai Kurien	Chairperson (Independent) Independent Non-Executive
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Ashok Mathai Kurien Mr. Jawahar Lal Goel	Chairperson (Non-Executive) Executive
5. Corporate Social Responsibility Committee	Mr. Bhagwan Das Narang Mr. Jawahar Lal Goel Mr. Arun Duggal Mr. Ashok Mathai Kurien Dr. Rashmi Aggarwal	Chairperson (Independent) Executive Independent Non-Executive Independent

<sup>§</sup>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.

*Rajit S*





III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the Relevant quarter		Maximum Gap Between any two Consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the Relevant quarter			
• December 05, 2017	• February 6, 2018			62 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)
• December 05, 2017	• March 26, 2018			110 Days
<b>IV. Meeting of Committees</b>				
Date(s) of meeting of the committee in the relevant quarter.	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
<b>Audit Committee:</b>				
• February 6, 2018	Yes	• December 05, 2017		62 Days
• March 26, 2018	Yes	• December 05, 2017		110 Days
<b>Nomination &amp; Remuneration Committee:</b>				
• February 6, 2018	Yes	NIL		N.A
• March 26, 2018	Yes			
<b>Stakeholders Relationship Committee:</b>				
February 6, 2018	Yes	NIL		N.A
<b>CSR Committee:</b>				
NIL	N.A	December 05, 2017		N.A
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
<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.	



*Ranjit S*

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note:</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee - NA</li> </ol> <p>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.</p> <p>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.</p> <p>5. The report submitted for the quarter ended March 31, 2018 shall be placed before Board of Directors at the ensuing meeting of the Board.</p>	
<p><b>For Dish TV India Limited</b></p> <p><b>Ranjit Singh</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>Membership No.: A15442</b></p> <p><b>Place: Noida</b>  <b>Date: April 13, 2018</b></p>	

**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, 2017 to March 31, 2018

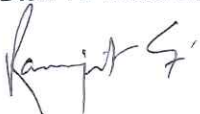

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of 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)<sup>refer note below</sup></b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes




Compliance Certificate	17(8)	Yes (Shall form part of Annual Report for FY 2017-18)
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes

Ranjit S.



Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>For Dish TV India Limited</p> <p></p> <p></p> <p><b>Ranjit Singh</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>Membership No.: A15442</b></p> <p><b>Place: Noida</b>  <b>Date: April 13, 2018</b></p>		