

October 3, 2017

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai - 400 051

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001

- Sub: (i) Annual Report under Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and**  
**(ii) Intimation regarding publication of Results of E-Voting/Poll at the 29<sup>th</sup> Annual General Meeting**

Dear Sirs,

This is in continuation to our earlier intimation(s) dated September 04, 2017, September 05, 2017 and September 28, 2017 with regard to Twenty Ninth (29<sup>th</sup>) Annual General Meeting (AGM) of Dish TV India Limited.

In compliance with Sub-Regulation (1) of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2016 – 17 duly approved and adopted by the Shareholders at their Twenty Ninth (29<sup>th</sup>) Annual General Meeting duly convened and held on Thursday, 28<sup>th</sup> day of September 2017, at 11.00 A.M. at "The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018".

Further, the Company had duly published the result of the voting conducted on the items / resolutions placed and approved at the AGM conducted in the following Newspapers on September 30, 2017:

- (a) "Business Standard" Newspaper in English Edition having Nation-wide circulation and
- (b) "Navshakti" Newspaper in Marathi at Mumbai Edition

We would also like to inform you that the AGM Result along with the Scrutinizer Report has also been uploaded on the Company's website viz. [www.dishTV.in](http://www.dishTV.in).

Please find enclosed copies of above stated Newspaper Advertisement, for your information and record. You are requested to kindly take the same on record and oblige.

Thanking you

Yours faithfully,

**For Dish TV India Limited**

  
**Ranjit Singh**  
**Company Secretary**  
Membership No.-A15442



**Encl.: As above**

## BOARD OF DIRECTORS

Mr. Jawahar Lal Goel  
Mr. Ashok Mathai Kurien  
Mr. Arun Duggal  
Mr. Bhagwan Das Narang  
Dr. Rashmi Aggarwal

Chairman & Managing Director  
Non-Executive Director  
Independent Director  
Independent Director  
Independent Director

Mr. Jawahar Lal Goel  
Mr. Anil Kumar Dua  
Mr. Rajeev Kumar Dalmia  
Mr. Ranjit Singh

- Chairman & Managing Director  
- Chief Executive Officer  
- Chief Financial Officer  
- Company Secretary

### KEY MANAGERIAL PERSONNEL

Walker Chandiok & Co. LLP  
Protiviti Advisory India Member LLP  
Jayant Gupta & Associates  
Chandra Wadhwa & Co.

- Statutory Auditors  
- Internal Auditor  
- Secretarial Auditor  
- Cost Auditor

### AUDITORS

ICICI Bank  
Yes Bank  
Kotak Mahindra Bank  
IDBI Bank  
Standard Chartered Bank  
Axis Bank

### BANKERS

Link Intime India Private Limited  
Unit: Dish TV India Limited  
C-101, 247 Park, L.B.S. Marg  
Vikhroli West, Mumbai - 400 083  
Tel: 91-22-49186000  
Fax: 91-22-49186060

### SHARE REGISTRAR

18<sup>th</sup> Floor, A Wing,  
Marathon Futurex, N M Joshi Marg,  
Lower Parel, Mumbai - 400 013  
Tel: 022-28726877  
Fax: 022-28726876

### REGISTERED OFFICE

FC-19, Sector 16 A, Film City,  
Noida - 201 301, UP, India  
Tel: +91-120 - 2467005 / 2467000  
Fax: +91-120 - 4357078

### CORPORATE OFFICE

Website: [www.dishtv.in](http://www.dishtv.in)  
E-Mail: [investor@dishtv.in](mailto:investor@dishtv.in)  
CIN: L51909MH1988PLC287553



## CHAIRMAN'S MESSAGE

Dear Shareholders,

The year in review has been truly a watershed year for your Company, the Industry as well as the Indian economy. Momentous changes have been ushered in, which augur well for value creation at all levels in our field of operations.

First and foremost, your Company took the lead to trigger consolidation in the DTH industry by announcing the intended merger (subject to regulatory approvals) with Videocon d2h Limited thus forming one of the largest pay TV platforms in the world. The merged entity will have the scale, sweep and momentum to reshape the Indian distribution industry as well as provide a secure roadmap for sustained unlocking of value for its stakeholders. We have always been the pioneers in the spaces we operate in and this first consolidation in the DTH space reinforces our leadership and commitment to redefine our business to enhance value for our stakeholders.

The industry witnessed the introduction of transformative regulations by the TRAI, which for the first time seeks to genuinely empower customers in an open and transparent model, which will seek to do away with the anomalies of the present system of trade between broadcasters, platforms and consumers in a manner which will be truly beneficial to all players in the industry. Dish TV wholeheartedly welcomes the initiative by TRAI and believes, this will lead to smooth and accelerated growth for the industry. For Dish TV this move will be value accretive and will help improve the profitability of the Company as well as provide transparency and freedom of choice to its valued customers.

At the macro event, the demonetization exercise has given a huge fillip to the digital transactions ecosystem which is hugely accretive for the DTH industry which relies on 100% prepaid and electronic recharge model. The

more people adopt electronic payment modes, the more your Company benefits as it reduces the inefficiencies, costs and lost revenues due to delayed recharges. This again is a fundamental change in the transaction model which will provide a significant boost to both the topline as well as bottom line of your Company in the years to come.

The introduction of GST was another watershed event which is significantly accretive for your Company. Apart from immediate reduction in the rates of taxation for your Company by the subsumption of entertainment tax, the Company also benefits from the elimination of Special Additional Duty on imported CPE's and also in the significant overall ease of transactions that the GST regime brings to the table. This will also increase the overall productivity, as the transactions operate largely and primarily through the single window of GST instead of the multiple and complex state and central levy system currently in operation.

Operationally your Company did face some temporary headwinds in Q3 and Q4 FY 2017 due to the impact of demonetization, however with the long term benefits of these changes outlined above far outweigh any short term blips and the results thereto will need to be viewed through that lens.

Notwithstanding these headwinds, your Company made significant progress adding 2.6 million subscribers during the year, ending the year with 15.5 million net subscribers. The topline was recorded at ₹3014.4 crores and your Company generated a PAT of ₹109.3 crores remaining profitable for the third consecutive year. Your company remains the most profitable player in the Indian Industry.

We are extremely excited about the future with our consolidated entity bringing the synergies and scale of being one of the largest pay TV platform in the world, we remain equally excited with the opportunities thrown at us by virtue of the changing regulatory landscape in India as well as the changing macroeconomic dynamics in India. There has never been a better time for all of these to fall in place and we look forward to the opportunities as well as challenges to unlock greater and greater value for all of our investors, employees, partners and other stakeholders.

Sincerely,

**Jawahar Lal Goel**  
**Chairman & Managing Director**

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## DISH TV INDIA LIMITED

Regd. Office: 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai-400 013

Corporate Office: FC-19, Sector-16A, Noida, U.P. - 201 301

Tel No.: 0120-2467005/2467000, Fax No.: 0120-4357078

Website: www.dishtv.in, E-mail: investor@dishtv.in, CIN: L51909MH1988PLC287553

### NOTICE

**Notice** is hereby given that the 29<sup>th</sup> (Twenty Ninth) **Annual General Meeting** of the Members of Dish TV India Limited will be held on Thursday, the 28<sup>th</sup> day of September, 2017, at 11:00 A.M. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 to transact the following businesses:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Mathai Kurien (DIN-00034035), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s Walker Chandio & Co LLP, Chartered Accountants, New Delhi, (Firm Registration No. 001076N/N-500013) as Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Walker Chandio & Co LLP, Chartered Accountants, New Delhi (Firm Registration No. 001076N/N500013), the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company for a second term of Five (5) years i.e. to hold office from the conclusion of this Twenty Ninth (29<sup>th</sup>) Annual General Meeting till the conclusion of the Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration, as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

#### SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2017 and in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only), excluding applicable taxes, as recommended by the Audit Committee and approved by the Board of Directors of the Company for payment to M/s Chandra Wadhwa & Co., (Firm Registration No. 000239), Cost Accountants, as the Cost Auditors of the Company, for the conduct of the audit of the relevant cost records of the Company for the Financial Year ended March 31, 2017, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, be and is hereby ratified and confirmed.”

5. To approve the remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only), excluding applicable taxes, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to M/s Chandra Wadhwa & Co., (Firm Registration No. 000239), Cost Accountants, as the Cost Auditors of the Company, for the conduct of the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending March 31, 2018.”

6. To re-appoint Mr. Bhagwan Das Narang (DIN - 00826573) as an Independent Director of the Company and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Bhagwan Das Narang (DIN-00826573), who holds the office of Independent Director of the Company up to the date of this Annual General Meeting (i.e. Twenty Ninth Annual General Meeting), and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) years i.e. from the date of this Annual General Meeting (i.e. Twenty Ninth Annual General Meeting) upto the date of the Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2022.”

7. To re-appoint Mr. Arun Duggal (DIN - 00024262) as an Independent Director of the Company and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arun Duggal (DIN-00024262), who holds the office of Independent Director of the Company up to the date of this Annual General Meeting (i.e. Twenty Ninth Annual General Meeting), and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) years i.e. from the date of this Annual General Meeting (i.e. Twenty Ninth Annual General Meeting) upto the date of the Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2022.”

8. To maintain Register of Members and other Statutory Registers and copies of Annual Returns at a place other than the Registered Office of the Company and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 94 of the Companies Act, 2013 (‘the Act’) read with Companies (Management and Administration) Rules, 2014 and other applicable statutory / regulatory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Registers kept and maintained by the Company under Section 88 of the Act, including Register of Members, Debenture holders and Other Security-holders, etc., as may be applicable, and the copies of Annual Returns prepared under Section 92 of the Act, be kept and maintained, at the office of the Registrar and Share Transfer Agent of the Company viz. M/s Link Intime India Private Ltd., situated at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, instead of the Registered Office of the Company.”

By order of the Board

**Ranjit Singh**

Company Secretary & Compliance Officer  
Membership No. A15442

Place: Noida  
Date: August 17, 2017

**Registered Office:**

18<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013  
CIN: L51909MH1988PLC287553  
E-mail: investor@dishtv.in  
Web: www.dishtv.in

## NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the Special Businesses to be transacted at the Annual General Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and hold in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. A blank proxy form is being sent herewith. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies. All alterations made in the Form of Proxy should be initialed.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send (in advance) at the Registered Office of the Company, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
5. The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form are enclosed. Members / Proxy holder must bring the attendance slip (attached herewith) duly signed in accordance with their specimen signature(s) registered with the Company / Depository, to the meeting and handover it at the entrance of the meeting hall. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Route map and details of prominent land mark of the venue of the meeting is provided on the Attendance slip and forms part of the Notice calling the Annual General Meeting.
7. Guidelines for attending the ensuing Annual General Meeting of the Company:
  - a) Entry to the Auditorium/Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid Attendance Slip.
  - b) Any briefcase/bags/eatables or other articles are not allowed inside the Auditorium/Hall.
  - c) Member(s) are requested to bring the copy of the Annual Report to the meeting.
8. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 25, 2017 to Wednesday, September 27, 2017 (both days inclusive).
9. Inspection:
  - (a) All the documents referred to in the Notice and Annual Report will be available for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) from 2 P.M. to 4 P.M. up to the date of the Annual General Meeting.
  - (b) The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors



are interested, maintained under Section 189 of the Companies Act, 2013, and the Certificate from the Auditors of the Company certifying that Employees Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members' of the Company, will be available for inspection at the Annual General Meeting.

- (c) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he / she has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
10. Members desirous of obtaining any information / clarification concerning the Financial Statements for the Financial Year ended March 31, 2017, of the Company, may send their queries in writing atleast seven days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company or at E-Mail Id : investor@dishtv.in
11. Additional information, pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Director recommended by the Board for re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

In relation with the proposed re-appointment of Mr. Ashok Mathai Kurien, as a Non-Executive Director of the Company, the Board of Directors have reviewed the declarations made by him confirming that he meet the criteria for re-appointment.

Further in relation to proposed re-appointment(s) of Mr. Bhagwan Das Narang and Mr. Arun Duggal as Independent Directors, not liable to retire by rotation, the Board of Directors have reviewed the declarations made by them confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that they fulfill the conditions specified in the Act and the rules made thereunder and are independent of the management of the Company.

12. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to members whose E-Mail address are registered with the Company or the Depository Participants. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their E-Mail address with the Company or the Depository Participants or from whom the Company has received a request for a physical copy of the Annual Report. The said documents are also available for download and may also be accessed on the website of the Company viz. [www.dishtv.in](http://www.dishtv.in).
13. Members are requested to notify immediately about any change in their postal address / E-Mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. M/s Link Intime India Private Ltd having its office at C -101,247 Park, LBS Marg, Vikhroli West, Mumbai 400083. Shareholders holding Equity Shares of the Company in physical form may register their E-Mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by E-Mail, by sending appropriate communication on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the RTA.
15. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

16. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
17. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / Demat form, the nomination form may be filed with the respective Depository Participant.

### **E-Voting**

19. In compliance with Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is pleased to offer Remote E-Voting facility to the Members of the Company to exercise their right to vote at the Twenty Ninth (29<sup>th</sup>) Annual General Meeting (AGM) by electronic means in respect of the resolutions contained in this notice. The facility of casting votes by a member using an electronic voting system (remote E-Voting) from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the businesses as detailed in the notice. Please note that Remote E-Voting is an alternate mode to cast votes and is optional. In case Members cast their vote both via physical ballot paper and E-Voting, then voting through E-Voting shall prevail and voting done by ballot paper shall be treated as invalid notwithstanding whichever option is exercised first.
20. The remote E-Voting period for all items of businesses contained in this notice shall commence from Sunday the 24<sup>th</sup> day of September 2017 at 9.00 A.M. (IST) and will end on Wednesday the 27<sup>th</sup> day of September 2017 at 5.00 P.M. (IST). The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
21. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at Annual General Meeting (AGM) is September 22, 2017. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above mentioned cut-off date, shall be entitled to avail the facility of remote E-Voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
22. The facility for voting through ballot paper will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote E-Voting, will be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by remote E-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. At the Annual General Meeting the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by use of Ballot/Poll Paper by all those members who are present at the meeting but have not cast their votes by availing the remote E-Voting facility.
24. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738), as the Scrutinizer for conducting the E-Voting through electronic voting system or through ballot / polling paper at the AGM, in a fair and transparent manner.
25. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending an E-Mail

to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com) by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with NSDL for remote E-Voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using 'Forget User Details/Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

26. Members are requested to carefully read the instructions for E-Voting before casting their vote.
27. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than (48) forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
28. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. [www.dishtv.in](http://www.dishtv.in) and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of Annual General Meeting.

**The procedure and instructions for E-Voting are as under:**

**(A) In case of Shareholders receiving e-mail from NSDL:**

- i. Members whose shareholding is in dematerialised form and whose e-mail addresses are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL. Open email and open PDF file viz; 'DISHTV e-voting.pdf' with your Client ID or Folio Number as password. The said PDF file contains your user ID and password/PIN for remote E-Voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote E-Voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select 'EVEN' of 'Dish TV India Limited' i.e. 107523
- viii. Now you are ready for remote E-Voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [pcs.jga@gmail.com](mailto:pcs.jga@gmail.com) with a copy marked to [investor@dishtv.in](mailto:investor@dishtv.in) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**(B) For Members holding shares in dematerialized form whose email IDs are not registered with the Company/ Depository Participants and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:**

- i. Initial password is being provided along with the Annual Report.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

- (C) However, if you are already registered with NSDL for remote E-Voting then you can use your existing user ID and password for casting your vote. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- (D) If you forgot your password, you can reset your password by using “Forgot User Details/Password” available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- (E) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote E-Voting user manual for Members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

| Contact Details   |   |
|---|---|
| <b>Company</b>  | <b>Dish TV India Limited</b><br>Corp Office: FC – 19, Sector 16A, Noida – 201 301, Uttar Pradesh<br>E-mail: <a href="mailto:investor@dishtv.in">investor@dishtv.in</a><br>Tel. No. : 0120- 2467005/2467000  |
| <b>Registrar &amp; Transfer Agent</b>   | <b>Link Intime India Private Limited</b><br>Unit: Dish TV India Limited,<br>C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083.<br>Tel. No. 022-49186000 Fax- 022-49186060<br>E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>   |
| <b>Scrutinizer</b>  | <b>Mr. Jayant Gupta, Practicing Company Secretary,</b><br>E-mail: <a href="mailto:pcs.jga@gmail.com">pcs.jga@gmail.com</a>  |
| <b>E-Voting Agency / Contact details of the person responsible to address the grievances connected with the electronic voting</b> | <b>National Securities Depository Limited</b><br>Mr. Amit Vishal (022-24994360) / Mr Rajiv Ranjan (022-24994738)<br>4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013<br>E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a><br>Toll Free No. : 1800-222-990 |

- (F) You can also update your mobile number and E-Mail id in the user profile details of the folio which may be used for sending future communication(s).

By order of the Board

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

Place: Noida  
Date: August 17, 2017

**Registered Office:**  
18<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013  
CIN: L51909MH1988PLC287553  
E-mail: [investor@dishtv.in](mailto:investor@dishtv.in)  
Web: [www.dishtv.in](http://www.dishtv.in)

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4 & 5**

The Ministry of Corporate Affairs, *vide* Notification No. GSR. 695(E) dated July 14, 2016, had amended the Companies (Cost Records and Audit) Rules, 2014, which *inter alia* removed specific exclusion / exemption available earlier to the Company from carrying Cost Audit. Consequently, the Board at its meeting held on August 12, 2016, and on the basis of the recommendations of the Audit Committee, approved the appointment of M/s Chandra Wadhwa & Co. (Firm Registration No. 000239), Cost Accountants, as the Cost Auditors of the Company to conduct the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ended March 31, 2017, at a remuneration of ₹ 4,00,000 /-(Rupees Four Lakhs Only), excluding applicable taxes, subject to ratification by shareholders at their meeting.

The Board further at its meeting held on May 24, 2017, and on the basis of the recommendation of the Audit Committee, had approved the re-appointment of M/s Chandra Wadhwa & Co., (Firm Registration No. 000239), Cost Accountants, as the Cost Auditors for the financial year ending March 31, 2018 on the same remuneration and other terms and conditions, subject to the confirmation, approval and ratification by shareholders at their meeting.

As per the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified / confirmed by the members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2017 as well as approval, confirmation and ratification for Financial Year ending March 31, 2018, by passing an Ordinary Resolutions as set out at Item No. 4 & 5 of the Notice.

Your Board recommends the Ordinary Resolutions as set out in Item No. 4 & 5 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

### **Item No. 6**

At the Twenty Sixth (26<sup>th</sup>) Annual General Meeting of the Company held on September 29, 2014, Members of the Company had approved appointment of Mr. Bhagwan Das Narang (DIN - 00826573), as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from the Twenty Sixth Annual General Meeting of the Company. As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director is eligible for re-appointment for a second term of up to 5 years upon passing of a Special resolution by the Shareholders of the Company.

As the current term of appointment of Mr. Narang is expiring at the ensuing Annual General Meeting of the Company, your Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board and after reviewing declaration of independence received from Mr. Narang, recommends re-appointment of Mr. Narang as an Independent Director for a second term of Five (5) years commencing from the date of this Twenty Ninth Annual General Meeting upto the Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2022. Appropriate notice has been received from a Member proposing re-appointment of Mr. Bhagwan Das Narang as Independent Director of the Company and requisite consent has been received from the said Director pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mr. Bhagwan Das Narang who is proposed to be appointed for the second term as an Independent Director of the Company, fulfils the conditions specified under Section 149(6), Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management. Brief Profile and other details of Mr. Bhagwan Das Narang forms part of the Corporate Governance Report.

Your Board recommends the Special resolution as set out in Item No. 6 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Bhagwan Das Narang (whose appointment is proposed in the resolution) are in any way concerned or interested in the resolution.

### **Item No. 7**

At the Twenty Sixth (26<sup>th</sup>) Annual General Meeting of the Company held on September 29, 2014, Members of the Company had approved appointment of Mr. Arun Duggal (DIN - 00024262), as Independent Director of the Company,

not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from the Twenty Sixth Annual General Meeting of the Company. As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director is eligible for re-appointment for a second term of up to 5 years upon passing of a Special resolution by the Shareholders of the Company.

As the current term of appointment of Mr. Duggal is expiring at the ensuing Annual General Meeting of the Company, your Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board and after reviewing declaration of independence received from Mr. Duggal, recommends re-appointment of Mr. Duggal as an Independent Director for a second term of Five (5) years commencing from the date of this Twenty Ninth Annual General Meeting upto the Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2022. Appropriate notice has been received from a Member proposing re-appointment of Mr. Arun Duggal as Independent Director of the Company and requisite consent has been received from the said Director pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mr. Arun Duggal who is proposed to be appointed for the second term as an Independent Director of the Company, fulfils the conditions specified under Section 149(6), Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management. Brief Profile and other details of Mr. Arun Duggal forms part of the Corporate Governance Report.

Your Board recommends the Special resolution as set out in Item No. 7 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Arun Duggal (whose appointment is proposed in the resolution) are in any way concerned or interested in the resolution.

#### **Item No. 8**

Pursuant to the applicable provisions of Section 94 of the Companies Act, 2013 ('the Act'), statutory records and registers such as the Register of Members, Index of Members etc., as prescribed under Section 88 of the Act and copies of the Annual Returns filed by the Company pursuant to Section 92 of the Act are required to be maintained at the registered office of the Company. However, with the approval of members of the Company by a Special Resolution passed at a general meeting of the Company, these records and registers can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside.

Link Intime India Private, the Registrar and Transfer Agent of the Company, is charged with the duty *inter alia* of maintaining and updating the Register and Index of Members and Share Transfer Register and other particulars, including Annual Returns and annexure thereto. In terms of the applicable provisions, these registers are required to be maintained at the Registered office of the Company or at such place as may be approved by the Shareholders. It shall be administratively convenient for all stakeholders, if these records and registers are located at their office at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, rather than at the Registered office of the Company at Mumbai. Further, in compliance with the provisions of Section 94 of the Act, since more than one tenth of the total number of members of the Company reside in Mumbai, the records and registers as described above can be kept at the office of the Company's Registrar and Transfer Agent at Mumbai

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of Company's Registrar and Transfer Agent.

Your Board recommends the Special resolution as set out in Item no. 8 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

By order of the Board

Place: Noida  
Date: August 17, 2017

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

#### **Registered Office:**

18<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel, Mumbai – 400 013  
CIN: L51909MH1988PLC287553  
E-mail: investor@dishtv.in  
Web: www.dishtv.in



## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 29<sup>th</sup> (Twenty Ninth) Annual Report covering the business and operations of the Company and the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2017.

### FINANCIAL RESULTS

The Financial Performance of your Company for the Financial Year ended March 31, 2017 is summarized below:

(₹ In Lakhs)

| Particulars  | Standalone – Year Ended      |                              | Consolidated – Year Ended    |                              |
|--|------------------------------|------------------------------|------------------------------|------------------------------|
|  | Year ended<br>March 31, 2017 | Year ended<br>March 31, 2016 | Year ended<br>March 31, 2017 | Year ended<br>March 31, 2016 |
| Sales & Services                                       | 1,94,539                     | 2,22,755                     | 3,01,439                     | 3,05,994                     |
| Other Income   | 4,388                        | 7,847                        | 4,751                        | 6,404                        |
| <b>Total Income</b>                                    | <b>1,98,927</b>              | <b>2,30,602</b>              | <b>3,06,190</b>              | <b>3,12,398</b>              |
| Total Expenses   | 1,74,308                     | 1,92,890                     | 2,92,850                     | 2,83,446                     |
| Profit/(Loss) before Tax & Prior Period Item           | 24,619                       | 37,712                       | 13,340                       | 28,952                       |
| Prior Period Item                                      | -                            | -                            | -                            | -                            |
| <b>Profit/(Loss) before Tax</b>                        | <b>24,619</b>                | <b>37,712</b>                | <b>13,340</b>                | <b>28,952</b>                |
| Profit from continuing operations before tax           | 24,619                       | 37,712                       | 13,340                       | 28,952                       |
| Profit/(loss) from discontinuing operations before tax | -                            | -                            | -                            | -                            |
| - Current tax  | 8,789                        | 260                          | 10,349                       | 3,310                        |
| - Deferred tax credit                                  | (179)                        | (4,540)                      | (7,403)                      | (43,600)                     |
| - Income tax –prior years                              | (260)                        | -                            | (534)                        | -                            |
| Profit from continuing operations after tax            | 16,269                       | 41,992                       | 10,928                       | 69,242                       |
| Profit/(loss) from discontinuing operations after tax  | -                            | -                            | -                            | -                            |
| <b>Profit/(Loss) after Tax</b>                         | <b>16,269</b>                | <b>41,992</b>                | <b>10,928</b>                | <b>69,242</b>                |
| Profit/(Loss) for the Year                             | 16,269                       | 41,992                       | 10,928                       | 69,242                       |
| Add: Balance brought forward                           | (1,55,870)                   | (1,97,862)                   | (1,28,777)                   | (1,98,019)                   |
| Adjustment for depreciation                            | -                            | -                            | -                            | -                            |
| Amount available for appropriations                    | (1,39,601)                   | (1,55,870)                   | (1,17,850)                   | (1,28,777)                   |
| Balance Carried Forward                                | (1,39,601)                   | (1,55,870)                   | (1,17,850)                   | (1,28,777)                   |

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report, which affect the financial position of the Company other than the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench approving the proposal of the Company for "Capital Reduction by way of reduction of the Securities Premium Account by writing off the deficit in the Statement of Profit & Loss Account of the Company". The same has been dealt in this report.

### DIVIDEND

The Board takes the pleasure to report that your Company continues to be in profits in the financial year under review. With sustained focus on the business, your Company has reported a profit of ₹ 16,269 lacs during the financial year under review. Pursuant to Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend), Rules, 2014, a Company is required to set off

accumulated losses of previous years / depreciation not provided in previous years against profits of the current year before declaration of any dividend. Since there is an accumulated debit balance of ₹ 139,601 lacs in the profit and loss account of the Company hence no dividend is recommended for the year under review.

The Board of your Company has approved the Dividend Distribution Policy of the Company in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as applicable to the top 500 Listed Companies. The said Policy of the Company sets out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retained profits earned by the Company. The policy is available on the website of the Company viz. [www.dishtv.in](http://www.dishtv.in)

## BUSINESS OVERVIEW

According to the Economic Survey, the entertainment industry has been one of the fastest growing segments of the economy in the last two decades. It is projected to reach ₹ 1,964 billion by 2019. Your company with its pioneering spirit continues to ride this wave and move from strength to strength.

In the year under review, your Company continued to make substantial profits to the tune of ₹ 16,269 lacs. This was achieved with a sustained focus on the customer and working towards their needs and requirements. Introducing innovative packaging and making Hi-Definition (HD) more affordable were the key initiatives which ensured growth in gross subscribers.

With growing disposable income, growth and improvements in technology, our customers' viewing devices also keep on improving and hence, their needs and expectations continue to evolve. At the other end of the spectrum, new customers are coming in with the digitization drive. Our ability to enhance content quality together with affordability, makes us the prime choice for customers across the country.

Dish TV strives to enhance viewing experience of a diverse audience and will continue to evolve with time and technology. This will also help us overcome the multiple challenges bound to come our way.

We will continue to empower our customers and transform their entertainment needs with the power of digitization, offering more channels, On Demand Services and Interactive Television Services. In addition,

we ensure high quality of the received signal and uses a secure digital distribution system. Consumers can experience new improved services with enhanced quality.

Entertainment has emerged as one of the key human requirement and that has made the market more lucrative than ever. It has also made it more competitive than ever before. Bigger, stronger players will have a greater role to play in this market.

Dish TV will continue to offer a wide array of multi-brand and multi product portfolio to suit the needs of different consumer segments. Competitiveness on the fronts of technology, content and price will be the key drivers of the brand's affinity with its consumers. This three pronged focus will enable the company to expand its overall base and move existing customers up the value chain, enhancing ARPU. The introduction of a completely new & advanced interface will enhance the experience of subscribers manifold.

Dish TV has always endeavored to make entertainment accessible in the most convenient ways to the consumers. Recent technological advances are making it possible for entertainment to be available anytime anywhere. Your Company has tapped onto that trend with DishOnline. Going forward Dish TV will continue to strengthen its presence in this segment and meeting the requirements of its customers in this segment.

This year will be about giving more power in the hands of the customer. Greater value will be provided with the introduction of benefits on long term recharges. This would be a win-win situation for both subscriber and Company with the former saving money and the latter improving retention. Enhancing freedom by introducing flexibility has been given in the form of selecting individual channels to customize base packs. Finding means for maximizing value for the customer will always be the never ending quest which drives each and every employee of the company.

## SUBSIDIARIES AND ASSOCIATE OPERATIONS

### Subsidiary in Sri Lanka:

Your Company, upon the approval of Board of Directors, incorporated a Joint Venture ('JV') Company with Satnet (Private) Limited, a Company incorporated under the Laws of Sri Lanka, in the name and style of 'Dish T V Lanka (Private) Limited' for providing Direct to Home Services in Sri Lanka, on April 25, 2012 with a paid up share capital of 1 million Sri Lankan Rupees. Your Company holds 70% of the paid-up share capital and

Satnet (Private) Limited holds 30% of the paid-up share capital in Dish T V Lanka (Private) Limited. Dish T V Lanka (Private) Limited has commenced the operations under the requisite licenses and permissions obtained from regulatory authorities. The Company has also been registered as a Board of Investment ('BOI') approved Company in Sri Lanka. The registration with BOI grants various benefits to the Company including duty free imports of the equipment and set top box for one year, tax holiday of 7 years etc.

#### **Subsidiary in India:**

Your Company, upon the approval of Board of Directors and the Members of the Company, acquired the entire share capital of Xingmedia Distribution Private Limited ('Xingmedia') on March 24, 2014. Upon requisite approvals, the name of Xingmedia has been changed to 'Dish Infra Services Private Limited' ('Dish Infra'). Post approval of Members of the Company by way of Special Resolution passed by Postal Ballot, the non-core business of the Company (undertaking pertaining to the provision of infra support services to the subscribers for facilitating the DTH services including the instruments which are required for receiving DTH signals such as set top boxes (STB), dish antenna, Low Noise Boxes (LNB) and other customer related services including call centre services and repairs) has been transferred to Dish Infra with effect from April 1, 2015.

Upon nomination by the Company, one Independent Director of the Board has been appointed as an Independent Director on the Board of Dish Infra (Company's material non-listed Indian Subsidiary) in compliance with the provisions of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Associate Company in India:**

Your Company, upon the approval of Board of Directors incorporated an Associate Company in the name and style of 'C&S Medianet Private Limited' on May 5, 2016. C&S Medianet Private Limited's initial paid up capital is ₹ 100,000. Your Company holds 48% of the initial capital and Siti Cable Network Limited also hold 48% of the initial capital. The said Company shall act as a negotiating agency for Content / Advertisement Sales / Carriage etc. for the television channel distribution industry (DTH and Cable). The said Company is yet to commence its operations.

Apart from the above, no other Subsidiary / Joint-venture / Associate was formed or divested during the financial year 2016-17.

#### **Audited Accounts of Subsidiary Companies:**

Your Company has prepared the Audited Consolidated Financial Statements in accordance with Section 129(3) of the Companies Act, 2013 read with applicable Accounting Standards and Listing Regulations, 2015. The statement pursuant to Section 129(3) of Companies Act, 2013 and Rule 5 of Companies (Accounts) Rules, 2014 highlighting the summary of the financial performance of the subsidiaries is annexed to this Report.

As required under the Accounting Standard 21 - 'Consolidated Financial Statements', issued by the Institute of Chartered Accountants of India ('ICAI') and applicable provisions of the Listing Regulations, the Audited Consolidated Financial Statements of the Company reflecting the Consolidation of the Accounts of its subsidiaries are included in this Annual Report. Further, a statement containing the salient features of the financial statements of the subsidiaries and associate in the prescribed format AOC -1 is appended to this report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of subsidiaries are available on the website of the Company viz. [www.dishtv.in](http://www.dishtv.in). These documents will also be available for inspection during business hours at the Registered Office of the Company.

Your Company has a policy for determining Material Subsidiaries. The Policy is disclosed on the Company's website viz. [www.dishtv.in](http://www.dishtv.in) and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

#### **LISTING**

Your Company's fully paid up equity shares continue to be listed and traded on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). Both these Stock Exchanges have nation-wide trading terminals and hence facilitates the shareholders/investors of the Company in trading the shares. The Company has paid the annual listing fee for the Financial Year 2017-18 to the said Stock Exchanges.

The Company has also paid the annual maintenance fee to the Luxembourg Stock Exchange in respect of its Global Depository Receipts ('GDR') for the year 2017.

## DEPOSITORIES

Your Company has arrangements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), the Depositories, for facilitating the members to trade in the fully paid up equity shares of the Company in Dematerialized form. The Annual Custody fees for the Financial Year 2017-18 has been paid to both the Depositories.

## SHARE CAPITAL

During the year under review, your Company has allotted 1,04,070 fully paid equity shares, upon exercise of Stock Option by the eligible Employees of the Company, pursuant to the Employee Stock Option Scheme - 2007 ('ESOP - 2007') of the Company and these shares were duly admitted for trading on both the stock exchanges viz. NSE and BSE.

During the Financial Year 2008-09, your Company had come up with Right Issue of 518,149,592 equity shares of ₹ 1 each, issued at ₹ 22 per share (including premium of ₹ 21 per share), payable in three installments. Upon receipt of valid second call money from the concerned shareholders, during the year under review, the Company converted 121 equity shares from ₹ 0.75 each paid up to ₹ 1 each fully paid up.

Pursuant to the issue of further equity shares under ESOP scheme and subsequent to conversion of partly paid equity shares, the paid up capital of your Company during the year has increased from ₹ 1,06,58,51,431.75 [comprising of 1,06,58,30,337 fully paid up equity shares of ₹ 1 each, 15,383 equity shares of ₹ 1 each, paid up ₹ 0.75 per equity share & 19,115 equity shares of ₹ 1 each, paid up ₹ 0.50 per equity share] to ₹ 1,06,59,55,532 [comprising of 1,06,59,34,528 fully paid up equity shares of ₹ 1 each, 15,262 equity shares of ₹ 1 each, paid up ₹ 0.75 per equity share & 19,115 equity shares of ₹ 1 each, paid up ₹ 0.50 per equity share].

## EMPLOYEE STOCK OPTION SCHEME

In compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, your Board had authorized the Nomination and Remuneration Committee (formerly 'Remuneration Committee') to administer and implement the Company's Employees Stock Option Scheme (ESOP - 2007) including deciding and reviewing the eligibility criteria for grant and /or issuance of stock options under the Scheme. The ESOP Allotment Committee of the Board considers, reviews and allots equity shares to the eligible Employees

exercising the stock options under the Employee Stock Option Scheme (ESOP - 2007) of the Company.

During the period under review, the Nomination and Remuneration Committee (formerly 'Remuneration Committee') of the Board granted 8,03,800 stock options to the eligible Employees as per the ESOP - 2007 Scheme of the Company. The Company, during the year, allotted 1,04,070 fully paid equity shares, upon exercise of the stock options by eligible Employees under the ESOP - 2007.

Applicable disclosures relating to Employees Stock Options as at March 31, 2017, pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, are available on the website of the Company at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>. The ESOP-2007 Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014.

Statutory Auditors' certificate to the effect that the ESOP - 2007 Scheme of the Company has been implemented in accordance with the SEBI Guidelines and as per the resolution passed by the members of the Company, as prescribed under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, has been obtained and shall be available for inspection at the Annual General Meeting of the Company. Copy of the same shall also be available for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. up to the date of Annual General Meeting of the Company.

## RIGHT ISSUE OF SHARES & UTILISATION OF PROCEEDS THEREOF

Out of the total Right Issue size of ₹ 113,992.91 Lacs, the Company has received a sum of ₹ 113,988.63 Lacs towards the share application and call money(s) as at March 31, 2017.

The details of utilization of Rights Issue proceeds are placed before the Audit Committee and the Board on a quarterly basis. Further, the Company also provides the details of the utilization of Rights Issue proceeds to IDBI Bank Limited, the Monitoring Agency of the Company, on half yearly basis along with Auditors' Certificate on Utilization and furnishes the Monitoring Report to the Stock Exchanges.

The Board at its meeting held on May 28, 2009 approved to make changes in the manner of usage of right issue proceeds. The utilization of rights issue proceeds as on March 31, 2017, is as under:

| Particulars  | Amount<br>(₹ In Lakhs) |
|--|------------------------|
| Repayment of loans   | 28,421.44              |
| Repayment of loans received after launch of the Rights Issue | 24,300.00              |
| General Corporate Purpose                                    | 34,722.67              |
| Acquisition of Consumer Premises Equipment (CPE)             | 26,000.00              |
| Right Issue Expenses   | 544.52                 |
| <b>Total</b>   | <b>113,988.63</b>      |

The half yearly Monitoring Reports issued by IDBI Bank Limited, the Monitoring Agency of the Company, was recorded by the Audit Committee and the Board at their respective meetings and necessary compliance in this regard had been carried out.

#### GLOBAL DEPOSITORY RECEIPT

The Global Depository Receipt ('GDR') Offer of the Company for 117,035 GDRs at a price of US \$ 854.50 per GDR, each GDR representing 1,000 fully paid equity shares of the Company were fully subscribed by Apollo India Private Equity II (Mauritius) Limited. The underlying shares against each of the GDRs were issued in the name of the Depository - Deutsche Bank Trust Company Americas. As on March 31, 2017, NIL GDRs are outstanding, the underlying shares of which forms part of the existing paid up capital of the Company.

The manner of utilization of GDR proceeds as on March 31, 2017, is as under:

| Particulars  | Amount<br>(₹ In Lakhs) |
|--|------------------------|
| Acquisition of FA including CPE  | 7,669.88               |
| GDR Issue Expenses   | 344.63                 |
| Advance Against Share Application Money given to erstwhile Subsidiary            | 56.14                  |
| Repayment of Bank Loans  | 755.22                 |
| Operation Expenses including interest payment bank charges, exchange fluctuation | 51,541.39              |
| Less: Interest earned-realized   | (439.94)               |
| Balance with non-scheduled bank  | 270.76                 |
| <b>Total</b>   | <b>60,198.08</b>       |

#### REGISTERED OFFICE

During the year under review, the Board of Directors at their meeting held on August 12, 2016 approved shifting of the Registered Office of the Company to State of

Maharashtra, Mumbai for ease of administration and cost effectiveness. The shifting was further approved by the Shareholders of the Company on September 19, 2016 by passing Special Resolution through Postal Ballot. After obtaining the necessary permission / approval of change of Registered Office from concerned authority (ies), the Registered Office of the Company was shifted from the National Capital Territory of Delhi to the state of Maharashtra, Mumbai with effect from November 3, 2016. Accordingly, the Registered Office of the Company is presently situated at 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400013, Maharashtra.

#### CAPITAL REDUCTION - BY WAY OF REDUCTION OF SECURITIES PREMIUM ACCOUNT FOR WRITING OFF THE DEFICIT IN THE STATEMENT OF PROFIT & LOSS ACCOUNT

During the year under review, the Board of Directors of your Company had at its meeting held on May 23, 2016, approved the arrangement for reduction of the Securities Premium Account of the Company for writing off the deficit in the statement of Profit and Loss Account. The reduction in share capital (securities premium account) shall not prejudicially affect the Company or its Shareholders and would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments that may arise in the ordinary course of business.

Upon receipt of No objection(s) of the Stock Exchanges to the said reduction and approval of Shareholders of the Company by passing Special Resolution through Postal Ballot on September 19, 2016, the Company had filed necessary application and petition with Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) for approval of the said Capital Reduction proposal.

The Hon'ble NCLT, *vide* its Order dated June 28, 2017, has approved the said reduction of share capital of the Company by way of utilizing the amount standing to the credit of the Securities Premium Account for writing off deficit in the statement of Profit and Loss account of the Company. Accordingly, the entire Securities Premium account amounting to ₹ 15,43,39,65,550 (Rupees One Thousand Five Hundred Forty Three Crores Thirty Nine Lakhs Sixty Five Thousand Five Hundred and Fifty Only) as on March 31, 2016, shall stand reduced for writing off deficit in the statement of Profit and Loss Account of the Company. Post receipt of the said Order, necessary filings were made with the Stock Exchange(s) and Registrar of Companies.

## **SCHEME OF ARRANGEMENT FOR AMALGAMATION OF VIDEOCON D2H LIMITED INTO AND WITH DISH TV INDIA LIMITED**

On November 11, 2016, the Board of Directors of your Company and Videocon d2h Limited ('Vd2h') approved a scheme of arrangement ("Scheme") for the amalgamation of Vd2h into Dish TV India Limited and the execution of definitive agreements in relation to such amalgamation (the "Transaction"). The draft Scheme pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and/or applicable sections of the Companies Act, 2013, read with rules thereto has been made with a view to reduce operational costs, increase operational efficiencies and enable optimal utilization of various resources as a result of pooling of financial, managerial and technical resources, and technologies of both the Companies.

Following the completion of the amalgamation process, subject to necessary approvals, your Company will be renamed as Dish TV Videocon Limited ("Dish TV Videocon"). Upon the Scheme becoming effective, your Company shall issue fully paid equity shares as provided for in the Scheme.

Upon receipt of No-objection(s) of the Stock Exchanges to the Scheme and approval of the Equity Shareholders of the Company at their meeting held on May 12, 2017, necessary petition was filed before the Hon'ble National Company Law Tribunal (NCLT), Mumbai for sanction of the Scheme. The scheme has also received the approval of Competition Commission of India, New Delhi for the said combination as embodied in the Scheme of Arrangement.

Further, the Board of Directors of both the Companies, in order to provide greater flexibility to the Scheme, at its meeting held on May 24, 2017 approved the proposal to amend the scheme by amending the clause 5.8.5 of the scheme. Pursuant to the said amendment, the GDSs to be issued by the Company pursuant to the Amalgamation can be listed on "*Luxembourg Stock Exchange or London Stock Exchange or any Other Stock Exchange*". The said amendment was placed before the Hon'ble NCLT on June 7, 2017 for approval. During the hearing before the Tribunal, the said amendment was changed to "*Luxembourg Stock Exchange or London Stock Exchange*".

The Hon'ble NCLT *vide* its Order dated July 27, 2017 approved the aforesaid Scheme. The certified copy of the said order is awaited. The Appointed date for the Scheme has been fixed on October 1, 2017.

The Company has already made an application to the Ministry of Information and Broadcasting ('MIB') for granting necessary permissions. Upon receipt of the MIB approval, the order of the Hon'ble NCLT shall be filed with the Registrar of Companies, post which the Scheme shall be effective from October 1, 2017.

The transaction is expected to create a leading cable and satellite distribution platform in India. The amalgamated Company would serve approximately 28 million net subscribers in India, out of a total of 181 million TV households in India, with significant room for growth.

Post completion of the Transaction, the equity shares of the amalgamated Company shall continue to be listed on NSE and BSE in India. The existing Vd2h ADR holders will be entitled to receive their new shares in the form of the GDRs, unless they elect to receive and hold the new shares directly, as part of the scheme.

## **REGISTRAR & SHARE TRANSFER AGENT**

The Registrar & Share Transfer Agent ('RTA') of the Company was changed from Sharepro Services (India) Private Limited to Link Intime India Private Limited, with effect from July 1, 2016 pursuant to restraining order issued by SEBI against the erstwhile RTA. During the year under review, Link Intime India Private Limited, the present RTA of the Company shifted their registered office from C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078 to their own premises at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra.

Requisite proposal seeking shareholders' approval for maintaining Register & Index of Equity Shareholders, Register of Transfer and other Registers including Annual Return at the new office of the RTA forms part of Notice of ensuing Annual General Meeting.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis report as provided under Listing Regulations is separately attached hereto and forms an integral part of this Annual Report. The said report gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's business and other material developments during the financial year under review.

## **CORPORATE SOCIAL RESPONSIBILITY**

In compliance with requirements of Section 135 of the Companies Act, 2013, your Company has a duly



constituted Corporate Social Responsibility Committee (CSR Committee) comprising of five members including three Independent Directors.

Your Company has adopted a unified approach towards CSR at Group level, wherein CSR contributions of eligible group entities are pooled in, to fund high cost long-term projects that help build Human capital and create lasting impact on the society. The Committee has approved the CSR Policy with Education, Health Care, Women Empowerment and Sports as primary focus area. During the year under review, a Section 8 Company in the name of Dr. Subhash Chandra Foundation was established at Group level and the Company had contributed to the said foundation towards Group's Educational infrastructure development project at Hisar, Haryana.

A detailed report on Corporate Social Responsibility activities initiated by the Company during the year under review, in compliance with the requirements of Companies Act, 2013, is annexed to this report.

#### **POSTAL BALLOT**

During the year under review, your Company sought the approval of the Shareholders on the following matters, *vide* Postal Ballot Notice dated August 12, 2016:

- Special Resolution for Reduction of Capital (Securities Premium Account).
- Special Resolution for Shifting of Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra, Mumbai.

The said notice along with Postal Ballot Form and Business Reply Envelopes were duly sent to the Shareholders and your Company also offered E-Voting facility as an alternate option for voting by the Shareholders, which enabled them to cast their votes electronically, instead of Physical Postal Ballot Form. The result on the voting conducted through Postal Ballot process was declared on September 22, 2016.

The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, was adopted for conducting the Postal Ballot.

Further, details related to the Postal Ballot procedure adopted, voting pattern and result thereof have been provided under the General Meeting Section of 'Report on Corporate Governance'.

#### **CORPORATE GOVERNANCE AND POLICIES**

'Corporate Governance' is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation in order to achieve the objectives of the organization transparently. This is ensured by taking ethical business decisions and conducting business with a commitment to values, while meeting shareholder's expectations.

Your Company believes that maintaining the highest standards of Corporate Governance is imperative in its pursuit of leadership in the Direct to Home ('DTH') business. The Company continues to focus its resources, strengths and strategies to achieve its vision of continuing to be the leader in DTH Industry.

Your Company considers it an inherent responsibility to disclose timely and accurate information and also places high emphasis on best business practices and standards of governance besides strictly complying with the requirements applicable as per Listing Regulations and Companies Act, 2013.

In terms of Schedule V of Listing Regulations, a detailed report on Corporate Governance along with Compliance Certificate issued by the Statutory Auditors of the Company is attached and forms an integral part of this Annual Report. Management Discussion and Analysis Report and Business Responsibility Report as per Listing Regulations are presented in separate sections forming part of the Annual Report. The said Reports will also be available on the Company's website [www.dishtv.in](http://www.dishtv.in) in as part of the Annual Report.

Your Company is committed to benchmarking itself with global standards of Corporate Governance. It has put in place an effective Corporate Governance system which ensures that provisions of the Companies Act and Listing Regulations are duly complied with, not only in form but also in substance.

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board has approved various Policies including Code of Conduct for Directors & Senior Management, Material Subsidiary Policy, Insider Trading Code, Document Preservation Policy, Material Event Determination and Disclosure Policy, Fair Disclosure Policy, Corporate Social Responsibility Policy, Whistle Blower and Vigil Mechanism Policy, Related Party Transaction Policy, Dividend Distribution Policy and Remuneration Policy. All these policies and codes have been uploaded on Company's website viz. [www.dishtv.in](http://www.dishtv.in) and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

Additionally, Directors Familiarisation Programme and Terms and Conditions for appointment of Independent Directors can be viewed on Company's website viz. [www.dishtv.in](http://www.dishtv.in).

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of your Board had fixed the criteria for nominating a person on the Board which *inter alia* include desired size and composition of the Board, age limits, qualification / experience, areas of expertise and independence of individual.

The Audit Committee of the Board has been vested with powers and functions relating to Risk Management which *inter alia* includes (a) review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company are designed to identify and mitigate potential risk; (b) laying down procedures relating to Risk assessment and minimization; and (c) formulation, implementation and monitoring of the risk management plan.

## **DIRECTORS & KEY MANAGERIAL PERSONNEL**

### **Directors**

As on March 31, 2017, your Board comprised of 6 Directors including 4 Independent Directors.

During the year under review, Mr. Eric Louis Zinterhofer, an Independent Director, tendered his resignation from the Board of the Company on account of him being resident of USA and not being able to attend the Board Meetings of the Company held in India. Mr. Zinterhofer resigned from the Board of the Company from the close of business hours of March 24, 2017. Your Board placed on record its appreciation for the contributions made by him during his tenure.

Pursuant to the Members' approval at the 26<sup>th</sup> Annual General Meeting held on September 29, 2014, Mr. Bhagwan Das Narang and Mr. Arun Duggal were appointed as Independent Directors of the Company for a term of 3 (three) consecutive years from the date of the 26<sup>th</sup> Annual General Meeting upto the 29<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2017. Special Resolution seeking members' approval for appointing them as Independent Directors for the second term of 5 years from expiry of their current term forms part of the Notice of the ensuing Annual General Meeting. Your Company has received a notice in writing along with requisite deposit pursuant to Section 160 of Companies Act, 2013, proposing re-

appointment of Mr. Bhagwan Das Narang and Mr. Arun Duggal for second term and based on performance evaluation and contributions made by them, your Board recommends their appointment for the second term of 5 years from the date of the 29<sup>th</sup> Annual General Meeting upto the date of the 34<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022.

Mr. Ashok Kurien, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible has offered himself for re-appointment. Your Board recommends his re-appointment.

Further, Mr. Lakshmi Chand, an Independent Director on the Board of the Company tendered his resignation with effect from August 17, 2017, on account of his other engagements and pre-occupations. Your Board took note of the said resignation at its meeting held on August 17, 2017 and placed on record its appreciation for the contributions made by him during his tenure.

During the year under review, there was no change in the Key Managerial personnel of the Company. However, Mr. Arun Kumar Kapoor, Chief Executive Officer, tendered his resignation from the close of working hours of May 15, 2017. Your Board placed on record its appreciation for the contributions made by him during his tenure. Based on the recommendation of Nomination and Remuneration Committee your Board appointed Mr. Anil Kumar Dua as the Group Chief Executive Officer of the Company in place of Mr. Kapoor with effect from May 17, 2017.

In compliance with the requirements of Section 203 of the Companies Act, 2013, as on the date of this report, Mr. Jawahar Lal Goel, Managing Director and Chairman, Mr. Anil Kumar Dua, Chief Executive Officer, Mr. Rajeev Kumar Dalmia, Chief Financial Officer and Mr. Ranjit Singh, Company Secretary of the Company are Key Managerial Personnel of the Company.

### **Chairman**

Mr. Jawahar Lal Goel, continues to be the Chairman and Managing Director of the Company. During the tenure of Mr. Goel as Managing Director, the Company has continuously maintained strong growth in terms of revenue as well as continued its stronghold on the Direct To Home (DTH) market share. The Company has made considerable progress in all the spheres and has achieved tremendous growth and acquired goodwill and reputation in the business. Mr. Goel has spearheaded the organization with strong zeal and commitment despite strong competitive intensity, rise of digital cable network, regulatory challenges and technological upheavals.

Mr. Goel has led your Company in a highly competitive and volatile market to not just consolidate its market leadership but also in shaping the future of your Company into a modern, technology & innovation-driven organisation.

### **Board Diversity**

As on March 31, 2017, your Board comprises of 6 Directors including 4 Independent Directors (inclusive of 1 women Director). The Company recognizes and embraces the importance of a diverse Board in its success. The Board has also adopted the Board Diversity Policy.

### **Board Meetings**

The Board met seven times during the Financial Year, the details of which are given in the Corporate Governance Report which forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Listing Regulations.

### **Declaration by Independent Directors**

Independent Directors of the Company provide declarations, both at the time of appointment and annually, confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and the Listing Regulations. Your Company has received the said declarations from all the Independent Directors. In the opinion of the Board, Independent Directors fulfil the conditions specified in the Act, Rules made thereunder and Listing Regulations and are independent of the management.

### **Board Evaluation**

A formal evaluation of the performance of the Board, it's Committees, the Chairman and the individual Directors was carried out for the Financial Year 2016-17.

The Independent Directors of your Company, in a separate meeting held without presence of other Directors and management, evaluated the performance of the Chairman & Managing Director and other Non-Independent Directors along with performance of the Board/Board Committees based on various criteria recommended by Nomination & Remuneration Committee and 'Guidance Note on Board Evaluation' dated January 5, 2017 issued by SEBI. A report on such evaluation done by the Independent Directors was taken on record by the Board and further your Board, in compliance with requirements of Companies Act, 2013, evaluated performance of all Independent Directors based on various parameters including attendance, contribution etc.

### **Policy on Directors' appointment and remuneration**

In compliance with the requirements of Section 178 of the Companies Act, 2013, the 'Nomination & Remuneration Committee' (NRC Committee) of your Board had fixed the criteria for nominating a person on the Board which *inter alia* include desired size and composition of the Board, age limit, qualification / experience, areas of expertise and independence of individual. The Committee had also approved in-principle that the initial term of an Independent Director shall not exceed 3 years. Your Company has also adopted a Nomination, Appointment, Remuneration and Training Policy, salient features whereof is annexed to this report.

Further, pursuant to provisions of the Act, the NRC Committee of your Board has formulated the Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Management Personnel, Senior Management and other Employees of your Company. The NRC Committee has also developed the criteria for determining the qualifications, positive attributes and independence of Directors and for making payments to Executive Directors of the Company.

The NRC Committee takes into consideration the best remuneration practices in the industry while fixing appropriate remuneration packages and for administering the long-term incentive plans, such as ESOPs. Further, the compensation package of the Directors, Key Management Personnel, Senior Management and other employees are designed based on the set of principles enumerated in the said policy. Your Directors affirm that the remuneration paid to the Directors, Key Management Personnel, Senior Management and other employees is as per the Remuneration Policy of your Company.

The Remuneration details of the Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary, along with details of ratio of remuneration of each Director to the median remuneration of employees of the Company for the FY under review are provided as Annexure to this Report.

### **Familiarisation Programme for Independent Directors**

During the year under review, to familiarize the Directors with strategy, operations and functions of the Company, the senior managerial personnel made presentations about Company's strategy, operations, product offering, market, technology, facilities and risk management. The Directors were also provided with relevant

documents, reports and internal policies to enable them to familiarise with your Company's procedures and practices, from time to time, besides regular briefing by the members of the senior leadership team.

Also the Board including all Independent Directors were given a detailed presentation on March 24, 2017 by J. Sagar Associates on various aspects of Companies Act, 2013, Listing Regulations including Roles and Duties of Directors, Procedural Aspects & provisions relating to merger, Insider Trading Regulations etc.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining their duties and responsibilities as a Director.

Detail of familiarisation program organized for Independent Directors during FY under review form part of Corporate Governance Report annexed hereto and are also posted on the Company's website viz. [www.dishtv.in](http://www.dishtv.in) and can be viewed on the following link: <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

### **Committees of the Board**

In compliance with the requirements of Companies Act, 2013 and Listing Regulations your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. As on March 31, 2017, the Audit Committee of the Board consisted of Mr. B D Narang, an Independent Director as the Chairman of the Committee and Mr. Arun Duggal and Mr. Lakshmi Chand, both Independent Directors as its members.

Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. [www.dishtv.in](http://www.dishtv.in). Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report.

### **Vigil Mechanism**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated Vigil Mechanism/Whistle Blower Policy which provides a robust framework for dealing with genuine concerns & grievances. The Policy provides opportunity to Directors/ Employees/Stakeholders of the Company to report

concerns about unethical behavior, actual or suspected fraud of any Director and/or Employee of the Company or any violation of the Code of Conduct. Further during the year under review, no case was reported under the Vigil Mechanism. During Financial Year 2016-17, no individual was denied access to the Audit Committee for reporting concerns, if any.

### **AUDITORS**

#### **Statutory Auditors**

At the 26<sup>th</sup> Annual General Meeting of the Company held on September 29, 2014, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Gurgaon, having Registration No 001076N/N-500013 were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 29<sup>th</sup> Annual General Meeting. In terms of Section 139 of the Companies Act, 2013 and the rules made thereunder re-appointment of the Statutory Auditors for the second term would require approval of the Shareholders at their meeting. The Board, on recommendation of the Audit Committee, has proposed to the members, the re-appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, New Delhi, (Firm Registration No. 001076N/N-500013) as Statutory Auditors of the Company, for second term for a period of Five (5) consecutive years to hold office from the date of 29<sup>th</sup> Annual General Meeting until the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022 and also to fix their remuneration.

In this regard, the Company has received necessary consent and certificate from M/s Walker Chandiok & Co LLP, Chartered Accountants, New Delhi, to the effect that their re-appointment, if made will be in accordance with Section 141 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014.

Your Board is of the opinion that continuation of M/s Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory Auditors will be in the best interests of the Company and therefore Members are requested to consider the their re-appointment as Statutory Auditors of the Company.

#### **Secretarial Auditor**

During the year, the Board re-appointed Mr. Jayant Gupta, Practicing Company Secretary, proprietor of M/s Jayant Gupta & Associates, Company Secretaries as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the financial year 2016-17. The Secretarial Audit was carried out in compliance

with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The reports of Statutory Auditor and Secretarial Auditor forming part of this Annual report do not contain any qualification, reservation or adverse remarks. During the year the Statutory Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under the applicable provisions of the Act.

#### **Cost Auditor**

In compliance with the requirements of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, M/s Chandra Wadhwa & Co., (Firm Registration No. 000239), Cost Accountants, were engaged to carry out Audit of Cost Records of the Company for the Financial Year 2016-17. The Board of your Company on the basis of the recommendation of the Audit Committee, had approved the re-appointment of M/s Chandra Wadhwa & Co., (Firm Registration No. 000239), Cost Accountants, as the Cost Auditors for the financial year ending March 31, 2018 on the same terms and conditions including remuneration.

Requisite proposal seeking ratification of remuneration payable to the Cost Auditor for the Financial Year 2016-17 as well as for the Financial Year 2017-18 by the Members as per Rule 14 of Companies (Audit and Auditors) Rules, 2014, forms part of the Notice of ensuing Annual General Meeting.

#### **Reporting of frauds by Auditors**

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this report.

#### **DISCLOSURES:**

- i. **Particulars of Loans, guarantees and investments:** Particulars of Loans, guarantees and investments made by the Company required under Section 186(4) of the Companies Act, 2013 and the Listing Regulations are contained in Note no. 49 to the Standalone Financial Statement.
- ii. **Borrowings and Debt Servicing:** During the year under review, your Company has not accepted any Loans.

- iii. **Transactions with Related Parties:** All related party transactions are placed before the Audit Committee for its approval and statement of all related party transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions along with arms-length justification. All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. During the year under review, there have been no materially significant related party transactions as defined under Section 188 of the Act and Regulations 23 the Listing Regulations and accordingly no transactions are required to be reported in Form AOC-2 as per Section 188 of the Companies Act, 2013.

- iv. **Internal Financial Controls and their adequacy:** Your Company has a robust and well embedded system of internal controls. This ensures that all assets are safeguarded and protected against loss from unauthorised use or disposition and all financial transactions are authorised, recorded and reported correctly. Your Company has approved internal financial controls and policies / procedures to be adopted by the Company for orderly and efficient conduct of the business including safeguarding of assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

- v. **Deposits:** Your Company has not accepted any public deposit under Chapter V of the Companies Act, 2013.

- vi. **Transfer to General Reserve:** During the Financial Year under review, no amount has been transferred to the General Reserve of the Company

- vii. **Extract of Annual Return:** The extract of Annual return in form MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 is annexed to this report.

- viii. **Sexual Harassment:** The Company has zero tolerance for Sexual Harassment at workplace and has adopted a Policy on prevention of Sexual Harassment in line with the provisions of 'The Sexual Harassment of Women at Workplace (Prevention,



Prohibition and Redressal Act, 2013' and the Rules made thereunder. There was no complaint on sexual harassment during the year under review.

- ix. **Regulatory Orders:** No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

Your Company is in the business of providing Direct-to-Home ('DTH') services. Since the said activity does not involve any manufacturing activity, most of the Information required to be provided under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are not applicable.

However the information, as applicable, are given hereunder:

##### **Conservation of Energy:**

Your Company, being a service provider, requires minimal energy consumption and every endeavor is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.

##### **Technology Absorption:**

In its endeavor to deliver the best to its viewers and business partners, your Company is constantly active in harnessing and tapping the latest and best technology in the industry.

##### **Foreign Exchange Earnings and Outgo:**

Particulars of foreign currency earnings and outgo during the year are given in Note no. 27, 28 and 29 to the notes to the Accounts forming part of the Annual Accounts.

#### **HUMAN RESOURCE MANAGEMENT**

Your Company has been successful in attracting best of the talent from industry and academic institutions and has been effectively retaining them. The talent base of your Company has steadily increased and your Company has created a favorable work environment following the SAMWAD philosophy which encourages innovation, meritocracy and team collaboration. The Company is committed to nurturing, enhancing and retaining talent through superior Learning & Organization Development interventions. During the year, various programmes were initiated to upgrade the skill of the human resource of the Company. Your company also initiated

interventions to align employees to company's stated vision and core values.

Your Company believes that committed employees are vital for the sustained growth of the Company. The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Your Company has established policies and procedures to discover and use the employees' capabilities and potential to increase their commitment and contribution to the overall organization.

The Company has a robust appraisal system based on MBO (Management by Objectives) philosophy with specified SLAs for each KRA. KRAs are set and appraisals are done following a top down approach and open performance discussions. We encourage meritocracy and reward excellence in performance. The employees display highest level of business integrity and ethics in their business conduct.

Your Directors place on record their appreciation for the significant contribution made by all employees, who through their competence, dedication, hard work, co-operation and support have enabled the Company to cross milestones on a continual basis.

#### **PARTICULARS OF EMPLOYEES**

As on March 31, 2017, the total numbers of permanent employees on the records of the Company were 394. The information required under Section 197 of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, along with statement showing names and other particulars of the employees drawing remuneration in excess of the limits prescribed under the said rules is annexed to this report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of and pursuant to Section 134 of the Companies Act, 2013, in relation to the Annual Financial Statements for the Financial Year 2016-17, your Directors state and confirm that:

- The Financial Statements of the Company - comprising of the Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis following applicable accounting standards and that no material departures have been made from the same;
- Accounting policies selected were applied consistently and the judgments and estimates



related to the financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017, and, of the profit of the Company for the year ended on that date;

- c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act, to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) Requisite internal financial controls were laid down and that such financial controls are adequate and operating effectively; and
- e) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

#### **RISK MANAGEMENT SYSTEM & INTERNAL CONTROL SYSTEMS**

Your Company follows a comprehensive system of Risk Management. It has adopted a policy and procedure for rapid identification, definition of risk mitigation plans and execution. Actions include adjustments in prices, dispatch plan, inventory build-up, and active participation in regulatory mechanisms. Many of these risks can be foreseen through systematic tracking. Major risks can be categorised across following:

1. Changes in regulations
2. Market contraction due to macro-economic factors
3. Socio-economic-political disruptions

Your Company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened with standard operating procedures and which ensures that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized and recorded. The Company has laid down procedures to inform audit committee and board about the risk assessment and mitigation procedures, to ensure that the management controls risk through means of a properly defined framework. The internal control systems of your Company ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

Your Company has in place adequate internal financial controls with reference to financial statements. Based on internal financial control framework and compliance systems established in the Company, the work performed by statutory, internal and secretarial auditors and reviews performed by the management and/or relevant Audit and other Committees of the Board, your Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17. During the year, no reportable material weakness in the design or operation was observed.

Properly documented policies, guidelines and procedures are laid down for this purpose. The internal control system has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets.

The Company also has an Audit Committee, presently comprising of 3 (three) Non-Executive professionally qualified Directors, who interact with the Statutory Auditors, Internal Auditors and Auditees in dealing with matters within its terms of reference. The Committee *inter alia* deals with accounting matters, financial reporting and internal controls which also periodically reviews the Risk Management Process.

#### **INSIDER TRADING CODE**

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the PIT Regulations') on prevention of insider trading, your Company had instituted a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines, which advise Insiders on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances.

Your Company has further put in place a Code of practices and procedures of fair disclosures of unpublished price sensitive information. Both the aforesaid Codes are in line with the PIT Regulations.

#### **BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Report ('BRR') has been prepared and forms part of the Annual Report as Annexure. The Report provides an overview of initiatives taken by your Company.

## RATINGS

ICRA Limited, a Credit rating agency, has during the year under review assigned ICRA A+ (ICRA A plus) rating to Dish Infra Services Private Limited (Company's wholly owned subsidiary) for the Long Term Loans and ICRA A+ / ICRA A1 for long-term/ short-term interchangeable facilities. Instruments with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lower credit risk.

CARE (Credit Analysis and Research Limited), a Credit rating agency has assigned the rating of CARE A+ (SO) to Dish Infra Services Private Limited (Company's wholly owned subsidiary) for its Non-Convertible Debenture and CARE A+ (SO)/CARE A1+ (SO) for Bank Facilities. Instruments with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lower credit risk.

CRISIL Limited, a credit rating agency, has during the year assigned CRISIL A- (CRISIL A minus rating with Positive implications) to Dish Infra Services Private Limited (Company's wholly owned subsidiary) for the Long term Facilities/Non-Convertible Debentures. Instrument with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instrument carry low credit risk.

## INDUSTRIAL OPERATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across the organization.

## CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations and actual results might differ.

## ACKNOWLEDGEMENT

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation of the contribution made by employees of the Company and its subsidiaries at all levels that has contributed to your Company's success. Your Directors acknowledge with sincere gratitude the co-operation and support extended by the Central and State Governments, the Ministry of Information and Broadcasting ('MIB'), the Department of Telecommunication ('DOT'), Ministry of Finance, the Telecom Regulatory Authority of India ('TRAI'), the Stock Exchanges and other stakeholders including employees, subscribers, vendors, bankers, investors, service providers as well as other regulatory and government authorities.

Your Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued stakeholders.

For and on behalf of the Board

**Jawahar Lal Goel**

Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**

Independent Director  
DIN: 00826573

Place: Noida

Date: August 17, 2017

## ANNEXURE TO DIRECTORS' REPORT

### Statement containing salient features of the Financial statement of Subsidiaries or Associate Companies or Joint Ventures as on March 31, 2017 in Form AOC – I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Part A: Subsidiaries

(₹ in Lakhs)

| Name of the subsidiary  | Dish Infra Services Private Limited<br>(formerly known as Xingmedia<br>Distribution Private Limited) | Dish T V Lanka<br>(Private) Limited*                    |
|---|--|---|
| Date since when subsidiary was<br>acquired  | March 24, 2014   | April 25, 2012  |
| Reporting period for the subsidiary/JV<br>concerned, if different from the holding<br>company's reporting period. | March 31, 2017   | March 31, 2017  |
| Reporting currency and Exchange<br>rate as on March 31, 2017, in case of<br>Foreign Subsidiaries                  | INR  | Sri Lankan Rupees(LKR)<br>1 Sri Lankan Rupee= ₹ 0.42113 |
| Share capital   | 11,801   | 4   |
| Reserves & surplus  | 28,554   | (6,487)   |
| Total Assets  | 318,196  | 4,795   |
| Total Liabilities   | 318,196  | 4,795   |
| Investments   | 1,441  | NIL   |
| Turnover  | 113,388  | 960   |
| Profit before taxation  | (8,372)  | (3,537)   |
| Provision for taxation  | (5,940)  | 2   |
| Profit after taxation   | (2,432)  | (3,539)   |
| Proposed Dividend   | NIL  | NIL   |
| Extent of Shareholding (In Percentage)  | 100%   | 70%   |

\* Company Incorporated in Sri Lanka

#### Notes:

- The Company does not have any subsidiary(s) which are yet to commence operations.
- The Company does not have any subsidiary(s) liquidated during the financial year 2016-17.

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

**Part B: Associates and Joint Ventures**

(₹ in Lakhs)

| Name of Associate Company  | C&S Medianet Private Limited   |
|--|--|
| Latest audited Balance Sheet Date  | March 31, 2017   |
| Date on which the Associate was associated or acquired                     | May 05, 2016   |
| Shares of Associate held by the company on the year end                    |  |
| – Number   | 4,800 shares of ₹ 10 each.   |
| – Amount of Investment in Associate  | 0.48   |
| – Extent of Holding (in percentage)  | 48%  |
| – Description of how there is significant influence                        | There is significant influence due to percentage (%) of Share Capital holding. |
| Reason why the Associate is not consolidated                               | NA   |
| Net worth attributable to shareholding as per latest audited Balance Sheet | NIL  |
| Profit or Loss for the year:   |  |
| i. Considered in Consolidation   | (1)  |
| ii. Not Considered in Consolidation  | NA   |

**Notes:**

- C&S Medianet Private Limited is yet to commence its commercial operations.
- The Company does not have any Associate(s) or Joint venture(s) which are yet to commence operations or have been liquidated during the financial year 2016-17.

For and on behalf of the Board

**Jawahar Lal Goel**  
Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director  
DIN: 00826573

Place: Noida  
Dated: August 17, 2017

## ANNEXURE TO DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility ('CSR') Committee of the Board had approved a CSR Policy with primary focus on Education, Healthcare, Women Empowerment and Sports etc. Besides these focus areas the Company may also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013. The CSR policy is available on the website of the Company at the following link: [https://www.dishtv.in/Pages/Investor/CSR\\_Policy.html](https://www.dishtv.in/Pages/Investor/CSR_Policy.html).

2. The Composition of the CSR Committee

The CSR Committee of the Board of Directors comprises of 5 Directors. Mr. B. D. Narang, Independent Director is the Chairman of the Committee while, Mr. Jawahar Lal Goel, Managing Director, Mr. Arun Duggal, Independent Director, Dr. Rashmi Aggarwal, Independent Director and Mr. Ashok Mathai Kurien, Non-Executive Director are its Members.

3. Average net profit of the Company for last three financial years

₹ 9,427.67 Lacs

4. Prescribed CSR expenditure (two percent of the amount as in item 3 above)

₹ 188.55 Lacs

5. Details of CSR spent during Financial Year

- a) Total amount to be spent for the Financial Year

₹ 188.55 Lacs

- b) Amount unspent, If any

Nil

- c) Manner in which the amount is spent during the financial Year

As detailed in Annexure A

### ANNEXURE A

(₹ In Lacs)

| CSR Projects or Activities Identified   | Sector in which the project is Covered                            | Projects or Programs (1) Local area or other (2) specify the State and district where projects or programs was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs | Cumulative expenditure upto the reporting period | Amount spent: Direct or through implementing agency |
|---|---|---|---|--|--|---|
| Welfare of family of Martyrs            | Benefit of armed forces veterans, war widows and their dependents | Uri, Jammu & Kashmir  | 19.00   | 19.00                                    | 19.00  | The amount is spent directly by the Company         |
| Educational Infrastructural Development | Development of Facilities for promotion of Education              | Hisar, Haryana  | 169.55  | 169.55                                   | 188.55   | Dr Subhash Chandra Foundation                       |

*Note: CSR amount spent towards Educational Infrastructural Development is the amount contributed to implementing agency mentioned above, which may or may not be fully utilized toward purpose mentioned above.*

#### Responsibility Statement

It is hereby Stated that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**  
Chairman, CSR Committee  
DIN: 00826573

Place: Noida  
Dated: August 17, 2017

# ANNEXURE TO DIRECTORS' REPORT

**FORM NO. MR-3**

## **SECRETARIAL AUDIT REPORT**

(For the Financial Year ended March 31, 2017)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members**

**Dish TV India Limited**

**18<sup>th</sup> Floor, A-Wing, Marathon Futurex,**

**N M Joshi Marg, Lower Parel,**

**Mumbai - 400 013, Maharashtra**

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Dish TV India Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on March 31, 2017 according to the provisions of:

- i. The Companies Act, 2013 ("the Act"), Companies Act, 1956 (to the extent applicable) and the Rules made thereunder including any re-enactment thereof;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 read with The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit period);
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not Applicable to the Company during the Audit period);
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit period); and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period);

I further report that, having regard to the compliance system prevailing in the Company and based on the representation made by the management of the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company:

- (a) The Cable Television Networks (Regulation) Act, 1995 and the Rules made thereunder;
- (b) The Telecom Regulatory Authority of India Act, 1997;
- (c) The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital Addressable Cable Television Systems) Regulations, 2012 upto March 02, 2017 and thereafter replaced by Telecommunication (Broadcasting and Cable) Services Interconnection (Addressable Systems) Regulations, 2017;
- (d) The Direct to Home Broadcasting Services (Standards of Quality of Service and Redressal of Grievances) Regulations, 2007 upto March 02, 2017 and thereafter replaced by The Telecommunication (Broadcasting And Cable) Services Standards of Quality of Service And Consumer Protection (Addressable Systems) Regulations, 2017;
- (e) The Telecommunication (Broadcasting and Cable) Services (Addressable Systems) Tariff Order, as applicable.

I have also examined compliance with Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2), issued by The Institute of Company Secretaries of India (ICSI).

During the audit period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit as same are subject to review by the Statutory Auditors and other designated professionals.

**I further report that:**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during audit period under review:

- a) The Company has allotted 104,070 fully paid up equity shares of ₹ 1/- each upon exercise of Stock Options granted under the Employee Stock Option Scheme - 2007 of the Company. These shares were duly admitted for trading on the Stock Exchanges where the shares of the Company are listed;
- b) The Company sought and obtained Members' approval through Postal Ballot mechanism for Reduction of Share Capital by adjustment of Securities Premium Account against the accumulated losses in the Financial Statements of the Company. The Reduction of Share Capital has been approved by Hon'ble National Company Law Tribunal, Mumbai Bench, *vide* its order dated June 28, 2017;
- c) The Company, having obtained Members' approval through Postal Ballot mechanism, shifted the Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra, Mumbai with effect from November 03, 2016.
- d) The Board of Directors approved a Scheme of Arrangement for Amalgamation of Videocon D2H Limited into and with Dish TV India Limited, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and applicable sections of the Companies Act, 2013, read with rules thereto. The said Amalgamation has been also approved by various Regulatory Authorities and Statutory Bodies *viz.* BSE Limited and National Stock Exchange of India Limited, Competition Commission of India, New Delhi, and the Hon'ble National Company Law Tribunal, Mumbai Bench. The merger shall become effective in terms of the order of the Hon'ble National Company Law Tribunal, Mumbai Bench.

This report is to be read with my letter of even date which is annexed as Annexure and forms integral part of this report.

For **Jayant Gupta and Associates**

**(Jayant Gupta)**  
**Practicing Company Secretary**  
**FCS : 7288**  
**CP : 9738**

Place : New Delhi  
Date : August 17, 2017

**Annexure to the Secretarial Audit Report of Dish TV India Limited for Financial Year ended March 31, 2017**

To,  
**The Members**  
**Dish TV India Limited**

**Management Responsibility for Compliances**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Jayant Gupta and Associates**

**(Jayant Gupta)**  
**Practicing Company Secretary**  
**FCS : 7288**  
**CP : 9738**

Place : New Delhi  
Date : August 17, 2017

## ANNEXURE TO DIRECTORS' REPORT

### Extract of Annual Return

As on Financial Year ended on March 31, 2017

(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 <sup>th</sup> Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013<br>Tel No.: 022-28726877 Fax No: 022 - 28726876                                  |
| vi)  | Whether Listed  | Yes  |
| vii) | Name, Address and contact details of the Registrar and Transfer Agent | Link Intime India Private Limited<br>Unit: Dish TV India Limited,<br>C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083<br>Tel. No.: +91-22-49186000 Fax - +91-22-49186060 |

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| 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  | 98.84%                             |

#### 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 |
|----------|--|------------------|---|
| <b>A</b> | <b>Holding Company - NIL</b>   |                  |   |
| <b>B</b> | <b>Subsidiary Company - Indian</b>   |                  |   |
|          | Dish Infra Services Private Limited<br>Essel House, B-10, Lawrence Road,<br>Industrial Area, Delhi - 110 035<br>CIN: U74140DL2014PTC264838 | 100              | 2(87)(ii)                                     |
| <b>C</b> | <b>Subsidiary Company - Overseas</b>   |                  |   |
|          | Dish T V Lanka (Private) Limited<br>86/4, Negombo Road, Kandana,<br>Sri Lanka Company No.: PV 85639  | 70               | 2(87)(ii)                                     |
| <b>D</b> | <b>Associate Company - Indian</b>  |                  |   |
|          | C&S Medianet Private Limited<br>Essel House, B-10, Lawrence Road,<br>Industrial Area, Delhi - 110 035<br>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<br>(April 1, 2016) |                |                      |              | No. of Shares held at the end of the year<br>(March 31, 2017) |                |                      |              | % change during the year |
|----------|---|--|----------------|----------------------|--------------|---|----------------|----------------------|--------------|--------------------------|
|          |   | Demat  | Physical       | Total                | %            | Demat   | Physical       | Total                | %            |                          |
| <b>A</b> | <b>Promoters &amp; Promoter Group:</b>                      |  |                |                      |              |   |                |                      |              |                          |
| 1        | Indian  |  |                |                      |              |   |                |                      |              |                          |
|          | a) Bodies Corporates  | 648,651,785  | 0              | 648,651,785          | 60.86        | 648,651,885   | 0              | 648,651,885          | 60.85        | (0.01)                   |
|          | b) Directors & their Relatives                              | 2,594,150  | 0              | 2,594,150            | 0.24         | 2,594,150   | 0              | 2,594,150            | 0.24         | (0.00)                   |
|          | <b>Sub Total (A) (1)</b>                                    | <b>651,245,935</b>   | <b>0</b>       | <b>651,245,935</b>   | <b>61.10</b> | <b>651,246,035</b>  | <b>0</b>       | <b>651,246,035</b>   | <b>61.09</b> | <b>(0.01)</b>            |
| 2        | Foreign   |  |                |                      |              |   |                |                      |              |                          |
|          | a) Bodies Corporate   | 35,632,125   | 0              | 35,632,125           | 3.34         | 35,632,125  | 0              | 35,632,125           | 3.34         | (0.00)                   |
|          | <b>Sub Total (A) (2)</b>                                    | <b>35,632,125</b>  | <b>0</b>       | <b>35,632,125</b>    | <b>3.34</b>  | <b>35,632,125</b>   | <b>0</b>       | <b>35,632,125</b>    | <b>3.34</b>  | <b>0.00</b>              |
|          | <b>Total Promoter Shareholding*</b>                         | <b>686,878,060</b>   | <b>0</b>       | <b>686,878,060</b>   | <b>64.44</b> | <b>686,878,160</b>  | <b>0</b>       | <b>686,878,160</b>   | <b>64.44</b> | <b>(0.01)</b>            |
| <b>B</b> | <b>Public Shareholding:</b>                                 |  |                |                      |              |   |                |                      |              |                          |
| 1        | Institutions  |  |                |                      |              |   |                |                      |              |                          |
|          | a) Mutual Funds   | 65,024,031   | 575            | 65,024,606           | 6.10         | 83,851,039  | 575            | 83,851,614           | 7.87         | 1.77                     |
|          | b) Banks/FI   | 571,467  | 0              | 571,467              | 0.05         | 338,896   | 0              | 338,896              | 0.03         | (0.02)                   |
|          | c) Central Govt./State Government                           | 3,317,283  | 0              | 3,317,283            | 0.31         | 3,317,283   | 0              | 3,317,283            | 0.31         | (0.00)                   |
|          | d) Insurance Companies                                      | 4,600  | 0              | 4,600                | 0.00         | 0   | 0              | 0                    | 0.00         | 0.00                     |
|          | e) FIs  | 86,377,020   | 6325           | 86,383,345           | 8.10         | 178,680,140   | 6325           | 178,686,465          | 16.76        | 8.66                     |
|          | f) Any Other (Specify) - Foreign Bank                       | 0  | 0              | 0                    | 0.00         | 1   | 0              | 1                    | 0.00         | 0.00                     |
|          | <b>Sub Total (B)(1)</b>                                     | <b>155,294,401</b>   | <b>6,900</b>   | <b>155,301,301</b>   | <b>14.57</b> | <b>266,187,359</b>  | <b>6,900</b>   | <b>266,194,259</b>   | <b>24.97</b> | <b>10.40</b>             |
| 2        | Non Institutions  |  |                |                      |              |   |                |                      |              |                          |
|          | a) Bodies corporates  | 44,659,343   | 4,345          | 44,663,688           | 4.19         | 44,968,771  | 0              | 44,968,771           | 4.22         | 0.03                     |
|          | b) Individual holding shares upto ₹1 lakhs in nominal value | 40,016,245   | 220,925        | 40,237,170           | 3.78         | 33,371,878  | 250,380        | 33,622,258           | 3.15         | (0.62)                   |
|          | c) Individuals holding share above ₹1 lakhs nominal value   | 15,901,631   | 0              | 15,901,631           | 1.49         | 31,920,202  | 0              | 31,920,202           | 2.99         | 1.50                     |
|          | d) Others (OCB)   | 8,883  | 0              | 8,883                | 0.00         | 8,883   | 0              | 8,883                | 0.00         | 0.00                     |
|          | e) Others (Foreign National)                                | 6,025  | 0              | 6,025                | 0.00         | 0.0   | 0.0            | 0.0                  | 0.00         | 0.00                     |
|          | f) Others (Foreign bodies)                                  | 120,232,353  | 0              | 120,232,353          | 11.28        | 0.0   | 0.0            | 0.0                  | 0.00         | (11.28)                  |
|          | g) Others (NRI)   | 2,407,506  | 219,289        | 2,626,795            | 0.25         | 2,153,844   | 215,839        | 2,369,683            | 0.22         | (0.02)                   |
|          | h) Others (Trust)   | 8,929  | 0              | 8,929                | 0.00         | 6,689   | 0              | 6,689                | 0.00         | 0.00                     |
|          | <b>Sub Total (B)(2)</b>                                     | <b>223,240,915</b>   | <b>444,559</b> | <b>223,685,474</b>   | <b>20.99</b> | <b>112,430,267</b>  | <b>466,219</b> | <b>112,896,486</b>   | <b>10.59</b> | <b>(10.40)</b>           |
|          | <b>Total Public Shareholding</b>                            | <b>378,535,316</b>   | <b>451,459</b> | <b>378,986,775</b>   | <b>35.56</b> | <b>378,617,626</b>  | <b>473,119</b> | <b>379,090,745</b>   | <b>35.56</b> | <b>0.01</b>              |
| <b>C</b> | <b>Shares held by Custodian for GDRs &amp; ADRs</b>         |  |                |                      |              |   |                |                      |              |                          |
|          | Public  | 0  | 0.00           | 0                    | 0            | 0   | 0.00           | 0                    | 0.00         | 0.00                     |
|          | <b>Grand Total (A+B+C)</b>                                  | <b>1,065,413,376</b>   | <b>451,459</b> | <b>1,065,864,835</b> | <b>100</b>   | <b>1,065,495,786</b>  | <b>473,119</b> | <b>1,065,968,905</b> | <b>100</b>   | <b>0.00</b>              |

\* In the Promoter holding, there is an increase of 100 equity shares on account of purchase of 100 equity shares by World Crest Advisors LLP.

## ii) Promoter & Promoter Group Shareholding

| S. No.                              | Name of Promoter                                   | Shareholding at the beginning of the year (April 1, 2016) |                                  |   | No. of Shares held at the end of the year (March 31, 2017) |                                  |   | % 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   | 3.30                             | 0.00                                      | 0.00                                     |
| 2                                   | Ambience Business Services Private Limited         | 1,308,125   | 0.12                             | 0.00                                      | 1,308,125  | 0.12                             | 0.00                                      | 0.00                                     |
| 3                                   | Ashok Mathai Kurien                                | 1,174,150   | 0.11                             | 0.00                                      | 1,174,150  | 0.11                             | 0.00                                      | 0.00                                     |
| 4                                   | Direct Media Distribution Ventures Private Limited | 457,212,260   | 42.90                            | 30.62                                     | 457,212,260  | 42.89                            | 28.20                                     | 0.00                                     |
| 5                                   | Direct Media Solutions LLP                         | 180,000,000   | 16.89                            | 10.52                                     | 76,905,278   | 7.21                             | 1.46                                      | 9.67                                     |
| 6                                   | Essel Media Ventures Limited                       | 460,000   | 0.04                             | 0.00                                      | 460,000  | 0.04                             | 0.00                                      | 0.00                                     |
| 7                                   | Ashok Kumar Goel                                   | 625,250   | 0.06                             | 0.00                                      | 625,250  | 0.06                             | 0.00                                      | 0.00                                     |
| 8                                   | Jawahar Lal Goel                                   | 176,800   | 0.02                             | 0.00                                      | 176,800  | 0.02                             | 0.00                                      | 0.00                                     |
| 9                                   | Jay Properties Private Limited                     | 10,131,000  | 0.95                             | 0.00                                      | 10,131,000   | 0.95                             | 0.00                                      | 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                                      | 300  | 0.00                             | 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  | 0.05                             | 0.00                                      | 0.00                                     |
| 15                                  | Tapesh Goel  | 5,100   | 0.00                             | 0.00                                      | 5,100  | 0.00                             | 0.00                                      | 0.00                                     |
| 16                                  | Veena Investments Private Limited                  | 100   | 0.00                             | 0.00                                      | 86,094,822   | 8.08                             | 4.44                                      | (8.08)                                   |
| 17                                  | Manaaska Fashions LLP                              | 0   | 0.00                             | 0.00                                      | 17,000,000   | 1.59                             | 0.00                                      | (1.59)                                   |
| 18                                  | World Crest Advisors LLP                           | 0   | 0.00                             | 0.00                                      | 100  | 0.00                             | 0.00                                      | 0.00                                     |
| <b>Total Promoter Shareholding*</b> |  | <b>686,878,060</b>  | <b>64.44</b>                     | <b>41.14</b>                              | <b>686,878,160</b>   | <b>64.44</b>                     | <b>34.09</b>                              | <b>(0.01)</b>                            |

\* In the Promoter holding, there is an increase of 100 equity shares on account of purchase of 100 equity shares by World Crest Advisors LLP.

## iii) Change in Promoters Shareholding

| Particulars   | Share holding at the beginning of the Year (April 1, 2016) |                     | Cumulative Share holding during the Year |                     |
|---|--|---------------------|--|---------------------|
|   | Number of Shares   | % of Equity Capital | Number of Shares                         | % of Equity Capital |
| At the beginning of the year                            | 686,878,060  | 64.44               |  |                     |
| Date wise increase/decrease in shareholding with reason | <b>Refer Note-1</b>  |                     |  |                     |
| At the end of the year                                  |  |                     | 686,878,160                              | 64.44               |



**Note 1: Date wise increase/decrease in Promoter's shareholding with reason**

| Sr. No. | Name & Type of Transaction        | Shareholding at the beginning of the year - 2016 |                                  | Transactions during the year |               | Cumulative Shareholding at the end of the year - 2017 |                                  |
|---------|-----------------------------------|--|----------------------------------|------------------------------|---------------|---|----------------------------------|
|         |                                   | No. of Shares Held                               | % of Total Shares of the Company | Date of Transaction          | No. of Shares | No. of Shares Held                                    | % of Total Shares of the Company |
| 1.      | Veena Investments Private Limited | 100  | 0                                |                              |               |   |                                  |
|         | On Market (Inter-se Transfer)     |  |                                  | 13 Feb 2017                  | 80,000,000    | 80,000,100  | 7.50                             |
|         | On Market (Inter-se Transfer)     |  |                                  | 15 Mar 2017                  | 6,094,722     | 86,094,822  | 8.08                             |
|         | At the end of the year            |  |                                  |                              |               | 86,094,822  | 8.08                             |
| 2.      | Direct Media Solutions LLP        | 180,000,000                                      | 16.89                            |                              |               |   |                                  |
|         | On Market (Inter-se Transfer)     |  |                                  | 13 Feb 2017                  | (80,000,000)  | 100,000,000   | 9.38                             |
|         | On Market (Inter-se Transfer)     |  |                                  | 15 Mar 2017                  | (6,094,722)   | 93,905,278  | 8.81                             |
|         | On Market Sale                    |  |                                  | 27 Mar 2017                  | (17,000,000)  | 76,905,278  | 7.21                             |
|         | At the end of the year            |  |                                  |                              |               | 76,905,278  | 7.21                             |
| 3.      | Manaaska Fashions LLP             | 0  | 0.00                             |                              |               |   |                                  |
|         | On Market Purchase                |  |                                  | 27 Mar 2017                  | 17,000,000    | 17,000,000  | 1.59                             |
|         | At the end of the year            |  |                                  |                              |               | 17,000,000  | 1.59                             |
| 4.      | World Crest Advisors LLP          | 0  | 0.00                             |                              |               |   |                                  |
|         | On Market Purchase                |  |                                  | 28 Mar 2017                  | 100           | 100   | 0.00                             |
|         | At the end of the year            |  |                                  |                              |               | 100   | 0.00                             |

\* Apart from the reported above Promoters, there is no change in number of shares held by rest of the Promoters during the beginning of the year and at the end of the year.

**iv) Change in Shareholding of top ten public shareholders**

| Particulars  | Shareholding at the beginning of the year (April 1, 2016) |                         | Shareholding at the end of the year (March 31, 2017) |                         |       |
|--|---|-------------------------|--|-------------------------|-------|
|  | No. of shares   | % of the Equity Capital | No. of shares  | % of the Equity Capital |       |
| HDFC Trustee Company Limited-HDFC Equity Fund            | ∩   | 0                       | 0.00   | 18,445,000              | 1.73  |
| Artisan Developing World Fund                            | \$  | 10,066,096              | 0.94   | 18,148,452              | 1.70  |
| Ashish Dhawan  | \$  | 10,527,258              | 0.99   | 16,800,000              | 1.58  |
| Prazim Trading and Investment Co. Pvt. Ltd.              | ∩   | 0                       | 0.00   | 15,113,459              | 1.42  |
| HDFC Trustee Company Limited-HDFC Prudence Fund          | ∩   | 0                       | 0.00   | 14,709,000              | 1.38  |
| FIL Investments(Mauritius)Ltd                            | ∩   | 0                       | 0.00   | 14,596,801              | 1.37  |
| T. Rowe Price International Discovery Fund               | ∩   | 0                       | 0.00   | 12,267,072              | 1.15  |
| HDFC Standard Life Insurance Company Limited             | ∩   | 0                       | 0.00   | 8,479,672               | 0.80  |
| HDFC Trustee Company Limited-HDFC Top 200 Fund           | ∩   | 0                       | 0.00   | 7,633,243               | 0.72  |
| Laxmi Narain Goel  | ∩   | 0                       | 0.00   | 7,469,759               | 0.70  |
| Columbia Emerging Markets Fund                           | #   | 8,848,220               | 0.83   | 5,470,886               | 0.51  |
| Macquarie Fund Solutions - Macquarie Asia New Stars Fund | #   | 9,098,528               | 0.85   | 3,505,969               | 0.33  |
| Government Pension Fund Global                           | #   | 8,816,875               | 0.83   | 1,447,179               | 0.14  |
| BNP Paribas Arbitrage                                    | #   | 7,566,398               | 0.71   | 20,959                  | 0.00  |
| Hasham Investment And Trading Company Private Limited    | #   | 10,684,577              | 1.00   | 0                       | 0.00  |
| Baron Emerging Markets Fund                              | #   | 12,084,985              | 1.13   | 0                       | 0.00  |
| L N Minerals LLP   | #   | 9,969,759               | 0.94   | 0                       | 0.00  |
| VAN-ECK funds-Emerging Markets Fund                      | #   | 8,388,000               | 0.79   | 0                       | 0.00  |
| TOTAL  |   | 96,050,696              | 9.01   | 144,107,451             | 13.52 |

**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, 2016 and March 31, 2017
- # denotes top 10 Shareholders only as on April 1, 2016
- ∩ denotes top 10 Shareholders only as on March 31, 2017
- The Shareholding of the top ten public Shareholder has been considered on the basis of Folio-wise Shareholding

#### v) Change in Shareholding of the Directors & 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, 2016) |                     | Changes |                                      |        | Cumulative shareholding during the year (01.04.2016 - 31.03.2017) |                     |
|--|---|---------------------|---------|--------------------------------------|--------|---|---------------------|
|  | Number of Shares                              | % of Equity Capital | Date    | Increase / Decrease in no. of Shares | Reason | Number of Shares  | % of Equity Capital |
| Mr. Jawahar Lal Goel<br>Chairman & Managing Director | 176,800                                       | 0.02                | NA      | NA                                   | NA     | 176,800   | 0.02                |
| Mr. Bhagwan Das Narang<br>Independent Director       | 7,500   | 0.00                | NA      | NA                                   | NA     | 7,500   | 0.00                |
| Mr. Ashok Mathai Kurien<br>Non-Executive Director    | 1,174,150                                     | 0.11                | NA      | NA                                   | NA     | 1,174,150   | 0.11                |
| Mr. Arun Duggal<br>Independent Director              | 7,500   | 0.00                | NA      | NA                                   | NA     | 7,500   | 0.00                |
| Mr. Eric Louis Zinterhofer*<br>Independent Director  | 1,500   | 0.00                | NA      | NA                                   | NA     | 1,500   | 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, 2017.

\* Mr. Eric Louis Zinterhofer has resigned from the Board of Directors of the Company w.e.f. March 24, 2017

#### 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 |
| <b>Indebtness at the beginning of the financial year:</b> |                                  |                 |          |                    |
| Principal Amount  | 0                                | 0               | 0        | 0                  |
| Interest due but not paid                                 | 0                                | 0               | 0        | 0                  |
| Interest accrued but not due                              | 0                                | 0               | 0        | 0                  |
| <b>Total</b>  | <b>0</b>                         | <b>0</b>        | <b>0</b> | <b>0</b>           |
| <b>Change in Indebtedness during the financial year:</b>  |                                  |                 |          |                    |
| Additions   | 0                                | 0               | 0        | 0                  |
| Reduction   | 0                                | 0               | 0        | 0                  |
| <b>Net Change</b>   | <b>0</b>                         | <b>0</b>        | <b>0</b> | <b>0</b>           |
| <b>Indebtedness at the end of the financial year:</b>     |                                  |                 |          |                    |
| Principal Amount  | 0                                | 0               | 0        | 0                  |
| Interest due but not paid                                 | 0                                | 0               | 0        | 0                  |
| Interest accrued but not due                              | 0                                | 0               | 0        | 0                  |
| <b>Total</b>  | <b>0</b>                         | <b>0</b>        | <b>0</b> | <b>0</b>           |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole Time Director and/or Manager

(₹ in Lakhs)

| Particulars of Remuneration   | Name of the MD/WTD/Manager<br>Jawahar Lal Goel<br>(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 | 206.00   |
| 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)   | 12.62  |
| <b>Total (A)</b>  | <b>218.62</b>  |

Ceiling as per the Act: 5% of the Profits as per Section 198 of the Companies Act, 2013. The same aggregates to ₹ 1,873 lakhs

### B. Remuneration to other Directors:

(₹ in Lakhs)

| Name of Directors              | Sitting Fees | Commission | Others   | Total        |
|--------------------------------|--------------|------------|----------|--------------|
| <b>Independent Directors</b>   |              |            |          |              |
| Arun Duggal                    | 4.30         | 0          | 0        | 4.30         |
| Bhagwan Das Narang             | 4.20         | 0          | 0        | 4.20         |
| Eric Louis Zinterhofer*        | 0.00         | 0          | 0        | 0.00         |
| Lakshmi Chand                  | 5.60         | 0          | 0        | 5.60         |
| Rashmi Aggarwal (Dr.)          | 2.50         |            |          | 2.50         |
| <b>Total</b>                   | <b>16.60</b> | <b>0</b>   | <b>0</b> | <b>16.60</b> |
| <b>Non-Executive Directors</b> |              |            |          | 0            |
| Ashok Kurien                   | 2.90         | 0          | 0        | 2.90         |
| <b>Total</b>                   | <b>2.90</b>  | <b>0</b>   | <b>0</b> | <b>2.90</b>  |
| <b>Grand Total</b>             | <b>19.50</b> | <b>0</b>   | <b>0</b> | <b>19.50</b> |

#### Overall Ceiling as per Act

Not Applicable as only sitting fees paid (As per 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 ₹ 1 lakh per meeting of the Board or committee thereof).

\* Resigned w.e.f. March 24, 2017

**C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:**

(₹ in Lakhs)

| Particulars of Remuneration   | Key Managerial Personnel |                         |                   | Total         |
|---|--------------------------|-------------------------|-------------------|---------------|
|   | Mr. Rajeev K Dalmia      | Mr. Arun Kumar Kapoor   | Mr. Ranjit Singh  |               |
|   | Chief Financial 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 | 189.87                   | 327.70                  | 62.24             | 579.81        |
| Value of perquisites u/s 17(2) Income Tax Act, 1961                             | 0.40                     | 0.40                    | 0.40              | 1.19          |
| Profits in lieu of salary under section 17(3) Income Tax Act, 1961              | 0.00                     | 0.00                    | 0.00              | 0.00          |
| Stock Option (gain)   | 0.00                     | 0.00                    | 0.00              | 0.00          |
| Sweat Equity  | 0.00                     | 0.00                    | 0.00              | 0.00          |
| Commission (as % of profit or otherwise)  | 0.00                     | 0.00                    | 0.00              | 0.00          |
| Others (Contribution to Provident Fund)   | 10.89                    | 20.08                   | 3.86              | 34.83         |
| <b>Total</b>  | <b>201.15</b>            | <b>348.18</b>           | <b>66.50</b>      | <b>615.83</b> |

**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

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director  
DIN: 00826573

Place: Noida  
Dated: August 17, 2017

## ANNEXURE TO DIRECTORS' REPORT

### Particulars of Remuneration of Employees

{Pursuant to Section 197 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

#### A. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year and ratio of remuneration of Directors to the Median remuneration of employees:

| Name of Director/Key Managerial Personnel | Remuneration for FY 2016-17*<br>(₹ In Lakhs) | % increase in Remuneration in FY 2016-17 <sup>5</sup> | Ratio of Director's Remuneration to Median remuneration |
|---|--|---|---|
| <b>Non-Executive Directors</b>            |  |   |   |
| Mr. Arun Duggal                           | NIL  | NA  | NA  |
| Mr. Ashok Mathai Kurien                   | NIL  | NA  | NA  |
| Mr. Bhagwan Das Narang                    | NIL  | NA  | NA  |
| Mr. Eric Louis Zinterhofer*               | NIL  | NA  | NA  |
| Mr. Lakshmi Chand                         | NIL  | NA  | NA  |
| Dr. Rashmi Aggarwal                       | NIL  | NA  | NA  |
| <b>Executive Director</b>                 |  |   |   |
| Mr. Jawahar Lal Goel                      | 227.04                                       | 143.63  | 34:1  |
| <b>Key Managerial Personnel</b>           |  |   |   |
| Mr. Jawahar Lal Goel                      | 227.04                                       | 143.60  | 34:1  |
| Mr. Arun Kumar Kapoor                     | 356.50                                       | 15  | NA  |
| Mr. Rajeev Kumar Dalmia                   | 210.08                                       | 21  | NA  |
| Mr. Ranjit Singh                          | 78.56  | 20  | NA  |

\* Resigned as Independent Director as at close of March 24, 2017

<sup>#</sup> Non-Executive Directors Remuneration excludes Sitting Fees

<sup>5</sup> The % increase in remuneration refers to the % increase in remuneration from FY 2015-16

| S. No. | Requirement  | Disclosure  |
|--------|--|---|
| 1.     | The Percentage increase in median remuneration of employees in FY  | 3.8%  |
| 2.     | Number of permanent employees on the rolls of the Company  | 394   |
| 3.     | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | <p>The average annual increase in the salaries of employees during the year was 15.86% while there was an increase of 143.63% in the managerial remuneration (Managing Director's remuneration) during financial year 2016-17.</p> <p>The Company was paying remuneration to Mr. Jawahar Lal Goel, Chairman &amp; Managing Director of the Company on the basis of Central Government approval as per Section 197 read with Schedule V of the Companies Act, 2013, as required in the case of Company having inadequate profits. While the Financial Year 2015-16, was a turnaround year for your Company with a record profit of ₹ 41,992 lacs. Considering the Industry trend, area expertise and profitability of the Company, the Board of your Company approved the increase in salary payable to him.</p> |
| 4.     | Affirmation that the remuneration is as per the remuneration policy of the Company   | The Company affirms that the remuneration is as per the remuneration policy of the Company.   |

## B. Particulars of Employees

### 1. Particulars of top ten employees of the Company in terms of the remuneration drawn and particulars of employees employed throughout the year & in receipt of remuneration aggregating ₹ 1.02 Crores or more per annum.

| S. No. | Name                   | Age | Designation   | Remuneration Total (₹) | Qualification                           | Exp in Yrs. | Date of Joining | Last Employment                    |
|--------|------------------------|-----|---|------------------------|---|-------------|-----------------|------------------------------------|
| 1      | Arun Kumar Kapoor      | 58  | Chief Executive Officer                                 | 3,56,50,000            | MBA                                     | 33          | 23.11.2015      | Taj Television India Pvt. Ltd.     |
| 2      | Jawahar Lal Goel       | 63  | Chairman & Managing Director                            | 2,27,04,167            | Entrepreneur                            | 48          | 06.01.2007      | Siti Cable Network Ltd.            |
| 3      | Rajeev K Dalmia        | 53  | Chief Financial Officer                                 | 2,10,07,819            | CA                                      | 31          | 05.01.2007      | South Asian Petro Chemical Ltd     |
| 4      | Veerender Gupta        | 48  | Chief Operating Officer                                 | 1,60,41,121            | B. Com, Certificate in Java Programming | 25          | 01.04.2009      | Rama Associates Ltd.               |
| 5      | Gaurav Goel            | 37  | President - BD & Strategy                               | 1,18,83,333            | MBA                                     | 12          | 01.08.2009      | Cyquator Media Services Pvt Ltd.   |
| 6      | Sukhpreet Singh        | 45  | Senior Vice President - Marketing                       | 89,27,950              | B.Tech, PGDBM                           | 20          | 03.05.2016      | Samsung Electronics India          |
| 7      | Virender Kumar Tagra   | 57  | Senior Vice President - Commercial & Supply Chain       | 79,31,406              | B.Com                                   | 36          | 01.05.2006      | Hotline CPT Limited                |
| 8      | Ranjit Singh           | 40  | Senior Vice President - Secretarial & Legal             | 78,55,595              | B.Com, LL.B, CS                         | 15          | 24.12.2004      | Parsec Technologies Limited        |
| 9      | Vineet Suri            | 54  | Vice President - Business Process Excellence            | 68,90,883              | MBA, B.Tech                             | 31          | 03.05.2013      | Spanco Limited                     |
| 10     | Rajendra Kumar Jagnani | 51  | Vice President - Commercial Audit & Contract Management | 67,29,063              | CA                                      | 14          | 30.01.2015      | Magnifico Minerals Private Limited |

### 2. Employed for part of the year and in receipt of remuneration aggregating ₹ 8.50 lacs per month

| S. no. | Name | Age | Designation | Remuneration Total (₹) | Qualification | Exp in Yrs. | Date of Joining | Last Employment |
|--------|------|-----|-------------|------------------------|---------------|-------------|-----------------|-----------------|
|--------|------|-----|-------------|------------------------|---------------|-------------|-----------------|-----------------|

*None of the employee was employed for part of the year and in receipt of remuneration aggregating ₹ 8.50 lacs per month*

#### Notes:

1. All appointments are contractual and terminable by notice on either side.
2. None of the employees, except Mr. Gaurav Goel are related to any of the Directors.
3. None of the employee of the Company was in receipt of remuneration which in the aggregate is in excess of that drawn by Managing Director and also hold by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

For and on behalf of the Board

**Jawahar Lal Goel**  
Managing Director  
DIN: 00076462

**B. D. Narang**  
Independent Director  
DIN: 00826573

Place: Noida  
Dated: August 17, 2017



## REPORT ON CORPORATE GOVERNANCE

The Company's philosophy of corporate governance is built on timeless principles of transparency, fairness, integrity, equity and accountability. Your Company has always practiced Corporate Governance of the highest standards and follows a culture that is built on core values and professionalism, which over the past years of Company's existence, has become a part of its culture.

Corporate Governance is a set of principles, processes and systems which define the manner of operations and conduct of a Company. Your Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met accordingly. For Dish TV, corporate governance is an ethically driven business process that is committed to values - aimed at enhancing the organization's brand and reputation.

Our governance philosophy is all encompassing and it is our constant endeavor to align our vision and business strategy with the welfare and best interest of all stakeholders. It is our firm conviction that good Corporate Governance practices are powerful enablers, which infuse trust and confidence and are able to attract and retain financial and human capital. These resources, in turn, are leveraged to maximize long-term shareholder value, on a sustainable basis. Transparency and accountability are the fundamental principles of your Company which ensures that your Company is managed and monitored in a responsible manner for 'creating and sharing value'. A transparent, ethical and responsible corporate governance framework essentially emanates from the intrinsic will and passion for good governance ingrained in the organization which has been the hallmark of your Company.

To succeed, we believe, requires highest standards of corporate behavior towards each of our stakeholder, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. Strong leadership and effective corporate governance practices have been your Company's hallmark. The Company's Board considers good corporate governance to be a key driver of sustainable corporate growth and long term value creation, and exercises its fiduciary responsibilities accordingly.

Your Company is in compliance with the mandatory requirements of the Listing Regulations formulated by the Securities and Exchange Board of India ('SEBI'). This section, along with the section on 'Management Discussion and Analysis', 'Business Responsibility Report' and 'General Shareholders' Information', constitute the Company's compliance with Regulation 34 of the Listing Regulations.

### BOARD OF DIRECTORS

The Board of Directors ('the Board') of your Company are responsible for and committed to sound principles of Corporate Governance. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. The Board critically evaluates the Company's strategic direction, management policies and their effectiveness. The day to day management of the Company is entrusted to the Key / Senior Management personnel led by the Chairman & Managing Director who operates under the superintendence, direction and control of the Board.

#### a) Composition and Category of Directors

Your Company has a balanced and optimal Board with combination of Executive and Non-Executive Directors to ensure Independent functioning and separate its functions of governance and management. The composition of the Board is in conformity with Regulation 17(1) of Listing Regulations.

#### Composition of the Board as on March 31, 2017:

| Category of Directors                   | No. of Directors | % to total No. of Directors |
|---|------------------|-----------------------------|
| Executive Director                      | 1                | 16.66                       |
| Independent Directors                   | 4                | 66.67                       |
| Non-Executive Non-Independent Directors | 1                | 16.67                       |
| <b>Total</b>                            | <b>6</b>         | <b>100</b>                  |

During the year under review, Mr. Eric Louis Zinterhofer, an Independent Director, tendered his resignation from the Board of the Company on account of him being resident of USA and not being able to attend the Board Meetings of the Company held in India. Mr. Zinterhofer resigned from the Board of the Company from the close of business hours of March 24, 2017.

Post March 31, 2017, Mr. Lakshmi Chand, an Independent Director has resigned from the Board of the Company with effect from August 17, 2017 on account of his other pre-occupation and engagements.

Accordingly, as on date the Board of your Company comprises of One (1) Executive Director, One (1) Non-Executive Director and Three (3) Independent Directors.

None of the Directors of the Company are related *inter-se*. Mr. Ashok Mathai Kurien, Non-Executive Director of the Company holds 1,174,150 equity shares, comprising of 0.11% of paid up capital of the Company. Further, Mr. Arun Duggal and Mr. Bhagwan Das Narang, Independent Directors of the Company, holds 7,500 equity shares each, in the Company, constituting 0.00% of paid capital of the Company, respectively.

#### **b) Independent Directors**

The Independent Directors of the Company are individuals of eminence & repute in their respective fields and they *inter alia* contribute to the strategic direction, operational excellence & corporate governance of the Company. In accordance with the criteria set for selection of Independent Directors and for determining their independence, the Nomination and Remuneration ('NR') Committee of the Board, *inter alia*, considers the qualifications, positive attributes, area(s) of expertise and Directorships / Committee memberships held by these individuals in other companies. The Board considers the NR Committee's recommendation and takes appropriate decisions in appointment of the Independent Directors.

Independent Directors of your Company have provided appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.

#### **c) Woman Director**

In Compliance with Regulation 17(1) of Listing Regulations and applicable provisions of Companies Act, 2013, Dr. Rashmi Aggarwal, a Women Director, in the category of Independent Director, is on the Board of your Company. Her initial term of appointment is up to the date of Thirtieth (30<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2018.

#### **d) Board Procedure**

The Board critically evaluates Company's strategic direction, management policies and their effectiveness. Agenda for the Board includes strategic review from each of the Board Committees, analysis and review of annual strategic and operating plans and capital allocation and budgets. The Board also reviews possible risks and risk mitigation measures, financial reports from the Chief Financial Officer, compliance reports from the Company Secretary / Compliance Officer and other business reports from the Management Team. These detailed meetings provide the strategic roadmap for the Company.

The Board meets at regular intervals *inter alia* to discuss and decide on business strategies / policy and review the financial performance of the Company. Board meetings are generally held at the Corporate Office of the Company at Noida which are governed by a suitably structured agenda, timely made available to the Board members. The Company Secretary, in consultation with the Chairman and Managing Director, plans the agenda of the Meetings well in advance and circulates the same along with the explanatory notes amongst the members of the Board, within the prescribed time limit, to enable them to take informed decisions and to facilitate meaningful and focused discussions at the meetings. Any Board Member may, in consultation with the Chairman, bring up any matter in addition to the matter provided in agenda for consideration by the Board.

Upon the advice of the Board, senior management personnel are invited to the Board / Committee meetings to apprise and make presentations on relevant issues or provide necessary insights into the operations /

working of the Company and corporate strategies. Regular presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. All information required to be placed before the Board of Directors and Committees thereof, as per Regulation 17(7) of the Listing Regulations, are considered and taken on record / approved by the Board / Committee. The Board regularly reviews Compliance status in respect of laws and regulations relevant to the Company.

The Company Secretary records minutes of proceedings of meeting of Board and Committee thereof. Draft Minutes of proceedings of each Board and Committee meeting are recorded and draft minutes are circulated to Board / Committee members for their confirmation, in terms of the applicable provisions. The inputs, if any, of the Board & Committee Members are duly incorporated in the Minutes after which these are entered in the Minutes Book in compliance with the applicable provisions. Important decisions taken at Board / Committee meetings are communicated promptly to the concerned departments / officials.

#### e) Board Meeting

During the Financial Year under review, 7 (Seven) meetings of the Board were held on May 23, 2016, July 28, 2016, August 12, 2016, October 28, 2016, November 11, 2016, January 30, 2017 and March 24, 2017. The Board passed two resolutions by circulation - on April 27, 2016 and November 3, 2016. The intervening period between any two Board Meetings were within the maximum time gap of 120 days prescribed under the Companies Act, 2013 and Regulation 17(2) of the Listing Regulations. The annual calendar of meetings is broadly determined at the beginning of each financial year. The Board meets at least once a quarter to review the quarterly performance and financial results of the Company. The annual Calendar of meetings in connection with the approval of quarterly and annual financial statements is broadly determined at the beginning of each financial year.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the Financial Year 2016-17 and also their other Directorships/Chairmanships held in other Companies, calculated as per applicable provisions of the Companies Act, 2013 and membership of other Board Committees as at March 31, 2017 are as under:

| Name of Director                       | Attendance in<br>Financial Year 2016-17    |  | Number of<br>Directorships in other<br>Companies* as on<br>March 31, 2017 |                | Number of<br>Memberships of<br>Board Committees in<br>other Public Limited<br>Companies** as on<br>March 31, 2017 |                |
|--|--|--|---|----------------|---|----------------|
|  | Board<br>Meetings<br>(Total 7<br>Meetings) | 28 <sup>th</sup> AGM<br>held on<br>September<br>29, 2016 | Private   | Public         | As<br>Member  | As<br>Chairman |
| <b>Promoter Executive Director</b>     |  |  |   |                |   |                |
| Jawahar Lal Goel                       | 7/7  | Yes  | -   | 2              | 1   | -              |
| <b>Promoter Non-Executive Director</b> |  |  |   |                |   |                |
| Ashok Kurien                           | 5/7  | Yes  | 1   | 1              | 2   | 1              |
| <b>Independent Director</b>            |  |  |   |                |   |                |
| Bhagwan Das Narang                     | 5/7  | Yes  | 6   | 5              | 4   | 3              |
| Arun Duggal                            | 6/7  | Yes  | 2   | 5              | 5   | 1              |
| Lakshmi Chand****                      | 7/7  | Yes  | -   | 1 <sup>s</sup> | -   | -              |
| Rashmi Aggarwal                        | 7/7  | Yes  | 1   | 2              | 2   | -              |
| Eric Louis Zinterhofer***              | 0/7  | No   | -   | -              | -   | -              |

\* Directorships in Other Companies does not include Alternate Directorships

**\*\*** *In accordance with Regulation 26 of the Listing Regulations, Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) except Foreign Companies have been considered.*

**\*\*\*** *Resigned as Director from the Board on March 24, 2017*

**\*\*\*\*** *Resigned as Director from the Board on August 17, 2017*

**\$** *Mr. Lakshmi Chand is Director on the Board of Dish Infra Services Pvt. Ltd., a deemed Public Limited Company (i.e. wholly owned subsidiary of Dish TV India Limited). He resigned from the Board of Dish Infra Services Private Limited with effect from August 17, 2017 and Dr. (Mrs.) Rashmi Aggarwal was appointed as a Independent Director on the Board of Dish Infra Services Pvt. Ltd. w.e.f. August 17, 2017.*

None of the Directors on the Board of the Company are Members of more than ten Committees or Chairman of more than five Committees across all the Public Limited Companies in which they are Directors.

**f) Board Support and Role of Company Secretary In Overall Governance Process**

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed, Investor queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws. The Company Secretary attends the meetings of the Board and its Committees and ensures appropriate recording of minutes of the meetings.

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s) ensures adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of the Company's affairs in compliance with applicable statutory requirements. He interfaces between the Board, Management and Regulatory Authorities for governance matters.

The process for the Board/Committee meetings provides an effective post meeting follow up, review and reporting mechanism for the action taken on the decisions/ instructions of the Board and its Committees. As per Board's decision, the Company Secretary informs the concerned functional heads about matters arising out of the deliberations during a meeting. The functional heads in turn provide updates to the Board at the following meeting. All the Directors of the Company have access to the advice of the Company Secretary. The Company Secretary has also been designated as Compliance Officer. Mr. Ranjit Singh is the Company Secretary & Compliance Officer of the Company.

**g) Brief Profile of the current Directors of the Company, including those to be re-appointed at the ensuing Annual General Meeting:**

**1. Mr. Jawahar Lal Goel (DIN-00076462)** was appointed as the Managing Director of your Company on January 6, 2007. He was elevated as the Chairman of the Company with effect from October 27, 2015.

He has been actively involved in the creation and expansion of the Company. Pioneer of the Direct-to-Home (DTH) services in India – Mr. Goel has been instrumental in establishing Dish TV as the leading brand with India's most modern and advanced technological infrastructure.

Mr. Goel led the initiatives of the Indian Broadcasting Foundation (IBF) as its president for four consecutive years from September '06 to September '10. He has also been on the Board of various committees and task forces set up by Ministry of Information & Broadcasting (MIB), Government of India, and continues to address several critical matters related to the industry. He is a prime architect in establishing India's most modern and advanced technological infrastructure for the implementation of Conditional Access

System (CAS) and Direct-to-Home (DTH) services which has revolutionized the distribution of various entertainment and electronic media products in India in the ensuing months and years and would enormously benefit the consumers (TV viewers).

Apart from the Company, as on March 31, 2017, Mr. Goel holds directorship in Two (2) other Indian Public Limited Companies viz., Rankay Investment and Trading Company Ltd. and Chiripal Industries Ltd.

As on March 31, 2017, Mr. Goel holds 176,800 equity shares comprising of 0.02% of the paid up share capital in the Company.

2. **Mr. Bhagwan Das Narang (DIN-00826573)** is an Independent Director of your Company. Mr. Narang is a Post Graduate in Agricultural Economics and brings with him 37 years of banking experience. During this period, he also held the coveted position of the Chairman and Managing Director of Oriental Bank of Commerce. Mr. Narang has handled special assignments viz. alternate Chairmanship of the Committee on Banking procedures set up by Indian Banks Association for the year 1997-98, Chaired a panel on serious financial frauds appointed by RBI, Chaired a Panel on financial construction industry appointed by Indian Banks Association (IBA), appointed as Chairman of Governing Council of National Institute of Banking Studies & Corporate Management, elected member of Management Committee of IBA, Member of the Advisory Council of Bankers Training College (RBI) Mumbai, Chairman of IBA's Advisory Committee on NPA Management, CDR Mechanism, DRT, ARC etc., elected as a Fellow and Member of Governing Council of the Indian Institute of Banking & Finance, Mumbai, elected as Deputy Chairman of Indian Banks Association, Mumbai and recipient of Business Standard "Banker of the year" Award for 2004.

Apart from the Company, as on March 31, 2017, Mr. Narang holds directorship in Five (5) other Indian Public Limited Companies viz., Shivam Autotech Limited, VA Tech Wabag Limited, Karvy Stock Broking Limited, Karvy Financial Services Limited and SLR Metaliks Limited.

As on March 31, 2017, Mr. Narang holds 7,500 equity shares comprising of 0.00% of the paid up share capital in the Company.

3. **Mr. Ashok Kurien (DIN-00034035)**, is a non- executive director on the Board of your Company. Mr. Kurien has been in the business of building brands for over 35 years now, particularly in the fields of Media, Marketing and Communications, and now Menstrual Hygiene and Water Filters (without electricity) for the poor and marginalized. An early bird, Mr. Kurien has the keen eye of driving start-ups in emerging businesses, helping in guiding them to size and scale. These include Advertising, TV, Lottery, PR and dot coms, where he both, invested and mentored, creating resounding success stories. In his latest venture, Livinguard Technologies which is the World's First and Only Permanently Disinfecting Textile Technology, he has co-invented Saafkins, the ideal solution for the billion women who can't afford sanitary napkins and use 'rags', making it affordable and reusable.

Mr. Kurien is a founder-promoter of Zee Entertainment Enterprises Ltd., Playwin Lotteries (PPIL), Dish TV India Ltd. and India.com. He is also a founder partner of Hanmer & Partners Public Relations and Ambience Advertising and co-founder of Livinguard Technologies.

Apart from the Company, as on March 31, 2017, Mr. Kurien holds directorship in one (1) other Indian public limited company viz., Zee Entertainment Enterprises Ltd.

As on March 31, 2017, Mr. Kurien holds 1,174,150 equity shares, comprising of 0.11% of paid up capital of the Company.

4. **Mr. Arun Duggal (DIN-00024262)** is an independent non-executive member of the Board of your Company. Mr. Duggal is a mechanical engineer from Indian Institute of Technology, Delhi, and holds an MBA from the Indian Institute of Management, Ahmedabad (recipient of distinguished alumnus award). Mr. Duggal is a US national and resident of India.

Mr. Arun Duggal is Chairman of ICRA (a subsidiary of Moody's USA). He is also chairman of Mangalore Chemicals & Fertilisers Limited and International Asset Reconstruction Company. He is also on the

boards of directors of ITC Limited, Info Edge (Chairman Audit Committee), and Dr. Lal Path Labs Ltd. (chair N&R committee). Mr. Duggal has also been chairman and on the board of other companies in India and was on the board of directors of the companies in Korea, Australia, Singapore, London and South Africa.

Mr. Duggal had a 27 years career with Bank of America, mostly in the U.S., Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India from 1998 to 2001.

Apart from the Company, as on March 31, 2017, Mr. Duggal holds directorship in five (5) other Indian public limited companies viz., Info Edge (India) Ltd, ITC Limited, ICRA Limited, Dr. Lal Path Labs Limited and Mangalore Chemicals & Fertilisers Limited.

As on March 31, 2017, Mr. Duggal holds 7,500 equity shares comprising of 0.00% in the paid up share capital of the Company.

5. **Dr. Rashmi Aggarwal (DIN No-07181938)** is a non-executive Independent women director on the Board of the Company with effect from May 26, 2015. Dr. Aggarwal is bachelors of science, law graduate, masters' in law, and PhD (Patents Law) from law department, Punjab University, Chandigarh. She started her career as an advocate in the Punjab and Haryana High Court and Supreme Court of India before joining academics. Dr. Rashmi Aggarwal is presently associated with IMT Ghaziabad since 2007, in the area of economics, environment and policy as a professor of law. She is currently a faculty in the area of economics, environment and policy at IMT Ghaziabad and visiting faculty with IIMs and management institutes in France and Dubai. She was the chairperson for the 2 years PDGM Programme at IMT Ghaziabad. She was the Chairperson - 2 years PDGM Programme and core coordinator for the coveted AACSB accreditation at IMT Ghaziabad.

Dr. Aggarwal research domains are predominately in the area of Corporate laws, Corporate governance, Cybercrimes, Labour Laws and Intellectual Property Rights with more than 70 reputed publications to her credit, including books, international research publications, book chapters, book reviews and case studies. Dr Aggarwal has presented her research work in national and international conferences in India and abroad including USA, Japan, UK, Hong Kong, UAE and Italy. She has been a visiting professor at various IIM's and reputed institutes abroad like Toulouse Business School, France and S.P Jain Dubai. She has designed and delivered numerous executive training programmes both as a facilitator and Programme Director for In-company and Open Company and conducts workshops and training programmes for Higher Education accreditation.

Apart from the Company, as on March 31, 2017, Dr. Aggarwal holds directorship (Independent) in Two (2) other Indian Public Limited Companies viz., Zee Media Corporation Ltd. and Essel Finance VKC Forex Limited.

As on March 31, 2017 Dr. Rashmi Aggarwal does not hold any shares in the Company.

## BOARD COMMITTEES

Your Board has constituted Committees for smooth and efficient operation of day-to-day business of the Company. These Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. Each Committee of the Board is guided by and operates under the terms of reference, which has been framed in compliance with applicable laws defining the scope, powers and composition of the Committee. The minutes of the meetings of the Committees are placed before the Board.

### a) **Audit Committee**

#### **Composition**

In compliance with Section 177 of the Companies Act, 2013 read with rules made thereto and Regulation 18 of the Listing Regulations, the Audit Committee of the Board currently comprises of 3 (Three) members, all of



whom are Independent Directors, with Mr. B.D. Narang, Non-Executive Independent Director, as its Chairman. The details of current composition of the Audit Committee, is as detailed under:

| Name of the Director | Designation | Category    | Date of Appointment |
|----------------------|-------------|-------------|---------------------|
| Bhagwan Das Narang   | Chairman    | Independent | January 6, 2007     |
| Arun Duggal          | Member      | Independent | January 6, 2007     |
| Lakshmi Chand*       | Member      | Independent | October 1, 2012     |
| Rashmi Aggarwal**    | Member      | Independent | August 17, 2017     |

\* Ceased to be member with effect from August 17, 2017.

\*\* Appointed as member with effect from August 17, 2017.

#### Scope and Terms of Reference of Audit Committee

The role and powers of the Audit Committee is as set out in the Regulation 18 read with Schedule II part C of the Listing Regulations and Section 177 of the Companies Act, 2013 read with rules made thereto. The brief terms of reference of the Audit Committee *inter alia* include:

- Monitoring the end use of funds raised through public offers and related matters.
- The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
- The Audit Committee shall have authority to investigate into any matter within its scope / terms of reference or any matter referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
- Functioning of the Whistle Blower and Vigil Mechanism policy.
- Transaction proposed to be entered into by the Company with related parties and approve such transactions including any subsequent modifications thereto.
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor and Internal Auditor.
- To review the financial statements, in particular, the investments made by the unlisted subsidiary Company.

The Audit Committee also reviews the following information:

- Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors, if any;
- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws and compliance with requirements of Regulation 24 of the Listing Regulations. The Audit Committee also reviews operations of Subsidiary Companies viz., its financial statements, significant related party transactions and statement of investments.

### Audit Committee Meetings

In addition to the Audit Committee members, the Audit Committee meetings are attended by the Chairman and Managing Director, Chief Executive Officer, Chief Financial Officer, President – Business Development and Strategy, Company Secretary, Statutory Auditors and Internal Auditors of the Company. The Company Secretary acts as the Secretary of the Audit Committee.

During the year under review, the Audit Committee met at least once in each quarter and the maximum time gap between two Audit Committee meetings did not exceed the limit prescribed in Regulation 18 of the Listing Regulations.

The Audit Committee met Seven (7) times during the year under review i.e. on May 23, 2016, July 28, 2016, August 12, 2016, October 28, 2016, November 11, 2016, January 30, 2017 and March 24, 2017. The necessary quorum was present for all the meeting held during the year.

| Names of the Committee Members | Meeting Details      |          |            | Whether attended last AGM (Y/N) |
|--------------------------------|----------------------|----------|------------|---------------------------------|
|                                | No. of meetings held | Attended | % of Total |                                 |
| Bhagwan Das Narang             | 7                    | 5        | 71.43      | Y                               |
| Arun Duggal                    | 7                    | 5        | 71.43      | Y                               |
| Lakshmi Chand*                 | 7                    | 7        | 100        | Y                               |

\* Ceased to be member with effect from August 17, 2017

Mr. B D Narang, Chairman of the Audit Committee was present at the Twenty Eighth (28<sup>th</sup>) Annual General Meeting of the Company held on September 29, 2016.

### Internal Audit

Protiviti Advisory India Member LLP was the Internal auditor of the Company for the Financial Year 2016-17. The Board, at its meeting held on May 24, 2017, upon the recommendation of the Audit Committee, has re-appointed "Protiviti Advisory India Member LLP" as the Internal Auditor of the Company for the Financial Year 2017-18. The Company's system of internal controls covering CPE procurement & Commercial Review, RO Operations Review, Major Expenses Review, HR Audit, Revenue Performance, TRAI, Taxation etc., are reviewed by the Internal Auditors from time to time and presentations are made by them before the Audit Committee. The representative of Internal Auditors of the Company attends meetings of the Audit Committee on a regular basis and findings of internal audits are reported directly to the Audit Committee.

Your Company's Audit Committee *inter alia*, reviews the adequacy of internal audit function, the internal audit reports and reviews the internal financial control processes and systems. The Audit Committee is provided necessary assistance and information to render its function efficiently.

The Internal Auditor representative attends meetings of the Audit Committee on a regular basis and findings of internal audits are reported directly to the Audit Committee.

## b) Nomination and Remuneration Committee

### Composition

In compliance with Regulation 19 of Listing Regulations and Section 178 of the Companies Act, 2013 read with rules made thereto, 'Nomination and Remuneration Committee' of the Board comprised of (4) Four members, as on March 31, 2017, 3 (three) of whom are Independent Directors with Mr. B D Narang, Independent Director as its Chairman during the year. The Company Secretary acts as the Secretary of the Committee.

The details of current composition of the Nomination and Remuneration Committee, is as detailed under:

| Name of the Director | Designation | Category      | Date of the Appointment |
|----------------------|-------------|---------------|-------------------------|
| Bhagwan Das Narang   | Chairman    | Independent   | May 27, 2014            |
| Arun Duggal          | Member      | Independent   | May 27, 2014            |
| Ashok Kurien         | Member      | Non-Executive | May 27, 2014            |
| Lakshmi Chand*       | Member      | Independent   | May 27, 2014            |

\* Ceased to be member with effect from August 17, 2017.

### Terms of Reference

The brief terms of reference of the Nomination and Remuneration Committee *inter alia* include:

- 1) Formulation of guidelines for evaluation of candidature of individuals for nominating and/or appointing as a Director on the Board including but not limited to recommendation on the optimum size of the Board, age / gender / functional profile, qualification / experience, retirement age, number of terms one individual can serve as Director, suggested focus areas of involvement in the Company, process of determination for evaluation of skill sets, etc. and to devise a policy on Board diversity.
- 2) To identify persons who are qualified to be appointed as Key Managerial Personnel ('KMP') and in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment.
- 3) Formulation of the process for evaluation of functioning of the Board – individually and Collectively;
- 4) Recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees;
- 5) To approve Remuneration of Directors, KMP, Senior Management and Senior Employees (employees one level below KMP) and to approve promotion / increments / rewards / incentives for the said employees;
- 6) To note the information on appointment and removal of KMP and senior officers;
- 7) Decide and approve grant of Stock Options, including terms of grant etc. under the Company's Employee Stock Option Scheme

### Performance Evaluation Criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire Board with respect to various factors like personal traits which include business understanding, communication skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to management, deployment of knowledge and expertise, management of relationship with various stakeholders, independence of behavior and judgment, maintenance of confidentiality and contribute to corporate governance practice within the Company.

A formal evaluation of performance of the Board, its Committees, the Chairman and individual Directors was carried out in the year 2016-17, details of which are provided in the Board's Report.

### Remuneration Policy

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration Policy approved by the Nomination and Remuneration Committee of the Board has been included as a part of this Annual Report.

### Attendance at Nomination and Remuneration Committee Meetings

During the year under review, the Nomination & Remuneration Committee met (5) five times viz. May 23, 2016, July 28, 2016, October 28, 2016, January 30, 2017 and March 24, 2017.

| Names of the Committee Members | Meeting Details      |          |            |
|--------------------------------|----------------------|----------|------------|
|                                | No. of meetings held | Attended | % of Total |
| Bhagwan Das Narang             | 5                    | 4        | 80         |
| Arun Duggal                    | 5                    | 3        | 60         |
| Ashok Kurien                   | 5                    | 4        | 80         |
| Lakshmi Chand*                 | 5                    | 5        | 100        |

\* Ceased to be member with effect from August 17, 2017.

In addition to the Nomination & Remuneration Committee members, the Meetings of the Committee are attended by the Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and President – Business Development and Strategy of the Company.

### Remuneration paid to Executive Directors

Your Board currently comprises of one Executive Director viz. Mr. Jawahar Lal Goel, Chairman & Managing Director.

The details of remuneration paid to Mr. Jawahar Lal Goel, Chairman & Managing Director of the Company during the year ended March 31, 2017 is as below:

| Particulars of Remuneration             | ₹ In Lakhs    |
|---|---------------|
| Gross salary (As per Income tax act):   |               |
| Salary                                  | 206.00        |
| Perquisites                             | 0.00          |
| Others (Contribution to Provident Fund) | 12.62         |
| <b>Total</b>                            | <b>218.62</b> |

Mr. Jawahar Lal Goel, Managing Director of the Company has been re-appointed with effect from January 6, 2016 for period of 3 years in terms of special resolution passed by the shareholders with requisite majority on September 29, 2015, and the said appointment has been approved by Ministry of Corporate Affairs ("MCA"), Government of India, as per applicable provisions of the Companies Act, 2013. The MCA, vide its approval letter no. C68324631/2015 – CL – VII dated February 18, 2016, has approved the re – appointment of Mr. Goel for a period of three years with effect from January 6, 2016, at a remuneration of ₹ 1,03,50,000/- for the period from January 06, 2016 to January 05, 2017, ₹ 1,19,03,000 for the period from January 06, 2017 to January 05, 2018 and ₹ 1,36,88,000 for the period from January 06, 2018 to January 05, 2019. Further, the Nomination and Remuneration Committee at their meeting held on October 28, 2016, considering the Industry trend, area expertise and profitability of the Company in the Financial Year 2015-16, approved the revision in remuneration of Mr. Jawahar Lal Goel from ₹ 1.03 Cr per annum to ₹ 4 Cr per annum with effect from November 1, 2016.

### Remuneration to Non-Executive Directors

During the Financial Year 2016-17, the Non-Executive Directors were paid sitting fee of ₹ 30,000 for attending each meeting of the Board of Directors and Audit Committee and ₹ 20,000 for attending each Committee meeting other than Audit Committee.

Particulars of Sitting Fee paid to Non-Executive Directors of the Company for Financial Year 2016-17 are as under:

|                                |  | (₹ in Lakhs) |
|--------------------------------|--|--------------|
| Name of Directors              |  | Sitting Fees |
| <b>Independent Directors</b>   |  |              |
| Mr. Arun Duggal                |  | 4.30         |
| Mr. Bhagwan Das Narang         |  | 4.20         |
| Mr. Eric Louis Zinterhofer*    |  | 0.00         |
| Mr. Lakshmi Chand**            |  | 5.60         |
| Dr. Rashmi Aggarwal            |  | 2.50         |
| <b>Total</b>                   |  | <b>16.60</b> |
| <b>Non-Executive Directors</b> |  |              |
| Mr. Ashok Kurein               |  | 2.90         |
| <b>Grand Total</b>             |  | <b>19.50</b> |

\* Resigned with effect from March 24, 2017

\*\* Resigned with effect from August 17, 2017

At the Board Meeting held on August 28, 2008, Four Non-Executive Independent Directors were granted 7,500 Stock Options each (convertible into equivalent number of Equity Shares of ₹ 1 each of the Company) at an exercise price equivalent to Market Price as on the date of grant of Option i.e. ₹ 37.55 per Stock Option, in terms of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as applicable at that time. During the year under review, no new stock options have been granted to the Non-Executive Independent Directors under ESOP - 2007 Scheme of the Company neither any Director has exercised any Stock Options, in terms of the applicable provisions.

As on March 31, 2017, the Non-Executive Directors of your Company held the following shares in the Company:

| Name of the Non-Executive / Independent Directors | No. of Shares held |
|---|--------------------|
| Bhagwan Das Narang                                | 7,500              |
| Arun Duggal                                       | 7,500              |
| Ashok Kurien                                      | 1,174,150          |

During FY 2016-17, the Company did not advance any loan to any of its Directors. Further, there are no pecuniary relationships or transactions between the Independent Directors and the Company or its Directors, Senior Management, Subsidiary or Associate, other than in normal course of business, other than the sitting fees paid to Directors for attending the meetings of the Board and its Committees.

#### c) Stakeholders Relationship Committee

##### Composition

In compliance with Section 178 of the Companies Act, 2013 read with rules made thereto and Regulation 20 of the Listing Regulations the 'Stakeholders Relationship Committee' of the Company comprises of Mr. Ashok Kurien, Non-Executive Director as its Chairman and Mr. Jawahar Lal Goel, Managing Director as its Member. The Company Secretary, acts as the Secretary of the Committee.

##### Terms of Reference

The brief terms of reference of the Stakeholders Relationship Committee *inter alia* include:

- To approve transfer of shares;
- To specifically look into the redressal of grievances of shareholders, investors, debenture holders and other security holders;

- c) To provide adequate and timely information to shareholders;
- d) To consider and resolve the grievances of security holders of the company, including complaints related to transfer of shares, issue of Duplicate Share certificates, non-receipt of balance sheet, non-receipt of declared dividends and other shares related matters.

The Committee has delegated the power of approving requests for transfer, transmission, re-materialization and de-materialization etc. of shares of the Company to the executives of the Company.

#### Meeting and Attendance during the year

During the year under review, Stakeholders Relationship Committee met (2) two times i.e. on July 28, 2016 and January 30, 2017. The meetings were attended by all the members of the Committee.

Details of number of Complaints received and resolved/replied during the year ended March 31, 2017, are as under:

| Nature of Correspondence            | Received | Replied/Resolved | Pending    |
|-------------------------------------|----------|------------------|------------|
| Non-receipt of Shares               | 3        | 3                | -          |
| Non-receipt of Annual report        | 2        | 2                | -          |
| Non-receipt of Dividend Payment     | 1        | 1                | -          |
| Non-Receipt of fractional payment   | 0        | 0                | -          |
| Non-receipt of call payment confirm | 0        | 0                | -          |
| Complaint lodged with SEBI          | 0        | 0                | -          |
| Complaint lodged with ROC           | 0        | 0                | -          |
| Complaint lodged with NSE/BSE       | 2        | 2                | -          |
| <b>Total</b>                        | <b>8</b> | <b>8</b>         | <b>Nil</b> |

#### d) Meeting of Independent Directors

In compliance with the requirements of Regulation 25 of the Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on March 24, 2017 to review performance of the Chairman & Managing Director and other Non-Independent Director, evaluate performance of the Board and review flow of information between the management and the Board. The meeting was attended by all the Independent Directors except Mr. Eric Louis Zinterhofer and Mr. B D Narang.

#### OTHER BOARD COMMITTEES

In addition to the above committees, your Board has constituted the following Committees:

1. **Corporate Social Responsibility Committee** comprises of Mr. B. D. Narang Independent Director as its chairman, Mr. Jawahar Lal Goel, Managing Director and Mr. Arun Duggal, Dr. Rashmi Aggarwal, Independent Directors and Mr. Ashok Mathai Kurien Non-Executive Director as its members. The Committee has formulated and recommended to the board, a CSR policy indicating the activity or activities to be undertaken by the Company as per applicable provisions of Section 135 read with Schedule VII of the Companies Act, 2013 and rules made thereto. During the period under review, the Corporate Social Responsibility Committee met on October 28, 2016 (attended by Mr. B D Narang, Mr. Jawahar Lal Goel, Mr. Arun Duggal) and January 30, 2017 (attended by Mr. B D Narang, Mr. Jawahar Lal Goel, Dr. Rashmi Aggarwal and Mr. Ashok Kurien).
2. **Finance Committee** comprises of Mr. Jawahar Lal Goel, Managing Director, Mr. Arun Duggal, Non-Executive Independent Director and Mr. Ashok Mathai Kurien, Non-Executive Director as members. The Committee facilitate monitoring and expediting fund raising process of the Company, from time to time. The Finance Committee, upon reference from the Board, considers and approves financing facilities offered and/or sanctioned to the Company by Banks and/or Indian Financial Institutions. The Company Secretary acts as Secretary to the Committee.



3. **Corporate Management Committee** comprising of Managing Director, CEO, CFO and President – Business Development & Strategy, to review, approve and/or grant authorities for managing day-to-day affairs of the Company within the limits delegated by the Board. The Company Secretary acts as Secretary to the Committee.
4. **Cost Evaluation and Rationalization Committee**, upon reference from the Board, evaluates various options to rationalize the cost and work out the ways to increase the productivity / enhance the Average Return. Cost Evaluation & Rationalization Committee comprises of senior executives including the Managing Director as its member.

The Board has provided for detailed guidelines on constitution, quorum, scope and procedures to be followed by these Committees in discharging their respective functions. Minutes of the proceedings of Committee meetings are circulated to the Board members and are placed for record by the Board at its subsequent Meeting.

#### **SUBSIDIARY COMPANIES' MONITORING FRAMEWORK**

The Company's subsidiary Companies viz., Dish TV Lanka (Private) Limited and Dish Infra Services Private Limited are managed by a well constituted Board, which provide direction and manages the Companies in the best interest of their stakeholders. The Company has one material unlisted Indian wholly owned subsidiary viz. Dish Infra Services Private Limited. The Company has nominated Mr. Lakshmi Chand, an Independent Director of the Company on the Board of Dish Infra Services Private Limited. Post the financial year under review, Mr. Lakshmi Chand has resigned from the Board, post which Dr. Rashmi Aggarwal has been nominated by the Board of your Company as an Independent Director on the Board of Dish Infra Services Private Limited with effect from August 17, 2017. The Company monitors the performance of subsidiary companies, *inter alia*, by:

- a) Reviewing the Financial Statements, in particular investments made by the Unlisted Subsidiary Company(ies), on quarterly basis by its Audit Committee.
- b) Taking note of the minutes of the Board Meeting of Unlisted Subsidiary Company(ies) at its Board meeting.
- c) Taking on record / reviewing significant transactions and arrangements entered into by the Unlisted Subsidiary Company(ies).

#### **RELATIONSHIP BETWEEN DIRECTORS INTER-SE**

None of the Directors are, in any way related to each other.

#### **POLICIES**

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detailed herein:

##### **Whistle Blower and Vigil Mechanism Policy**

As per Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the Employees and Directors to raise and report concerns about unethical behavior, actual or suspected fraud of any Director and/or Employee of the Company or any violation of the Code of Conduct. This Policy is also available on the Company's website and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>. Further during the year under review, no case was reported under the Vigil Mechanism. No person was denied access to the Audit Committee.

##### **Code of Conduct**

The Company has adopted a Code of Conduct for the Members of the Board and Senior Management. All the Directors and senior functionaries, as defined in the Code, provide their annual confirmation of compliance with the Code. Copy of the Code is also available on the Company's website and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

The role and responsibilities of Independent Directors (including Code of Conduct) as prescribed in Schedule IV of the Companies Act, 2013 and/or prescribed in Listing Regulations forms part of the appointment letters issued to Independent Directors.

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below:

**Declaration**

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the 'Code of Conduct for Members of the Board and Senior Management' of the Company for the Financial Year ended March 31, 2017.

**Anil Kumar Dua**  
**Chief Executive Officer**

Noida, August 17, 2017

**Related Party Transaction Policy**

In compliance with the requirements of Regulation 23 of the Listing Regulations, the Board of Directors of the Company has approved a Related Party Transaction Policy, which is in compliance with all the applicable provisions of law including the provisions of the Companies Act, 2013. The said Related Party Transaction Policy is also available on the Company's website and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

**Policy for determining Material Subsidiaries**

In compliance with the requirements of Regulation 16 (c) of the Listing Regulations, the Board of Directors of the Company has approved a Policy for determining Material Subsidiaries. The said policy determine material subsidiaries of the Company and provide a governance framework for them. The said Policy is also available on the Company's website and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

**Policies and Code as per SEBI Insider Trading Regulations**

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations – which regulates and monitors trading by Insiders and reporting thereof.; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information – which lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company.

Mr. Ranjit Singh, Company Secretary and Compliance Officer of the Company is Compliance officer for the purposes of Insider Trading Code, while Mr. Rajeev K Dalmia, Chief Financial Officer of the Company has been appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure policy. The said code and Policy is also available on the Company's website and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

**Familiarization Program for Independent Directors**

Independent Directors of the Company have been familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programs at the time of their appointment as Directors. To familiarize the Directors with strategy, operations and functions of the Company, the senior managerial personnel make presentations about Company's strategy, operations, product offering, market, technology, facilities and risk management. The Board including all Independent Directors are provided with relevant documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices from time to time besides regular briefing by the members of the Senior Management Team. Also the Board including all Independent Directors were given a detailed presentation on March 24, 2017 by J. Sagar Associates on various aspects of Companies Act, 2013, Listing Regulations including Roles and Duties of Directors, Procedural Aspects & provisions relating to merger, Insider Trading Regulations etc.

The said details of the Familiarization Program is also available on the Company's website and is accessible at <https://www.dishtv.in/Pages/Investor/Corporate-Governance.aspx>.

### Foreign Exchange Risk and Hedging Activities

Some of the Company's transactions are in foreign currency and due to fluctuations in foreign exchange prices, it is subject to foreign exchange risks. The Company has in place a risk management framework for identification and monitoring and mitigation of foreign exchange risks. The company has entered into foreign exchange forward, option and futures contracts to manage its exposure to exchange rate fluctuations, in accordance with its risk management policies. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management policy.

Moreover, the foreign exchange exposure is also reviewed by the Audit committee of the Board of Directors of the Company for optimization and risk mitigation.

### Other Policies

Apart from the above policies, the Board has in accordance with the requirements of Companies Act, 2013 and Listing Regulations, approved and adopted Remuneration Policy, Material Events Determination and Disclosure Policy, Document Preservation Policy and Corporate Social Responsibility Policy. The required policies can be viewed on Company's Website at [www.dishtv.in](http://www.dishtv.in)

### MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management Discussion and Analysis is provided separately as a part of this Annual Report.

### DISCLOSURE REGARDING APPOINTMENT / RE-APPOINTMENT OF DIRECTORS

The members, at the ensuing Annual General Meeting, shall be considering the re-appointment of Mr. Bhagwan Das Narang and Mr. Arun Duggal, for a second term to hold office for a term of 5 (Five) years from the date of the Twenty Ninth (29<sup>th</sup>) Annual General Meeting upto the date of Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Company to be held in the calendar year 2022 as Independent Directors of the Company. Further, Mr. Ashok Kurien, Non-Executive Director, who is retiring by rotation at the ensuing Annual General Meeting shall also be considered for re-appointment by the members. The detailed profile of the Directors have been provided in this report.

### AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Statutory Auditors' Certificate confirming compliance with conditions of Corporate Governance as stipulated in Listing Regulations is annexed in this Annual Report.

### CEO / CFO CERTIFICATION

In terms of the provisions of Regulation 33 of Listing Regulations, the certification on the financial statements of the Company, as certified by the Chief Executive Officer and Chief Financial Officer of your Company is annexed in this Annual Report.

### GENERAL MEETINGS

The Twenty Ninth (29<sup>th</sup>) Annual General Meeting of your Company for the Financial Year 2016-17 will be held at 11:00 AM on Thursday, the 28<sup>th</sup> day of September, 2017 at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Details of Annual General Meetings held during last 3 years are as follows:

| Financial year Ended | Day, Date & Time                       | Venue  | Special Resolution Passed |
|----------------------|--|--|---------------------------|
| March 31, 2016       | Thursday, September 29, 2016, 11:30 AM | Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S. Colony Delhi Cantt - 110 010 | None                      |

| Financial year Ended | Day, Date & Time                      | Venue  | Special Resolution Passed   |
|----------------------|---------------------------------------|--|---|
| March 31, 2015       | Tuesday, September 29, 2015, 11:30 AM | Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S.Colony Delhi Cantt – 110 010  | <ul style="list-style-type: none"> <li>• Re-appointment of Mr. Jawahar Lal Goel as the Managing Director of the Company</li> <li>• Revision in terms of appointment including Remuneration of Mr. Gaurav Goel, EVP-Business development &amp; Strategy</li> </ul> |
| March 31, 2014       | Monday, September 29, 2014, 11:30 AM  | Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S. Colony Delhi Cantt – 110 010 | None  |

None of the resolutions proposed at the ensuing Annual General Meeting needs to be passed by Postal Ballot in terms of Section 110 of the Companies Act, 2013, read with Rules made thereunder.

## POSTAL BALLOT

### Resolutions passed by Postal Ballot:

During the year under review, your Company sought the approval of the Shareholders through the Postal Ballot Mechanism for the below mentioned resolutions proposed by the Company *vide* Postal Ballot Notice dated August 12, 2016. The postal ballot was conducted in terms of the procedure provided under Section 110 of Companies Act, 2013 read with Rules made thereunder, as amended from time to time. The results on the voting conducted through Postal Ballot process were declared on September 22, 2016. The Resolutions passed through postal ballot and the voting pattern (Postal Ballot and E-Voting) of each such resolution is mentioned hereunder:

| Resolutions passed on September 19, 2016 and Voting Pattern thereof |  |            |         |
|---|--|------------|---------|
| S. No.  | Particulars of Resolution  | % of Votes |         |
|   |  | In favour  | Against |
| 1.  | Special Resolution for Reduction of Capital (Securities Premium Account)   | 99.4747    | 0.5253  |
| 2.  | Special Resolution for Shifting of Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra, Mumbai | 99.9991    | 0.0009  |

The result of the above mentioned postal ballot was declared on September 22, 2016, and the same were published in "Business Standard" (English all edition) and "Business Standard" (Hindi Delhi edition) on September 23, 2016.

Further, the Company had also sought the approval of its members after the close of Financial year, through Postal Ballot Mechanism for the below mentioned Special Resolution in terms of the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench *vide* Postal Ballot Notice dated April 3, 2017. The Resolution passed through postal ballot and the voting pattern (Postal Ballot, Physical Voting by Poll at the venue of the meeting and E-Voting) of the resolution is mentioned hereunder:

| Resolutions passed on May 12, 2017 and Voting Pattern thereof |   |            |           |
|---|---|------------|-----------|
| S. No.  | Particulars of Resolution   | % of Votes |           |
|   |   | In favour  | In favour |
| 1.  | Approval for the Scheme of Arrangement among Videocon D2h Limited and Dish TV India Limited and their respective shareholders and creditors pursuant to Sections 230 to 232 of the Companies Act, 2013 and the Hon'ble National Company Law Tribunal, Mumbai Bench Order dated March 22, 2017 | 99.9988    | 0.0012    |

The result of the above mentioned resolution was declared on May 12, 2017, and the same were published in "Free Press Journal" and "Navshakti", Mumbai edition on May 14, 2017.

#### **Resolutions proposed to be passed by Postal Ballot:**

The Company is in the process to seek approval of its Shareholders through the Postal Ballot Mechanism for the below mentioned Special Resolution proposed by the Company *vide* Postal Ballot Notice dated August 17, 2017

| S. Particulars of Resolution<br>No.   |
|---|
| 1. Special Resolution for Sale / Transfer of the Company's Non-Core Business undertaking of Infra Support Services (including set top boxes, dish antenna etc., and related services) to Dish Infra Services Private Limited, a Wholly owned Subsidiary of the Company, on a going concern basis, as per postal Ballot Notice of the Company dated August 17, 2017 read with Explanatory Statement thereto. |

The Company shall also provide facility of E-Voting to its members for the proposed Postal Ballot.

#### **Procedure followed for Postal Ballot:**

The procedure prescribed under Section 110 of the Companies Act, 2013, read with Rules made thereunder was adopted for the Postal Ballot.

In compliance with aforesaid provisions, your Company offered E-Voting facility as an alternate/option, for voting by the Shareholders, in addition to the option of physical voting, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Each Shareholder/Member had to opt for exercising only one mode for voting i.e. either by Physical Ballot or by e-voting. In case of Shareholder(s)/Member(s) who casted their vote *via* both modes i.e. Physical Ballot as well as E-Voting, voting done through a valid Physical Postal Ballot Form was treated as prevailing over the E-Voting of that Shareholder/Member.

#### **DISCLOSURES:**

##### **(a) Basis of Related Party Transactions**

During the Financial year 2016-17 there were no material related party transactions i.e. transactions material in nature, between the Company and the Related Parties including its Promoters, Directors or Key Managerial Personnel or their relatives etc., having any potential conflict with interests of the Company at large. Further, there were no related party transactions which were not on arm's length and / or not in the ordinary course of business. Pursuant to the applicable provisions and the provision of the Related Party Transaction Policy of the Company, all the relevant details of the Related Party Transactions are placed before the Audit Committee and the Board on Quarterly and Annual Basis.

##### **(b) Risk Management**

Your Company has put in place procedures and guidelines to inform the Board members about the risk assessment and minimization procedures. Such procedures are periodically reviewed in light of industry dynamics to ensure that executive management controls risk through means of a properly defined framework.

The Company has in place a risk management policy and the same is periodically reviewed by the Board of Directors. The Risk Management and Internal Control is discussed in detail in the Management Discussion and Analysis that forms part of this Annual Report.

##### **(c) Proceeds from public issues, rights issues, preferential issues etc.**

As per the disclosure requirements of Regulation 32 of Listing Regulations, the utilization of Rights Issue proceeds is placed before the Board and Audit Committee on quarterly and annual basis. The utilization of Right Issue proceeds is duly certified by the Statutory Auditors on half yearly basis and Annual basis. The Sixteenth (16<sup>th</sup>) Monitoring Report issued by the Monitoring Agency for the period from July 2016 to December 2016, containing the report on the revised manner of utilization of Right Issue proceeds, as approved by the Board, was placed before the Audit Committee and the Board and the same was recorded by the Committee and the Board at their respective meetings and necessary compliance in this regard have been carried out.

Similarly, the utilization of proceeds arising out of Global Depository Receipts proceeds are also placed before the Audit Committee and Board on quarterly and annual basis.

**(d) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority**

There has not been any non-compliance by the Company and no penalties or strictures have been imposed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.

**(e) Whistle Blower policy (Vigil Mechanism)**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has laid down a Whistle Blower Policy and the employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee. In terms of the said policy, no personnel has been denied access to the Audit Committee of the Board.

**COMPLIANCE WITH NON-MANDATORY REQUIREMENTS**

The Company has complied with all mandatory requirements of Listing Regulations. In addition to the above, the Company has also complied with the following non-mandatory requirements of Listing Regulations as detailed hereunder:

1. **Audit Qualification** - The financial statements of the Company are unqualified.
2. **Reporting of Internal Auditor** - The Internal Auditor reports directly to the Audit Committee and make comprehensive presentations at the Audit Committee meeting on the Internal Audit Report.

**MEANS OF COMMUNICATION**

**Quarterly and Annual Financial Results:** Pursuant to Regulation 33 of the Listing Regulations, the Company furnishes the quarterly un-audited as well as annual audited Financial Results through online filings, to the Stock exchanges where the equity shares of the Company are listed i.e. BSE & NSE. Such information has also been simultaneously displayed in the 'Investor Information' section on the Company's corporate website i.e. [www.dishtv.in](http://www.dishtv.in).

Quarterly and Annual financial results including other statutory information are published in an English daily viz. 'Business Standard' and in a vernacular language newspaper viz. 'Business Standard' / 'Navshakti'.

**Presentations to Institutional Investors / Analysts:** Official press releases and presentations made to institutional investors or to the analysts are displayed on Company's corporate website, [www.dishtv.in](http://www.dishtv.in).

**Website:** Pursuant to Regulation 46 of the Listing Regulations, the Company's website [www.dishtv.in](http://www.dishtv.in) contains a dedicated functional segment called 'Investor Information' where all the information needed by shareholders is available including information on Directors, Shareholding Pattern, Quarterly Reports, Financial Results, Annual Reports, Press Releases and various policies of the Company.

**Annual Report:** Annual Report is circulated to Members, Directors, Auditors, etc. The Annual Report is also available on the website of the Company for download. Further, the Management Discussion and Analysis (MDA) Report, highlighting operations, business performance, financial and other important aspects of the Company's functioning, forms an integral part of the Annual Report.

**Chairman's Speech:** The Chairman's Speech forms part of the Annual Report and is also placed on the Company's website at [www.dishtv.in](http://www.dishtv.in)

**Investor Conference Calls:** Every quarter, post the announcement of financial results, conference calls are held with Institutional Investors and Analysts. These calls are addressed by the Chairman & Managing Director, CEO, CFO and VP – Finance and Investor Relations. Transcripts of the calls are also posted on the website of the Company.

**NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre:** Your Company regularly uploads all the information related to its financial results, periodical filings like shareholding pattern, corporate governance report and other communications on the online portal NEAPS (National Electronic Application Processing System), a web based filing system designed by the National Stock Exchange (NSE) and BSE's Listing Centre, a web based application designated for corporate by BSE Limited.

**GENERAL SHAREHOLDER INFORMATION**

The necessary information is provided in Shareholders' Information Section of this Annual Report.

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

### To the Members of Dish TV India Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 01-August-2017
2. We have examined the compliance of conditions of corporate governance by Dish TV India Limited ('the Company') for the year ended on 31 March 2017, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

#### Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

#### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion / Qualified opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2017.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

#### Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **Walker Chandiok & Co. LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

per **Sumit Mahajan**

Partner

Membership No.: 504822

**Place:** Noida

**Date:** August 17, 2017



## SHAREHOLDERS' INFORMATION

This section *inter alia* provides information pertaining to the Company, its shareholding pattern, means of dissemination of information, share price movements and such other information in terms of Listing Regulations relating to Corporate Governance.

### A. Annual General Meeting

|                                    |   |
|------------------------------------|---|
| Date & Day                         | : Thursday, September 28, 2017  |
| Venue                              | : The Hall of Culture, Nehru Centre Dr. Annie Besant Road, Worli, Mumbai - 400018   |
| Time                               | : 11:00 AM  |
| Last date of receipt of Proxy Form | : Tuesday, September 26, 2017   |
| Book Closure                       | : Monday, September 25, 2017 to Wednesday, September 27, 2017 (both days inclusive) |

### B. Financial Year : 2016-17

### C. Financial Calendar

| For the Financial Year 2016-17                        | Results were announced on: |
|---|----------------------------|
| First quarter ended June 30, 2016                     | Thursday, July 28, 2016    |
| Second quarter and half year ended September 30, 2016 | Friday, October 28, 2016   |
| Third quarter and nine months ended December 31, 2016 | Monday, January 30, 2017   |
| Fourth quarter and year ended March 31, 2017          | Wednesday, May 24, 2017    |

### D. Registered Office:

18<sup>th</sup> Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400 013

Tel: 022-28726877, Fax: 022-28726876, Website: www.dishtv.in

Email: investor@dishtv.in, CIN: L51909MH1988PLC287553

### E. Address for Correspondence:

FC - 19, Sector 16A, Noida - 201 301 U.P., India

Tel: + 91 -120-2467000, Fax: +91-120-4357078

Email: investor@dishtv.in, CIN: L51909MH1988PLC287553

**Investor Relation Officer:** Mr. Ranjit Srivastava - Dy. Company Secretary  
Dish TV India Limited, FC-19, Sector 16A, Noida - 201 301, U.P., India  
Tel: + 91 -120-2467000, Fax: +91-120-4357078  
Email: investor@dishtv.in, CIN: L51909MH1988PLC287553

**Exclusive E-Mail ID for Investor Grievances:** The Company has designated the following e-mail id for communicating investors' grievances: investor@dishtv.in

### F. Listing details of Equity Shares:

The Equity Shares are at present listed at the following Stock Exchanges:

| Name of the Stock Exchanges  | Stock Code / Symbol (Fully Paid Shares) |
|--|---|
| National Stock Exchange of India Limited (NSE)<br>Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 | DISHTV                                  |
| BSE Limited (BSE)<br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001   | 532839                                  |

ISIN at NSDL / CDSL: INE 836 F 01026 (Equity shares of ₹ 1 each, fully paid up)

#### G. GDRs Details

During the Financial Year 2009-10, Global Depository Receipt (GDR) Offer of the Company for 117,035 GDRs opened for subscription at a price of US \$ 854.50 per GDR. Each GDR represent 1000 fully paid equity shares. Upon subscription of the GDR, the Company issued and allotted 117,035,000 fully paid equity shares of ₹ 1 each underlying Global Depository Receipts ("GDRs") on November 30, 2009. 117,035 Global Depository Receipts have been listed on the Euro MTF market on December 1, 2009. As on March 31, 2016, the entire Global Depository receipts has been cancelled and accordingly there is no outstanding GDRs of the Company as on date.

The detail of the GDRs and listing thereof as on March 31, 2017 is as under:

|                                 |  |
|---------------------------------|--|
| <b>Listed at</b>                | Societe DE LA Bourse De Luxembourg<br>Société Anonyme,<br>11, Av De La Porte – Neuve,<br>L-2227, Luxembourg  |
| <b>Overseas Depository</b>      | Deutsche Bank Trust Company Americas<br>Trust & Securities Services<br>Global Equity Services - Depository Receipts<br>60 Wall Street, MS NYC60-2727<br>New York, NY 10005 |
| <b>Domestic Custodian</b>       | ICICI Bank Ltd.<br>Securities Markets Services<br>Empire Complex, 1st Floor, 414, Senapati Bapat Marg, Lower<br>Parel, Mumbai - 400 013, India                             |
| <b>ISIN Code / Trading Code</b> | US25471A1043   |
| <b>Common Code</b>              | 045051439  |

#### H. Corporate Identity Number (CIN) : L51909MH1988PLC287553

#### I. Registrar & Share Transfer Agent:

Shareholders may correspond with the Registrar & Share Transfer Agent at the following address for all matters related to transfer/dematerialization of shares and any other query relating to Equity shares of your Company:

**Link Intime India Private Limited**

**Unit: Dish TV India Limited**

C-101, 247 Park, L.B.S. Marg,

Vikhroli West, Mumbai- 400 083

Tel: 022 49186000 Fax : 022 49186060

E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

#### J. Listing Fee:

Company has paid the Annual Listing fees for the Financial Year 2017-18 to the stock exchanges where the shares of the Company are listed (viz. NSE & BSE). The Company had also paid the Annual Maintenance Fee for the Year 2017 to the Luxembourg Stock Exchange where the GDRs of the Company are listed.

#### K. Custodial Fees to Depositories:

The Company has paid custodial fees for the year 2017-18 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories of the Company.

#### L. PAN & Change of Address

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding equity shares in physical form are

requested to submit their PAN, notify the change of address, if any, including e-mail address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above. Members holding equity shares in dematerialized form can submit their PAN, notify the change of address including e-mail address/dividend mandate, if any to their respective Depository Participant (DP).

#### **M. Service of Documents Through E-mail**

Your Company will be sending the Notice and Annual Report for the Financial Year 2016-17 in electronic form to the members whose e-mail address have been made available to the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report for the Financial Year 2016-17 will be sent in the permitted mode.

Members holding shares in electronic form but who have not registered their e-mail address (including those who wish to change their already registered e-mail id) with their DP and members holding shares in physical form are requested to register their e-mail address with their DP / Company, as the case may be.

Members who have registered their e-mail address with their DP/the Company but wish to receive the said documents in physical form are requested to write to the Company at investor@dishtv.in duly quoting their DP ID and Client ID / Folio No., as the case may be, to enable the Company to record their decision.

#### **N. E-Voting Facility**

In compliance with Section 108 of the Companies Act, 2013 and Regulation 44 of the Listing Regulations, your Company is providing e-voting facility to all members to enable them cast their votes electronically on all resolutions set forth in the Notice of Annual General Meeting, using the e-voting platform of NSDL. The instructions for E-Voting have been provided in the Notice of Annual General Meeting.

#### **O. Shareholders' Correspondence/Complaint Resolution**

We promptly reply to all communications received from the shareholders. All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given above or the Company. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relation Officer at the address given above.

**SCORES' (SEBI Complaints Redress System):** The Investors' complaints are also being resolved by your Company through the Centralized Web Base Complaint Redressal System 'SCORES' (SEBI Complaints Redress System) initiated by Securities and Exchange Board of India (SEBI). The salient features of SCORES are availability of centralized data base of the complaints, uploading online Action Taken Reports (ATRs) by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

#### **P. Share Transfer System**

Equity Shares sent for physical transfer or for dematerialization are registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents. Shares under objection are returned within two weeks.

SEBI vide its circular no. MRD/DoP/Cir-05/2009 dated May 20, 2009 clarified that for securities market transactions and off-market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/RTAs for registration of such transfer of shares. The Company and its RTA is complying with the aforesaid provisions.

As per the requirement in Regulation 7(3) of the Listing Regulations, certificate on half yearly basis confirming due compliance of share transfer formalities by the Company, as received from the Practicing Company Secretary was submitted to the Stock Exchanges within stipulated time.

Pursuant to Regulation 13(2) of the SEBI Listing Regulations, a statement on the pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.

Reconciliation of Share Capital Audits were also carried out by the practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL. The reports for the same were submitted to BSE and NSE. The audit confirms that the total issued / paid up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

Pursuant to Regulation 61(4) read together with Regulation 40(9) of the SEBI Listing Regulations, a Company Secretary-in-Practice certificate is filed with the stock exchanges within one month from the end of each half of the financial year, certifying that all certificates are issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies

#### Q. Unclaimed Shares

Details in respect of the physical shares, which were issued by the Company from time to time, and lying in the suspense account, is as under:

| Description  | No. of shareholders | No. of Equity Shares |
|--|---------------------|----------------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2016            | 121                 | 64,091               |
| Fresh undelivered cases during the financial year 2016-17  | 1                   | 106                  |
| Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2017 | 1                   | 575                  |
| Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2017               | 1                   | 575                  |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2017     | 121                 | 63622                |

The voting rights on the shares outstanding in the suspense account as on March 31, 2017 shall remain frozen till the rightful owner of such shares claims the shares. In compliance with the said requirements, these shares will be transferred into one folio in the name of 'Unclaimed Suspense Account' in due course.

#### R. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on Board and General meetings. The Company has complied with all the applicable provisions of the secretarial standards.

#### S. Investor Safeguards:

In order to serve you better and enable you to avoid risks while dealing in securities, you are requested to follow the general safeguards as detailed hereunder:

- **Demat your Shares**

Members are requested to convert their physical holding to demat / electronic form through any of the nearest Depository Participants (DPs) to avoid the hassles involved in the physical shares such as possibility of loss, mutilation etc., and also to ensure safe and speedy transaction in securities.

- **Consolidate your multiple folios**

Members are requested to consolidate their shareholding held under multiple folios to save them from the burden of receiving multiple communications.

- **Register Nomination**

To help your successors get the share transmitted in their favor, please register your nomination. Member(s) desirous of availing this facility may submit nomination in Form SH-13. Member(s) holding shares in dematerialized form are requested to register their nominations directly with their respective DPs.

- **Prevention of frauds**

We urge you to exercise due diligence and notify us of any change in address / stay in abroad or demise of any shareholder as soon as possible. Do not leave your demat account dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.

- **Confidentiality of Security Details**

Do not disclose your Folio No. / DP ID / Client ID to an unknown person. Do not hand-over signed blank transfer deeds / delivery instruction slip to any unknown person.

#### **T. Dematerialization of Equity Shares & Liquidity**

To facilitate trading in demat form, there are two Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreements with both these Depositories. The Shareholders can open account with any of the Depository Participant registered with any of these two Depositories.

As on March 31, 2017, 99.96% of the equity shares of the Company are in the dematerialized form. Entire Shareholding of the Promoter's in the Company are held in dematerialized form. The equity shares of the Company are frequently traded at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

#### **U. Stock Market Data Relating to Shares Listed in India**

- a) The monthly high and low prices and volumes of Company's shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the period April 2016 to March 2017 are as under:

##### **Fully Paid Shares**

| Month          | NSE            |               |                               | BSE            |               |                               |
|----------------|----------------|---------------|-------------------------------|----------------|---------------|-------------------------------|
|                | High<br>(In ₹) | Low<br>(In ₹) | Volume<br>of Shares<br>Traded | High<br>(In ₹) | Low<br>(In ₹) | Volume<br>of Shares<br>Traded |
| April 2016     | 92.85          | 83.50         | 72,126,032                    | 92.92          | 83.55         | 5,965,038                     |
| May 2016       | 98.70          | 80.05         | 126,869,161                   | 98.70          | 80.15         | 13,630,979                    |
| June 2016      | 98.75          | 85.60         | 74,703,014                    | 98.70          | 85.75         | 8,135,561                     |
| July 2016      | 103.80         | 91.30         | 101,814,237                   | 103.70         | 91.60         | 8,554,509                     |
| August 2016    | 107.40         | 86.00         | 177,393,697                   | 109.90         | 86.50         | 16,259,654                    |
| September 2016 | 102.45         | 88.70         | 110,070,082                   | 102.40         | 88.85         | 8,698,497                     |
| October 2016   | 101.15         | 91.05         | 89,389,723                    | 101.15         | 91.25         | 6,536,204                     |
| November 2016  | 100.80         | 76.05         | 189,987,147                   | 101.10         | 76.90         | 16,069,410                    |
| December 2016  | 91.50          | 80.75         | 76,121,729                    | 91.40          | 80.55         | 5,758,335                     |
| January 2017   | 90.95          | 83.55         | 63,870,942                    | 90.80          | 83.50         | 5,347,618                     |
| February 2017  | 98.00          | 82.00         | 78,345,764                    | 97.90          | 82.10         | 87,827,792                    |
| March 2017     | 111.00         | 92.70         | 137,270,018                   | 110.95         | 92.60         | 32,286,476                    |

b) Relative performance of Dish TV India Limited Shares (fully paid) v/s BSE Sensex & Nifty Index



c) Distribution of Shareholding as on March 31, 2017 (Listed Capital) – Consolidated

| No. of Equity Shares | Share holders  |               | No. of Shares        |               |
|----------------------|----------------|---------------|----------------------|---------------|
|                      | Numbers        | % of Holders  | Number               | % of Shares   |
| Upto 5000            | 143,105        | 99.24         | 28,175,992           | 2.64          |
| 5001 – 10000         | 482            | 0.33          | 3,531,143            | 0.33          |
| 10001 – 20000        | 210            | 0.15          | 3,098,635            | 0.29          |
| 20001 – 30000        | 74             | 0.05          | 1,827,182            | 0.17          |
| 30001 – 40000        | 36             | 0.02          | 1,200,838            | 0.11          |
| 40001 – 50000        | 25             | 0.02          | 1,154,375            | 0.11          |
| 50001 – 100000       | 60             | 0.04          | 4,464,770            | 0.42          |
| 100001 and above     | 207            | 0.14          | 1,022,515,970        | 95.92         |
| <b>Total</b>         | <b>144,199</b> | <b>100.00</b> | <b>1,065,968,905</b> | <b>100.00</b> |

d) Top 10 Public Equity Shareholders as on March 31, 2017 – Consolidated

| S. No.       | Name of Shareholder                               | No. of Shares held | % of shareholding |
|--------------|---|--------------------|-------------------|
| 1.           | HDFC Trustee Company Limited - HDFC Equity Fund   | 18,445,000         | 1.73              |
| 2.           | Artisan Developing World Fund                     | 18,148,452         | 1.70              |
| 3.           | Ashish Dhawan                                     | 16,800,000         | 1.58              |
| 4.           | Prazim Trading and Investment Co. Pvt. Ltd.       | 15,113,459         | 1.42              |
| 5.           | HDFC Trustee Company Limited - HDFC Prudence Fund | 14,709,000         | 1.38              |
| 6.           | FIL Investments (Mauritius) Ltd                   | 14,596,801         | 1.37              |
| 7.           | T. Rowe Price International Discovery Fund        | 12,267,072         | 1.15              |
| 8.           | HDFC Standard Life Insurance Company Limited      | 8,479,672          | 0.80              |
| 9.           | HDFC Trustee Company Limited – HDFC Top 200 Fund  | 7,633,243          | 0.72              |
| 10.          | Laxmi Narain Goel                                 | 7,469,759          | 0.70              |
| <b>TOTAL</b> |   | <b>133,662,458</b> | <b>12.54</b>      |

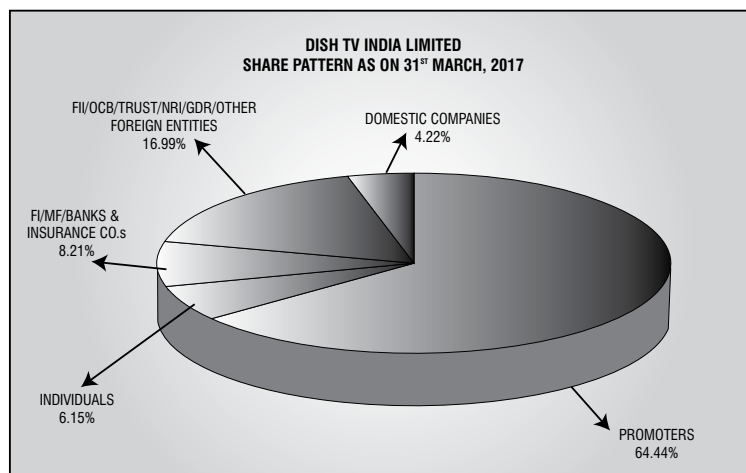
e) Promoter Shareholding as on March 31, 2017

| S. No. | Name of Shareholder                          | No. of Shares held | % of shareholding |
|--------|--|--------------------|-------------------|
| 1      | Agrani Holding (Mauritius) Limited           | 35,172,125         | 3.30              |
| 2      | Ambience Business Services Pvt. Ltd.         | 1,308,125          | 0.12              |
| 3      | Ashok Kumar Goel                             | 625,250            | 0.06              |
| 4      | Ashok Mathai Kurien                          | 1,174,150          | 0.11              |
| 5      | Essel Media Ventures Limited                 | 460,000            | 0.04              |
| 6      | Direct Media Distribution Ventures Pvt. Ltd. | 457,212,260        | 42.89             |

| S. No.       | Name of Shareholder             | No. of Shares held | % of shareholding |
|--------------|---------------------------------|--------------------|-------------------|
| 7            | Direct Media Solutions LLP      | 76,905,278         | 7.21              |
| 8            | Jawahar Lal Goel                | 176,800            | 0.02              |
| 9            | Jay Properties Private Limited  | 10,131,000         | 0.95              |
| 10           | Nishi Goel                      | 11,000             | 0.00              |
| 11           | Priti Goel                      | 11,000             | 0.00              |
| 12           | Spirit Textiles Private Limited | 300                | 0.00              |
| 13           | Suryansh Goel                   | 5,100              | 0.00              |
| 14           | Sushila Devi                    | 585,750            | 0.05              |
| 15           | Tapesh Goel                     | 5,100              | 0.00              |
| 16           | Veena Investments Pvt. Ltd.     | 86,094,822         | 8.08              |
| 17           | Manaaska Fashions LLP           | 17,000,000         | 1.59              |
| 18           | World Crest Advisors LLP        | 100                | 0.00              |
| <b>Total</b> |                                 | <b>686,878,160</b> | <b>64.44</b>      |

f) Categories of Shareholders as on March 31, 2017

| Category  | No. of shares held   | % of shareholding |
|---|----------------------|-------------------|
| Promoters   | 686,878,160          | 64.44             |
| Individuals   | 65,542,460           | 6.15              |
| Domestic Companies                                      | 44,968,771           | 4.22              |
| FIs, Mutual funds, Banks & Insurance Companies          | 87,507,793           | 8.21              |
| FII's, OCBs, Trusts, NRI, GDRs & other foreign entities | 181,071,721          | 16.99             |
| <b>Total</b>  | <b>1,065,968,905</b> | <b>100.00</b>     |



## SHAREHOLDERS SERVICES

### Ranjit Singh

Company Secretary and Compliance Officer

Membership No. A15442

Dish TV India Limited

FC-19, Sector 16A, Noida – 201301, U.P., India

Tel.: + 91 -120-2467000, Fax: +91-120-4357078

E-Mail: investor@dishtv.in , CIN: L51909MH1988PLC287553



## **Certification Pursuant To Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We, Anil Kumar Dua, Chief Executive Officer and Rajeev K Dalmia, Chief Financial Officer of Dish TV India Limited ('the Company') do hereby certify to the board that:-

- a. We have reviewed Financial Statements and the Cash Flow Statement of the company for the year ended March 31, 2017 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affair and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2017 are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which that are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. During the year:-
  - there have not been any significant changes in internal control over financial reporting;
  - there have not been any significant changes in accounting policies; and
  - there have been no instances of significant fraud of which we are aware that involve management or other employees have significant role in the Company's internal control system over financial reporting.

**Anil Kumar Dua**  
Chief Executive Officer

**Rajeev K Dalmia**  
Chief Financial Officer

Place: Noida  
Date: May 24, 2017

## MANAGEMENT DISCUSSION AND ANALYSIS

*Statements in this Management Discussion and Analysis of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.*

*The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events. Thus the Company's actual performance / results could differ from the projected estimates in the forward looking statements.*

The following discussions on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the Annual Report.

### Overview

Dish TV India Limited (BSE Code - 532839, NSE Code - DISHTV), despite the increased competition in the market, continues to be India's largest Direct to Home (DTH) operator in terms of the registered subscriber numbers.

The entertainment industry has been consistently growing, both in terms of volume and value. DTH as a segment has also benefited from this overall growth story. Technology innovations, rising disposable incomes and government initiatives to push digitization acted as catalysts in this positive trend. More subscribers are coming into the fold, thanks to robust understanding of customer needs and packages tailor-made for both value conscious as well as content conscious customers. Our new innovative packs played a significant role in containing subscriber churn and increasing penetration in digital cable dominated areas. High Definition penetration has also increased and the High Definition (HD) customer base has broadened. Your company has strengthened its share in new HD connections, by acquiring new HD customers as well as by upgrading existing subscribers of Standard Definition service to High Definition service through segmented packages and offers. The increase in the High Definition subscribers has supported the EBITDA margin and ARPU.

The government's focus on e-payments, coupled with benefits offered by banks and e-wallets, made recharge experience more rewarding and convenient for subscribers. Dish TV is committed to promote this behavior by making it easier through our various online tools and tie-ups. Further to this, on-time recharge behavior and long-term recharges are special focus areas with new initiatives to benefit the subscribers. These saving propositions together with our increasing & ever improving bouquet of channels will definitely have a significant positive impact on customer satisfaction.

Technology has been at the core of the development of the entertainment industry. On one hand, decreasing prices of panel TVs is enabling a large number of families to upgrade from CRT TVs. This is a trigger to upgrade from cable to DTH or SD to HD as the case may be. On the other hand, decreased costs of data, penetration of smart phones and connected TVs are drawing customers to a new mode of receiving entertainment. These developments offer a significant opportunity from a current and near future perspective. Our strengths in sales and distribution has ensured that we are well poised to leverage this new emerging opportunity. We are also exploring ways to tap into the growing potential of data driven entertainment.

Dish TV is in the midst of a merger with Videocon D2H Ltd. The merged entity is expected to emerge as one of the world's leading cable and satellite distribution platforms. This will offer an unparalleled opportunity to broadcasters, suppliers and technology providers to reach out to a wide spectrum of customer base. The scale of operations and the synergy is expected to have a positive impact with significant room for growth.

Our strategies, plans and actions have always been driven with focus on our subscribers. Content enrichment and pack offerings will play a crucial role in enhancing customer satisfaction. Investment in the brand in the form of campaigns and engagements will lead to improved affinity with the customer. These efforts will have a significant impact in driving retention.

As a pioneer in the space of DTH, Dish TV has continuously looked at enhancing the experience of its customers with premium quality content. Any break in delivery of this content to the customer is a big cause of angst and dissatisfaction. While this is a natural part of our business, a continuous focus on improving our systems and increasing our network has enabled us to bring down the response time under 4 hrs for redressal of any complaint of a customer.

Among the various initiatives taken by the Company, this year will see the launch of a new improved STB. An advanced User Interface, Multi-Lingual menu and HD with 5X picture clarity will take the customer experience to an all-time high.

The internet is changing the consumers purchase behavior. E-Commerce is a growing trend amongst customers across categories and industries. Dish TV has continuously expanded its presence online to be available to its customers through all popular online retail platforms. We continue to strengthen online sales through our own website and strongly supplement the same through key e-commerce portals. This presence will be strengthened not only in terms of availability but also focus and investments in driving brand engagement and traffic on digital mediums.

## SWOT ANALYSIS

### Strengths

Dish TV continues to be the largest DTH operator in the country on the basis of registered subscriber numbers. The Company continued to be focused on the consumer and their satisfaction. A deep understanding of the category and customer across categories has resulted in introduction of new innovative packs and compelling propositions. Cross category learnings resulted in the introduction of affordable HD packs which enabled a large set of customers to move up the experience ladder.

Brand DishTV continued to be one of the most recalled brands amongst its peers and was highly-placed in the customers consideration set. This was a result of the consistent investment in the brand in the form of campaigns across various media platforms. A special focus on social media keeps up the engagement with customers on a 24x7 basis.

A strong brand can't go anywhere without significant strength in sales and service. Your Company, DishTV enjoys the advantage of an unparalleled network in the category. This would be enhanced further by the ongoing merger with Videocon D2H Ltd. As a natural process, the combined entity would fill up any gap which may exist in this vast country of ours.

The merger will open up a vast opportunity in synergizing operations across all verticals. Your Company will pursue to seize these opportunities and ensure that the potential on this front is maximized.

While the earlier high incidence of taxation and variance in taxes across the country were restricting growth, and decreasing the ease of doing business, the implementation of GST is a bold step which will have a positive impact on the Company as well as the industry.

### Weakness

The corrective actions of the Government such as demonetization necessitated a process of learning and adjustment which has contributed to some slowdown. The overall growth temporarily came down and contraction in key sectors such as real estate, IT and others have proved to be a sentiment dampener for customers. However, corrective actions have been initiated in the economy by the Government which will have a positive impact in the long run.

Within the DTH industry, new customers coming in from Tier III and IV towns while pushing up the overall base, continues to be a challenge for ARPU with their limited disposable income.

### Opportunities

The aforementioned synergies resulting from the merger would be the most significant opportunity for the Company. While there will be natural areas of synergy, our efforts would be to leverage the combined scale of operations across all frontiers such as broadcast, technology

acquisition, new subscription, increasing the margins etc.

The potential in HD is still to be realized. Your Company has made tremendous inroads on this front with the introduction of affordable low-cost packs designed to whet the appetite for more. A continued focus on HD would result in both greater penetration as well as enhanced ARPU.

Digitization continues to be another opportunity and our introduction of low-cost packs with scope for customization would definitely result in tapping of this segment.

Fueled by social media, content creation is at an all-time high. This healthy appetite demonstrated by consumers is an untapped potential for us to explore.

### Threats

While the category continues to grow and thrive, subscribers are increasingly flirting with other modes of consuming content. At one end, enhanced content available on Free Dish has found an increasing number of takers amongst the price conscious consumer. At the other end, IPTV & OTT are finding new takers with lower costs of data, increased smart phone penetration and content creation.

### Strategy

The year under review has thrown an equal amount of opportunities and complexities for the Company to grapple with. The rapid pace of change has been met with innovation across all frontiers of business. This will be the scheme of things to come and we will continue to operate at two levels. One, keeping in view our long-term strategy and the other, of a quick and rapid response necessitated by the changing business environment. Nevertheless, the guiding light in all situations has always been our focus on customer satisfaction.

Your Company will continue to look at meeting the needs of our customers across the matrix of value, content requirement and delivery mechanism. Innovative packs have been introduced at extremely low prices for the value conscious customers. Affordable HD packs have been created for those on the threshold of graduating from SD. A new policy of long-term recharges has been announced which will introduce the customer to a new world of value enhancement.

The merger with Videocon D2H will multiply our advantage of scale and catapult us into an entirely new orbit to build new strategy around growth and profitability.

### Key Performance Indicators

During the year under review, your Company continued to grow in terms of revenue. Your Company continued to post Profits in this financial year also. During the year key highlights of operational performance were as under:

- Net Profit for FY 17 stood at ₹ 1,092.8 Million;
- Net subscriber base stood at 15.5 Million on March 31, 2017;
- Operating Revenue for FY 17 stood at ₹ 30,143.9 Million;
- EBITDA for FY 17 stood at ₹ 9,785.9 Million;

- Total Number of Channels & Services were 619;
- Total number of HD channels & service stood at 68;
- ARPU for FY 17 stood at ₹ 154.

### **Risk Management and Internal Control**

A Risk Management Policy (Policy) has been adopted by the Company which aims to detail the objectives and principles of risk management along with an overview of the process and related roles and responsibilities. The policy lays down Company's approach towards risk mitigation, its risk management objectives and defines the risk management framework. Your management believes that the effective risk management strategies allow to identify your project's strengths, weaknesses, opportunities and threats. By planning for unexpected events, your Company prepares for any risk that may arise. Effective risk management strategies allow your Company to maximize profits and minimize expenses on activities that don't produce a return on investment.

The Company has in place an established internal control system commensurate with the size, scale and complexity of the organization. The internal control system has been designed to ensure orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. These systems are routinely tested and certified by Statutory as well as Internal Auditors and cover key business areas. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment.

The management information system (MIS) forms an integral part of the Company's control mechanism. All operating parameters are monitored and controlled. Any material change in the business outlook is reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the Board on quarterly basis. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the Capital Budget.

The entire risk management and Internal control mechanism has been put in place with a belief that achieving a project's goals depends on planning, preparation, results and evaluation that contribute to achieving strategic goals.

Your Company believes that internal control and risk management are necessary prerequisite of the principle of governance and that freedom should be exercised within a framework of appropriate checks and balances. Your Company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened. The audit committee of Board actively reviews the adequacy and effectiveness of the internal control systems and risk mitigation systems and suggest improvements to strengthen them.

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

### **Talent Management**

The strength of any Company lies in the competencies and skills of its employees. The Company seeks respects and values the diverse qualities and backgrounds, that its people bring to it and is committed to utilizing the richness of knowledge, ideas and experience that this diversity provides. Your Company focusses on developing the capabilities of its employees and maximizing their productivity. Your Company encourages a culture of open communication that empowers employees to articulate their thoughts and feelings freely, exchange ideas and contribute to organizational growth. Apart from the normal operations related to Human Resources, your Company strives to implement corporate branding practices, succession planning and maintaining a steady flow of talent pipeline.

Your Company has been successful in attracting best of the talent from industry and academic institutions. Being an organization that focuses on staying at the cutting edge of technology through our people, your Company strive at attracting the best talent through intensive recruitment drives. We hire for talent, passion and right attitude through latest recruitment and selection practices. We have established our reputation for being a vibrant learning organization driven by passion. The Company is committed to nurturing, enhancing and retaining talent through superior learning and Organization Development interventions.

Your Company has institutionalized the people philosophy framework to ensure that, as part of key objectives, people managers deliver on organization's expectations of managing outcome and developing people by being focused on their strengths. The Company has a robust appraisal system based on MBO (Management by Objectives) philosophy following a top down approach and open performance discussions. We encourage meritocracy and reward excellence in performance.

The Company has young and vibrant team of highly qualified professionals at all levels. Significant emphasis is also laid on enhancing managerial and leadership qualities at senior management level to propel the Company towards stronger and more sustainable growth. The Company has paid focused attention on management of available resources by training, re-training, incentivizing and a fair policy of promotion, transfer and equal pay for equal work. As on March 31, 2017, there were 394 permanent employees on the rolls of the Company.

## FINANCIALS AND FINANCIAL POSITION

Standalone and Consolidated Financials as on March 31, 2017:

Table below presents Standalone & Consolidated Financials for the Current and Previous Financial Year.

(₹ in Lakhs)

| Statement of Profit and Loss Account for the year ended 31 March 2017               | Standalone      |                | Consolidated   |                |
|---|-----------------|----------------|----------------|----------------|
|   | 2017            | 2016           | 2017           | 2016           |
| <b>Income</b>   |                 |                |                |                |
| Revenue from Operations   | 194,539         | 222,755        | 301,439        | 305,994        |
| Other Income  | 4,388           | 7,847          | 4,751          | 6,404          |
| <b>Total Revenue</b>  | <b>198,927</b>  | <b>230,602</b> | <b>306,190</b> | <b>312,398</b> |
| <b>Expenses</b>   |                 |                |                |                |
| Purchase of stock-in-trade (Consumer premises equipment related accessories/spares) | 14              | 15,960         | 1,119          | 1,256          |
| Change in inventories of stock-in-trade   | -               | 987            | [52]           | [269]          |
| Operating expenses  | 130,455         | 139,607        | 142,325        | 146,812        |
| Employee benefit expense  | 5,630           | 4,942          | 14,399         | 12,287         |
| Finance Cost  | 10,014          | 8,587          | 22,389         | 20,873         |
| Depreciation & amortization expense   | 7,766           | 5,949          | 66,308         | 59,071         |
| Other expenses  | 19,870          | 16,858         | 45,788         | 43,416         |
| <b>Total Expenses</b>   | <b>1,73,749</b> | <b>192,890</b> | <b>292,276</b> | <b>283,446</b> |
| <b>Profit before prior period items &amp; tax</b>                                   | <b>25,178</b>   | <b>37,712</b>  | <b>13,914</b>  | <b>28,952</b>  |
| Prior Period Items  | (559)           | -              | (574)          | -              |
| Profit/(Loss) before tax  | 24,619          | 37,712         | 13,340         | 28,952         |
| Tax expense   | 8,350           | [4,280]        | 2,412          | [40,290]       |
| <b>Profit/(Loss) for the year</b>   | <b>16,269</b>   | <b>41,992</b>  | <b>10,928</b>  | <b>69,242</b>  |

(₹ in Lakhs)

| Balance Sheet as at 31 March 2017 | Standalone     |                | Consolidated    |                 |
|-----------------------------------|----------------|----------------|-----------------|-----------------|
|                                   | 2017           | 2016           | 2017            | 2016            |
| <b>EQUITY AND LIABILITIES</b>     |                |                |                 |                 |
| <b>Shareholders' Funds</b>        |                |                |                 |                 |
| (a) Share Capital                 | 10,659         | 10,659         | 10,659          | 10,659          |
| (b) Reserves and Surplus          | 16,648         | 319            | 38,400          | 27,412          |
|                                   | <b>27,307</b>  | <b>10,978</b>  | <b>49,059</b>   | <b>38,071</b>   |
| <b>Non-current Liabilities</b>    |                |                |                 |                 |
| (a) Long Term Borrowings          | -              | -              | 58,339          | 115,354         |
| (b) Other Long Term Liabilities   | 1,295          | 1,054          | 9,998           | 6,349           |
| (c) Long Term Provisions          | 1,088          | 754            | 2,307           | 1,732           |
|                                   | <b>2,383</b>   | <b>1,808</b>   | <b>70,644</b>   | <b>123,435</b>  |
| <b>Current Liabilities</b>        |                |                |                 |                 |
| (a) Short Term Borrowings         | -              | -              | -               | 284             |
| (b) Trade Payables                | 10,480         | 20,199         | 17,109          | 22,980          |
| (c) Other Current Liabilities     | 18,038         | 21,837         | 1,46,906        | 87,660          |
| (d) Short Term Provisions         | 139,890        | 119,309        | 1,42,370        | 121,508         |
|                                   | <b>168,408</b> | <b>161,345</b> | <b>3,06,385</b> | <b>2,32,432</b> |
| <b>Total</b>                      | <b>198,098</b> | <b>174,131</b> | <b>4,26,088</b> | <b>3,93,938</b> |

| Balance Sheet as at 31 March 2017 |  | Standalone     |                | Consolidated    |                |
|-----------------------------------|--|----------------|----------------|-----------------|----------------|
|                                   |  | 2017           | 2016           | 2017            | 2016           |
| <b>ASSETS</b>                     |  |                |                |                 |                |
| <b>Non-Current Assets</b>         |  |                |                |                 |                |
| (a) Fixed Assets                  |  |                |                |                 |                |
| (i) Property, Plant & Equipment   |  | 27,645         | 22,824         | 1,90,795        | 180,198        |
| (ii) Intangible assets            |  | 1,128          | 804            | 1,234           | 805            |
| (iii) Capital work in progress    |  | 2,210          | 3,303          | 78,677          | 61,003         |
| (b) Non -Current Investment       |  | 26,804         | 26,804         | 15,000          | 15,000         |
| (c) Deferred Tax Assets           |  | 4,719          | 4,540          | 51,003          | 43,600         |
| (d) Long Term Loans and Advances  |  | 18,741         | 15,106         | 20,119          | 17,140         |
| (e) Other Non-Current Assets      |  | 19             | 219            | 37              | 274            |
|                                   |  | <b>81,266</b>  | <b>73,600</b>  | <b>3,56,865</b> | <b>318,020</b> |
| <b>Current Assets</b>             |  |                |                |                 |                |
| (a) Current investment            |  | -              | -              | 1,441           | 8,203          |
| (b) Inventories                   |  | -              | -              | 1,308           | 1,256          |
| (c) Trade Receivables             |  | 8,141          | 6,415          | 8,697           | 7,246          |
| (d) Cash and Bank balances        |  | 22,925         | 24,508         | 29,225          | 33,917         |
| (e) Short Term Loan and Advances  |  | 85,580         | 69,552         | 27,432          | 22,865         |
| (f) Other Current Assets          |  | 186            | 56             | 1,120           | 2,431          |
|                                   |  | <b>116,832</b> | <b>100,531</b> | <b>69,223</b>   | <b>75,918</b>  |
| <b>Total</b>                      |  | <b>198,098</b> | <b>174,131</b> | <b>4,26,088</b> | <b>393,938</b> |

## (A) RESULTS OF OPERATIONS

We are pleased to share the Consolidated Financial information for the year ended March 31, 2017 compared to previous year ended March 31, 2016. At the close of FY17, Dish TV India Limited has two Subsidiaries Company i.e., Dish T V Lanka (Private) Limited (Dish Lanka) with 70% equity holding and Dish Infra Services Private Limited with 100% equity holding and one joint venture i.e. C&S Medianet Private Limited with 48% equity holding. Dish T V Lanka (Private) Limited has received the requisite licenses and permissions from regulatory authorities and has commenced its commercial operations. The Consolidated Financial Statements have been prepared after elimination of inter Company transactions, if any.

### Revenue from Operations

Revenue from Operations includes Subscription Revenue, Infra support services, Lease rentals, Teleport services, and Bandwidth charges, Sale of CPE & accessories, Advertisement Income & Other operating income. Revenue from Operations decreased by ₹ 4,555 lakhs or 1.49% from ₹ 305,994 lakhs in FY16 to ₹ 301,439 lakhs in FY17.

### Other Income

Interest & Other Income decreased by ₹ 1653 lakhs or 25.81% from ₹ 6,404 lakhs in FY16 to ₹ 4,751 lakhs in FY17.

### Purchases of stock-in-trade

Purchases of stock-in-trade decreased by ₹ 137 lakhs or 10.91% from ₹ 1,256 lakhs in FY16 to ₹ 1,119 lakhs in FY17.

### Change in inventories of stock-in-trade

Change in inventories of stock in trade increased by ₹ 217 lakhs or 80.67% from ₹ (269) lakhs in FY 16 to ₹ (52) lakhs in FY17.

### Operating expenses

Operating expenses decreased by ₹ 4,487 lakhs or 3.06% from ₹ 1,46,812 lakhs in FY16 to ₹ 1,42,325 lakhs in FY17.

### Employee benefit expenses

Overall employee benefit expenses increased by ₹ 2,112 lakhs or 17.19% from ₹ 12,287 lakhs in FY16 to ₹ 14,399 lakhs in FY17.

### Finance Cost

Finance cost increased by ₹ 1,516 lakhs or 7.26% from ₹ 20,873 lakhs in FY16 to ₹ 22,389 lakhs in FY17, due to Interest charged on others and interest on licenses fee.

### Depreciation and amortization expense

Depreciation and amortization increased by ₹ 7,237 lakhs or 12.25% from ₹ 59,071 lakhs in FY16 to ₹ 66,308 lakhs in FY17.

### Other Expenses

Other Expenses is increased by ₹ 2,372 lakhs or 5.46% from ₹ 43,416 lakhs in FY16 to ₹ 45,788 lakhs in FY17.



### Profit and Loss before tax

Profit before Tax for the Financial Year 2016-17 ₹13,340 lakhs. Profit before Tax for the Financial Year 2015-16 ₹ 28,952 lakhs.

### Tax Expense

Tax Expense increased by ₹ 42,702 lakhs from ₹(40,290) lakhs in FY16 to ₹ 2,412 lakhs in FY17. Increased of Tax expenses due to current tax and adjustment of deferred tax assets.

### Profit and Loss for the year

Profit for the financial year 2016-17 is ₹ 10,928 lakhs. Profit for financial year 2015-16 ₹ 69,242 lakhs. Decreasing of profit due to lower of revenue and increase in operational cost, employee cost, finance cost, depreciation & amortization expenses and tax expenses.

## (B) FINANCIAL POSITION

### (i) Equity and Liabilities

#### Share Capital

Share capital increased by ₹ 0.85 lakh from ₹ 10,659 lakhs in FY 16 to ₹ 10,659 lakhs in FY17.

#### Reserves and Surplus

Reserves and Surplus Increased by ₹ 10,988 lakhs or 40.08%, from ₹ 27,412 lakhs in FY 16 to ₹ 38,400 lakhs in FY17.

#### Long Term Borrowings

Long Term Borrowings decreased by ₹ 57,015 lakhs or 49.43%, from ₹ 1,15,354 lakhs in FY 16 to ₹ 58,339 lakhs in FY 17.

#### Other Long Term Liabilities

Other Long Term Liabilities stood at ₹ 9,998 lakhs as on March 31, 2017 as against ₹ 6,349 lakhs as on March 31, 2016. The increase was due to increase in interest accrued on borrowing.

#### Long Term Provisions

Long Term Provisions increased by ₹ 575 lakhs from ₹ 1,732 lakhs as on March 31, 2016 to ₹ 2,307 lakhs as on March 31, 2017.

#### Current Liabilities

Current Liabilities includes Short Term Borrowings, Trade Payables, Other Current Liabilities and Short Term Provisions. Current Liabilities stood at ₹ 3,06,385 lakhs as on March 31, 2017 as against ₹ 2,32,432 lakhs as on March 31, 2016.

### (ii) Assets

#### Non-Current Assets

##### Property, Plant & Equipment

Property, Plant & Equipment stood at ₹ 1,90,795 lakhs as on March 31, 2017 as against ₹ 1,80,198 lakhs as on March 31, 2016. The increase was due to the Capital Expenditure incurred for CPEs deployment.

### Intangible Assets

Intangible assets stood at ₹ 1,234 lakhs as on March 31, 2017 as against ₹ 805 lakhs as on March 31, 2016.

### Capital Work-in-Progress

Capital Work-in-Progress increased by ₹ 17,674 lakhs from ₹ 61,003 lakhs as on March 31, 2016 to ₹ 78,677 lakhs as on March 31, 2017.

### Non-Current Investments

Non-Current Investments stood at ₹ 15,000 lakhs as on March 31, 2017 as against ₹ 15,000 lakhs as on March 31, 2016.

### Deferred tax assets

Deferred tax assets stood at ₹ 51,003 lakhs as on March 31, 2017 as against ₹ 43,600 as on March 31, 2016.

### Long Term Loans and Advances

Long Term Loans and Advances increased by ₹ 2,979 lakhs from ₹ 17,140 lakhs as on March 31, 2016 to ₹ 20,119 lakhs as on March 31, 2017. This was mainly due to increase in other tax paid under protest.

### Other Non-Current Assets

Other Non-Current Assets stood at ₹ 37 lakhs as on March 31, 2017, a decrease of 86.50% over the last year figure of ₹ 274 lakhs.

### Current Assets

#### Current Investments

Current Investments stood at ₹ 1,441 as on March 31, 2017 as against ₹ 8,203 as on March 31, 2016.

#### Inventories

Inventories stood at ₹ 1,308 lakhs as on March 31, 2017 as against ₹ 1,256 lakhs as on March 31, 2016, registering an increase of 4.14%.

#### Trade Receivables

Trade Receivables stood at ₹ 8,697 lakhs as on March 31, 2017 as against ₹ 7,246 lakhs as on March 31, 2016.

#### Cash and Bank Balances

Cash and Bank Balances stood at ₹ 29,225 lakhs as on March 31, 2017 as against ₹ 33,917 lakhs as on March 31, 2016.

#### Short Term Loans and Advances

Loans and Advances stood at ₹ 27,432 lakhs as on March 31, 2017 as against ₹ 22,865 lakhs as on March 31, 2016.

#### Other Current Assets

Other Current Assets stood at ₹ 1,120 lakhs as on March 31, 2017, a decrease of 53.93% over the last year figure of ₹ 2,431 lakhs.



# BUSINESS RESPONSIBILITY REPORT

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **CORPORATE IDENTITY NUMBER (CIN)** : L51909MH1988PLC287553
2. **NAME OF THE COMPANY** : Dish TV India Limited
3. **REGISTERED ADDRESS** : 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400 013, Maharashtra
4. **WEBSITE** : www.dishtv.in
5. **EMAIL -ID** : investor@dishtv.in
6. **FINANCIAL YEAR REPORTED** : April 1, 2016 – March 31, 2017
7. **SECTOR(S) THAT THE COMPANY IS ENGAGED IN (INDUSTRIAL ACTIVITY CODE-WISE):**  
The Company is mainly engaged in the business of Broadcasting, which falls under “Other satellite telecommunications activities” of NIC Code No. 61309 (As per 2008).
8. **LIST THREE KEY PRODUCTS / SERVICES THAT THE COMPANY MANUFACTURES / PROVIDES (AS IN BALANCE SHEET):**  
The Company provides Direct-to-home (DTH) services and Teleport services.
9. **TOTAL NUMBER OF LOCATIONS WHERE BUSINESS ACTIVITY IS UNDERTAKEN BY THE COMPANY:**  
The operations of the Company are spread all across the country. The DTH services are provided through the head-end which is located at Noida. The Corporate office of the Company is situated at Noida and the registered office is situated at Mumbai. Further, the business activities of the company are undertaken through 17 zonal and regional offices located at the commercial hubs of the country which *inter alia* include Ahmedabad, Jaipur, Mumbai, Guwahati, Chennai, Bangalore etc.
10. **MARKETS SERVED BY THE COMPANY:**  
The operations of the Company are spread all across the country.

## SECTION B: FINANCIAL DETAILS OF THE COMPANY (STANDALONE OPERATIONS)

1. **PAID UP CAPITAL** : 1,065 Million
2. **TOTAL REVENUE** : 19,893 Million
3. **TOTAL PROFIT AFTER TAXES** : 1,627 Million
4. **TOTAL SPENDING ON CORPORATE SOCIAL RESPONSIBILITY (CSR) AS PERCENTAGE OF PROFIT AFTER TAX (%)**  
During the Financial Year under review, i.e 2016-17, the Company has spent ₹ 188.55 Lakhs towards the CSR Activities. The said amount constitutes approx. 1.16% of the Company's profit after tax for the Financial Year ended March 31, 2017. The amount of CSR spent is pursuant to applicable provisions.
5. **LIST OF ACTIVITIES IN WHICH EXPENDITURE IN 4 ABOVE HAS BEEN INCURRED.**  
The CSR spend of the Company during the year is mainly in the area of welfare and education as detailed in the annual report on Corporate Social Responsibility (CSR) forming part of the Annual Report.

## SECTION C: OTHER DETAILS

1. **DOES THE COMPANY HAVE ANY SUBSIDIARY COMPANY/COMPANIES?**  
As at March 31, 2017, the Company has 2 subsidiary company. Dish Infra Services Private Limited is the wholly owned subsidiary of the Company. Further, the Company holds 70% equity capital in Dish T V Lanka (Private) Limited, a Company incorporated in Sri Lanka.

2. DO THE SUBSIDIARY COMPANY/COMPANIES PARTICIPATE IN THE BR INITIATIVES OF THE PARENT COMPANY? IF YES, THEN INDICATE THE NUMBER OF SUCH SUBSIDIARY COMPANY(S).

No

3. DO ANY OTHER ENTITY/ENTITIES (E.G. SUPPLIERS, DISTRIBUTORS ETC.) THAT THE COMPANY DOES BUSINESS WITH PARTICIPATE IN THE BR INITIATIVES OF THE COMPANY? IF YES, THEN INDICATE THE PERCENTAGE OF SUCH ENTITY /ENTITIES (LESS THAN 30 %, 30-60%, MORE THAN 60%)

No

#### SECTION D: BR INFORMATION

1. DETAILS OF DIRECTOR/DIRECTORS RESPONSIBLE FOR BR:

**a) Details of the Director/Directors responsible for implementation of the BR policy/policies:**

All Corporate Policies including the Business Responsibility Policies of the Company are engrained in day-to-day business operations of the Company and are implemented by Management at all levels. The responsibility for implementation of BR Policies of the Company is ultimately shouldered by Mr. Jawahar Lal Goel (DIN - 00076462) Chairman & Managing Director of the Company.

**b) Details of the BR Head:**

| Sr. | Particulars      | Details                        |
|-----|------------------|--------------------------------|
| 1   | DIN Number       | 00076462                       |
| 2   | Name             | Mr Jawahar Lal Goel            |
| 3   | Designation      | Chairman and Managing Director |
| 4   | Telephone Number | 0120-2467000                   |
| 5   | E mail Id        | investor@dishtv.in             |

2. PRINCIPLE-WISE (AS PER NVGs) BR POLICY/POLICIES

**a) Details of Compliance (Reply Y/N)**

| Sr No. | Questions   | Business Ethics  | Product Responsibility | Employee Wellbeing | Shareholder Engagement | Human Rights | Environment Protection | Public & Regulatory Policy | CSR | Customer relation |
|--------|---|--|------------------------|--------------------|------------------------|--------------|------------------------|----------------------------|-----|-------------------|
|        |   | P1   | P2                     | P3                 | P4                     | P5           | P6                     | P7                         | P8  | P9                |
| 1      | Do you have a Policy / Policies for   | Yes  | Yes                    | Yes                | Yes                    | Yes          | Yes                    | Yes                        | Yes | Yes               |
| 2      | Has the Policy been formulated in consultation with the relevant stakeholders   | Yes  | Yes                    | Yes                | Yes                    | Yes          | Yes                    | Yes                        | Yes | Yes               |
| 3      | Does policy conform to any national / international standards   | NA   | Yes                    | NA                 | Yes                    | Yes          | NA                     | NA                         | Yes | NA                |
| 4      | Has the policy been approved by the board? If yes has it been signed by MD/ CEO/ appropriate Board Director?          | Yes  | No                     | No                 | No                     | No           | No                     | No                         | Yes | No                |
| 5      | Does the Company have a specified committee of the Board/ Director/ Official to oversee implementation of the policy? | Yes  | Yes                    | Yes                | Yes                    | Yes          | Yes                    | Yes                        | Yes | Yes               |
| 6      | Indicate the link for the policy to be viewed online  | Most of the relevant policies are disseminated and uploaded for information of relevant stakeholders and employees either on Company's intranet site or on Corporate website |                        |                    |                        |              |                        |                            |     |                   |

| Sr No. | Questions  | Business Ethics  | Product Responsibility | Employee Wellbeing | Shareholder Engagement | Human Rights | Environment Protection | Public & Regulatory Policy | CSR | Customer relation |
|--------|--|--|------------------------|--------------------|------------------------|--------------|------------------------|----------------------------|-----|-------------------|
|        |  | P1   | P2                     | P3                 | P4                     | P5           | P6                     | P7                         | P8  | P9                |
| 7      | Has the policy been formally communicated to all relevant internal and external stakeholders?  | Yes  |                        |                    |                        |              |                        |                            |     |                   |
| 8      | Does the Company have in house structure to implement the policy   | All Corporate Policies including Business Responsibility Policy are engrained in all day-to-day business operations of the Company and are implemented at all Management levels and monitored by the Chairman & Managing Director and also by the Chief Executive Officer of the Company from time to time |                        |                    |                        |              |                        |                            |     |                   |
| 9      | Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders grievances related to the policy? | Yes  |                        |                    |                        |              |                        |                            |     |                   |
| 10     | Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?                     | Policies are evaluated regularly by the CEO and/or respective Senior Executives  |                        |                    |                        |              |                        |                            |     |                   |

**b) If answer to the question at Sr No 1 against any principle, is “No”, please explain why:**

| No. | Questions   | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-----|---|--|----|----|----|----|----|----|----|----|
| 1   | The Company has not understood the principles   | Within the overall guidance of the Board, the Corporate Policies are framed and/or modified from time to time. Policies in connection with Business Operations & Human Resources have been implemented and followed over a period of time as per industry norms and/or best practices and were not approved by the Board specifically. However these Policies as and when approved are released for implementation by the CEO and/or Managing Director of the Company at the relevant point in time. |    |    |    |    |    |    |    |    |
| 2   | The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles |  |    |    |    |    |    |    |    |    |
| 3   | The Company does not have financial or manpower resources available for the task  |  |    |    |    |    |    |    |    |    |
| 4   | It is planned to be done within next six month  |  |    |    |    |    |    |    |    |    |
| 5   | It is planned to be done within next one year   |  |    |    |    |    |    |    |    |    |
| 6   | Any other reason (Please specify)   |  |    |    |    |    |    |    |    |    |

### 3. GOVERNANCE RELATED TO BR:

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year –

The assessment of BR performance is done on an ongoing basis by the Managing Director and Senior Management of the Company.

- Does the Company publish a BR or sustainability Report? What is hyperlink for viewing this report? How frequently it is published?

The Company had started publishing BR report from financial year 2015-16 on a yearly basis. The BR report is/shall be available at [www.dishtv.in](http://www.dishtv.in)

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

- Does the policy relating to ethics, bribery and corruption apply only the Company? Yes/No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/ Others?

The Company considers Corporate Governance as an integral part of management. The Company has a Code of Conduct that is approved by the Board of Directors and this code is applicable to all Board Members and

Senior Management. The code is available on the Company's website: [www.dishtv.in](http://www.dishtv.in). Additionally, as part of HR policy the Company has framed/circulated policies which deal with (i) Ethics at work place; and (ii) restraining giving and receiving of gifts and other benefits in the course of business relationship etc. These policies are applicable to the employees at all levels, including subsidiaries.

Though the Company's policies currently do not apply to external stakeholders including suppliers, contractors, NGOs etc., the Company follows zero tolerance on any acts of bribery, corruption etc. by such agencies during their dealings with the Company and or with any of its employees.

**2. How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

As mentioned in the Corporate Governance Report, 8 complaint were received from investors during the FY 2016-17, which have been resolved. Additionally on an ongoing basis the complaints / grievances / views, are dealt with by respective functions within the Company.

**PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.**

The Company's businesses are provided in compliance with applicable regulations / advisories, issued by relevant Statutory Authorities including but not limited to 'Ministry of Information & Broadcasting' and 'Telecom Regulatory Authority of India'.

**2. For each such product, provide the following details in respect of resource use (energy, water, raw materials etc.) per unit of product (optional) including a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain and b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

The Company's business operations as service provider requires minimal energy consumption.

**3. Does the Company have procedures in place for sustainable sourcing (including transportation). If yes, what percentage of your inputs was sourced sustainably?**

The Company maintains a healthy relationship with its content providers, vendors and other suppliers and the business policies of the Company include them in its growth. The process of vendor registration lays emphasis on conformity of safe working conditions, prevention of child labour, business ethics and general housekeeping by the vendor.

**4. Has Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors**

The Company is a DTH operator and distributes the content which are made available by the Broadcasters. The Company supports the new entrants in the broadcasting business as well the regional players by distributing their content. Towards the encouragement and development of semi-skilled / skilled work force in the country, the Company had initiated a project by the name – "dish dost" under which the work force are trained to be a technician for the DTH segment.

**5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste. (Separately as 10%). Also, provide details thereof, in about 50 words or so.**

As the Company is a DTH service provider which is a telecommunication service, the DTH business does not discharge any effluent or waste.

**PRINCIPLE 3: BUSINESS SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES**

**1. Please indicate the total number of employees: 394 permanent employees as on March 31, 2017**

**2. Please indicate the total number of employees hired on temporary/ contractual/casual basis: 70 employees as on March 31, 2017.**

3. **Please indicate the number of permanent women employees:** 44 women employees as on March 31, 2017
4. **Please indicate number of permanent employee with disabilities:** 1 employee as on March 31, 2017
5. **Do you have employee association that is recognized by management?**  
No employee association exists
6. **What percentage of your permanent employees are members of this recognized employee association?** NA
7. **Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.**  
None during the year
8. **What percentage of your above mentioned employees were given safety and skill up-gradation training in the last year?**  
The Company organizes various training sessions in-house on a regular basis and also sponsors its employees to attend training sessions organized by external professional bodies to facilitate upgradation of skill of employees handling relevant functions, basic fire and safety training. These training are generally attended by majority of employees.

**PRINCIPLE 4: BUSINESSES SHOULD RESPECT INTEREST OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED**

1. **Has the Company mapped its internal and external shareholders?**  
The Company has mapped its internal and external stakeholders, the major/key categories include (i) Central and State Governments / regulatory authorities viz. the Ministry of Information & Broadcasting, the Department of Telecommunication, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India, Foreign Investment Promotion Board, Stock Exchanges and Depositories & other bodies / vendors viz. (i) Advertising Standards Council of India; (ii) Broadcasters; (iii) Business Vendors; (iv) financial institutions; (v) banks; (vi) domestic & international investors and (vii) professional service providers.  
However the process of mapping of stakeholders is an ongoing effort of updation on regular basis.
2. **Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?**  
Yes
3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof**  
The Company has adopted and put in place the policy, specifically – the CSR Policy and the Code of Conduct, which defines the way ahead for the Company towards the contribution to be made towards the Society and the manner in which it will conduct itself. CSR initiatives of the Company include engaging with disadvantaged, vulnerable and marginalized Stakeholders. During the year 2016-17 the Company has spent an amount of ₹ 188.56 Lacs towards CSR activities with primary focus on welfare and Educational Infrastructure development. Further, the Company has initiated a project – ‘Aparajita’, under which the Company encourages its employees to take steps for supporting Girl Child development through distribution of clothes, celebrating festivals with them, healthcare, teaching & learning etc.

**PRINCIPLE 5: BUSINESS SHOULD RESPECT AND PROMOTE HUMAN RIGHTS**

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOs/ Others?**  
Dish believes that an organization rests on a foundation of business ethics and valuing of human rights. Dish adheres to all statutes which embodies the principles of human rights such as prevention of child labour, woman empowerment etc. Dish promotes awareness of the importance of human rights within its value chain and discourage instances of any abuse.
2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?**  
There were no complaints reported on violation of any Human rights during the financial year 2016-17.

**PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT, AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT**

- 1. Does the policy related to principle 6 cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOs/ Others?**

Nurturing and safeguarding the environment for long term sustainability is of prime importance. The Company, on standalone basis, has undertaken several green initiatives at all its office locations during the year.

- 2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

No

- 3. Does the company identify and assess potential environmental risks? Y/N**

No, the Company being in the business of Distribution of TV Channels, does not involve in any manufacturing activity.

- 4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

No, the Company being in the business of Distribution of TV Channels, does not involve in any manufacturing activity.

- 5. Has Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc? Y/N. If yes, please give hyperlink to web page etc.**

No, the Company being in the business of Distribution of TV Channels, does not involve in any manufacturing activity.

- 6. Are the Emissions/Waste generated by the Company within permissible limits given by CPCB/SPCB for the financial year being reported?**

Not applicable, since the Company being in the business of Distribution of TV Channels, does not involve any manufacturing activity

- 7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as of end of financial year.**

Nil

**PRINCIPLE 7: BUSINESS, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER**

- 1. Is your Company a member of any trade and chambers or association? If yes, name only those major ones that your business deals with.**

During the year under review, the Company had memberships with following associations / chambers:

- CII (Confederation of Indian Industry) and
- FICCI (Federation of Indian Chambers of Commerce and Industry).

- 2. Have you advocated/lobbied through above associations for advancement or improvement of public good? Yes/No; If yes, specify the broad areas**

The Company has been active in various business associations and supports / advocates on various issues for better viewer experience.

**PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT**

- 1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8?**

The Company has a well drafted CSR policy in line with Section 135 read with Schedule VII of Companies Act, 2013. Requisite details of CSR initiatives undertaken in pursuit of the Company's CSR policy are included in

the Annual Report on CSR forming part of this Annual Report. Further, in addition to the above as a social responsibility, the Company has supported a project - "Aparajita". Under the said project, the Company encourages its employees to take all the steps for supporting Girl child development through distribution of clothes for girl child, celebrating festivals with them, health care, teaching & learning etc.

**2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

The Company undertakes CSR directly and also in partnership with various agencies. Requisite details of entities through whom CSR initiatives were undertaken are included in the Annual Report on CSR forming part of this Annual Report. Further, in addition to the above as a social responsibility, the Company has supported a project - "Aparajita". Under the said project, the Company encourages its employees to take all the steps for supporting Girl child development through distribution of clothes for girl child, celebrating festivals with them, health care, teaching & learning etc.

**3. Have you done any impact assessment of your initiative?**

The executives involved with the CSR initiative of the Company regularly does impact assessment of various initiatives undertaken by the Company.

**4. What is Company's direct contribution to community development projects Amount in INR and the details of the projects undertaken?**

The Company has spent an amount of ₹ 188.56 Lacs towards CSR for the financial Year 2016-17 the detail of which are given in Annual report on CSR forming part of this Annual Report.

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?**

Yes

**PRINCIPLE 9: BUSINESS SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER**

**1. What percentage of customer complaints / consumer cases as on the end of financial year?**

The Company is engaged in the Direct to Home business, catering to around 15.5 Million consumers. The Company is bound by and complies with the Quality of Service Regulations of TRAI which *inter alia* provides the manner and time within which a consumer complaint has to be resolved. As a corporate policy, the Company is fully dedicated towards providing the best services to the consumers including providing resolution to their complaints / queries within the shortest possible time. There are no material consumer cases / customer complaints outstanding as at the end of Financial Year.

**2. Does the Company display product information on the product label, over and above what is mandated as per local laws?**

Not applicable

**3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and or anti-competitive behavior during the last five years and pending as of end of financial year?**

A complaint was filed before the Advertisement Standards Council of India (ASCI) against an advertisement of the Company basis which a direction was issued by ASCI in the previous Financial Year. The Company challenged the said direction before the Hon'ble High Court of Delhi and the said direction was stayed by the Hon'ble High Court of Delhi. The case is pending before the Hon'ble High Court of Delhi for final orders. There is no other case pending on the above matter.

**4. Did your Company carry out any consumer survey / consumer satisfaction trends?**

The Company carries out studies from time to time on customer satisfaction and related areas through consulting firms.



# INDEPENDENT AUDITORS' REPORT

## To the Members of Dish TV India Limited

### Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Dish TV India Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these standalone financial statements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, its profit and its cash flows for the year ended on that date.

### Emphasis of Matter

9. We draw attention to Note 53 to the standalone financial statements wherein a loan given to a subsidiary of the Company aggregating to ₹ 85.26 crores has been considered good and recoverable based on the future business plans and projections, the appropriateness of which is dependent upon the realization of such business plans. Our report is not modified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
11. Further to our comments in Annexure I, as required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the standalone financial statements dealt with by this report are in agreement with the books of account;
  - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
  - e. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 24 May 2017 as per Annexure II expressed unqualified opinion.
  - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. as detailed in Note 41 and 47 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
    - iv. the Company, as detailed in Note 51 to the standalone financial statements, has made requisite disclosures in these standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on the audit procedures performed and taking into consideration the information and explanations given to us, in our opinion, these are in accordance with the books of account maintained by the Company.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

per **Sumit Mahajan**

Partner

Membership No.: 504822

Place: Noida

Date: 24 May 2017

**Annexure to the Independent Auditor's Report of even date to the members of Dish TV India Limited, on the standalone financial statements for the year ended 31 March 2017**

## ANNEXURE I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets, other than viewing cards installed at the customers premises, have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets, other than viewing cards installed at the customers' premises, is reasonable having regard to the size of the Company and nature of its assets. The existence of activated viewing cards installed at the customers' premises is considered on the basis of the 'active user status' of the viewing cards. We are unable to comment on the discrepancies, if any, that could have arisen on physical verification of "inactive" viewing cards installed at the customer's premises.
- (c) The Company does not hold any immovable property (in the nature of 'fixed assets'). Accordingly, the provisions of clause 3(i)(c) of the Order are not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) The dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

| Name of the statute                | Nature of dues   | Amount<br>(₹ in<br>lacs) | Amount<br>paid<br>under<br>Protest<br>(₹ in<br>lacs) | Period to<br>which the<br>amount relates | Forum where dispute is<br>pending  |
|------------------------------------|--|--------------------------|--|--|--|
| Income Tax Act, 1961               | Income Tax and<br>interest                             | 263                      | -  | Assessment<br>Year 2004-05               | Commissioner of Income<br>tax (Appeals)  |
|                                    |  | 225                      | 225  | Assessment<br>Year 2009-10               | Income tax Appellate<br>Tribunal, Delhi  |
|                                    |  | 320                      | 320  | Assessment<br>Year 2010-11               | Income Tax Appellate<br>Tribunal, Delhi  |
|                                    |  | 93                       | 59   | Assessment<br>Year 2011-12               | Income Tax Appellate<br>Tribunal, Noida  |
|                                    |  | 16                       | -  | Assessment<br>Year 2011-12               | Income Tax Appellate<br>Tribunal, Delhi  |
|                                    |  | 57                       | 57   | Assessment<br>Year 2012-13               | Income Tax Appellate<br>Tribunal, Noida  |
|                                    |  | 65                       | 65   | Assessment<br>Year 2013-14               | Income Tax Appellate<br>Tribunal, Noida  |
| Finance Act, 1994<br>(Service Tax) | Service Tax  | 167                      | -  | 2006-07 to<br>2010-11                    | Custom Excise and Service<br>Tax Appellate Tribunal                            |
|                                    |  | 2921                     | -  | 2007-08 to<br>2011-12                    | Custom Excise and Service<br>Tax Appellate Tribunal,<br>Delhi                  |
|                                    |  | 2633                     | -  | 2008-09 to<br>2010-11                    | Commissioner of Service<br>Tax   |
|                                    |  | 1475                     | 500  | 2009-10 to<br>2013-14                    | Custom Excise and Service<br>Tax Appellate Tribunal                            |
| Delhi Value Added Tax<br>Act, 2005 | Value added tax<br>(including penalty<br>and interest) | 632                      | -  | 2010-11                                  | Delhi Value Added Tax<br>Tribunal  |
|                                    | Value added tax<br>(including penalty<br>and interest) | 117                      | -  | 2011-12                                  | Delhi Value Added Tax<br>Tribunal  |
|                                    | Value added tax<br>(including penalty<br>and interest) | 2169                     | 112  | 2014-15                                  | Special. Commissioner - III<br>(Appeal), Department of<br>Trade & Taxes, Delhi |
|                                    | Value added tax<br>(including penalty<br>and interest) | 279                      | -  | 2012-13                                  | Commissioner of Value<br>added taxes   |

| Name of the statute   | Nature of dues   | Amount<br>(₹ in<br>lacs) | Amount<br>paid<br>under<br>Protest<br>(₹ in<br>lacs) | Period to<br>which the<br>amount relates | Forum where dispute is<br>pending   |
|---|--|--------------------------|--|--|---|
| Bihar Value Added Tax<br>Act,<br>2005                             | Value added tax<br>(including penalty<br>and interest) | 168                      | 73   | 2014-15                                  | Office of the Joint<br>Commissioner of<br>Commercial Taxes (Appeal)<br>Patna  |
|   | Value added tax<br>(including penalty<br>and interest) | 0                        | -  | 2014-15                                  | Office of the Joint<br>Commissioner of<br>Commercial Taxes (Appeal)<br>Patna  |
| Madhya Pradesh Value<br>Added Tax 2002                            | Value Added Tax  | 5                        | 1  | 2013-14                                  | Deputy Comm. Of Appeal,<br>Division -I, Bhopal                                |
| UPVAT Act,2007  | Value Added Tax  | 116                      | 23   | June - 2015                              | Additional Commissioner<br>Grade - 2 (Appeal) First,<br>Commercial Tax, Noida |
|   |  | 7                        | 2  | August - 2015                            | Additional Commissioner<br>Grade - 2 (Appeal) First,<br>Commercial Tax, Noida |
|   |  | 3                        | 1  | November -<br>2015                       | Additional Commissioner<br>Grade - 2 (Appeal) First,<br>Commercial Tax, Noida |
|   |  | 32                       | 16   | April - 2016                             | Additional Commissioner<br>Grade - 2 (Appeal) First,<br>Commercial Tax, Noida |
|   |  | 24                       | 12   | May - 2016                               | Additional Commissioner<br>Grade - 2 (Appeal) First,<br>Commercial Tax, Noida |
|   |  | 155                      | -  | 2013-14                                  | Deputy Commissioner,<br>Khand-3, Noida  |
| Telangana VAT Act,2005  | Value Added Tax  | 186                      | -  | FY 2012-13 to<br>FY 2015-16              | Commercial Tax Officer,<br>Begumpet Circle                                    |
| The Central Sales<br>Tax Act , 1956<br>(Maharashtra)              | Central Sales Tax                                      | 40                       | -  | FY 2011-12                               | Central sales tax<br>department,(Maharashtra)                                 |
| The Central Sales Tax<br>Act , 1956 (West Bengal)                 | Central Sales Tax                                      | 29                       | -  | FY 2012-13                               | Central sales tax<br>department (West Bengal)                                 |
| Rajasthan Tax of Entry<br>on Goods in to local<br>areas Act, 1999 | Entry Tax  | 173                      | 173  | 2012-13                                  | Supreme Court of India  |
| The Jammu & Kashmir<br>Entry Tax on Goods,<br>Act, 2000           | Entry Tax  | 43                       | 43   | 2014-15                                  | State of Jammu &<br>Kashmir   |
|   | Entry Tax  | 6                        | 4  | 2015-16                                  | State of Jammu &<br>Kashmir   |

0 ₹ 45,112, rounded off to ₹ lacs

- (viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188

of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

per **Sumit Mahajan**

Partner

Membership No.: 504822

Place: Noida

Date: 24 May 2017

**Annexure to the Independent Auditor's Report of even date to the members of Dish TV India Limited, on the standalone financial statements for the year ended 31 March 2017**

## ANNEXURE II

### **Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the standalone financial statements of Dish TV India Limited ("the Company") as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting ("IFCoFR") of the company of as of that date.

#### **Management's Responsibility for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on Internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were

established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper



management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on Internal control over financial reporting criteria

established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

per **Sumit Mahajan**

Partner

Membership No.: 504822

Place: Noida

Date: 24 May 2017

## BALANCE SHEET AS AT 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

|   | Note no. | As at<br>31 March 2017 | As at<br>31 March 2016 |
|---|----------|------------------------|------------------------|
| <b>EQUITY AND LIABILITIES</b>                                     |          |                        |                        |
| <b>Shareholders' funds</b>  |          |                        |                        |
| Share capital   | 3        | 10,659                 | 10,659                 |
| Reserves and surplus  | 4        | 16,648                 | 319                    |
|   |          | <b>27,307</b>          | 10,978                 |
| <b>Non-current liabilities</b>                                    |          |                        |                        |
| Other long term liabilities                                       | 5        | 1,295                  | 1,054                  |
| Long-term provisions  | 6        | 1,088                  | 754                    |
|   |          | <b>2,383</b>           | 1,808                  |
| <b>Current liabilities</b>  |          |                        |                        |
| Trade payables  | 7        | -                      | -                      |
| Total outstanding dues of micro enterprises and small enterprises |          | 10,480                 | 20,199                 |
| Other current liabilities   | 8        | 18,038                 | 21,837                 |
| Short-term provisions   | 9        | 139,890                | 119,309                |
|   |          | <b>168,408</b>         | 161,345                |
| <b>Total</b>  |          | <b>198,098</b>         | 174,131                |
| <b>ASSETS</b>   |          |                        |                        |
| <b>Non-current assets</b>   |          |                        |                        |
| Fixed assets  |          |                        |                        |
| Property, plant & equipment                                       | 10.1     | 27,645                 | 22,824                 |
| Intangible assets   | 10.2     | 1,128                  | 804                    |
| Capital work-in-progress  | 10.3     | 2,210                  | 3,303                  |
| Non-current investments   | 11       | 26,804                 | 26,804                 |
| Deferred tax assets   | 12       | 4,719                  | 4,540                  |
| Long-term loans and advances                                      | 13       | 18,741                 | 15,106                 |
| Other non-current assets  | 14       | 19                     | 219                    |
|   |          | <b>81,266</b>          | 73,600                 |
| <b>Current assets</b>   |          |                        |                        |
| Trade receivables   | 15       | 8,141                  | 6,415                  |
| Cash and cash equivalents   | 16       | 22,925                 | 24,508                 |
| Short-term loans and advances                                     | 17       | 85,580                 | 69,552                 |
| Other current assets  | 18       | 186                    | 56                     |
|   |          | <b>116,832</b>         | 100,531                |
| <b>Total</b>  |          | <b>198,098</b>         | 174,131                |
| <b>Significant accounting policies</b>                            | 2        |                        |                        |

The accompanying notes (1 to 54) form an integral part of the financial statements.  
This is the Balance Sheet referred to in our report of even date

**For Walker Chandiok & Co. LLP**  
Chartered Accountants

**per Sumit Mahajan**  
Partner

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**Rajeev K. Dalmia**  
Chief Financial Officer

**B. D. Narang**  
Director  
DIN: 00826573

**Ranjit Singh**  
Company Secretary  
Membership No: A15442

## STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

|   | Note no.      | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---|---------------|--|--|
| <b>Income</b>   |               |  |  |
| Revenue from operations   | 19            | <b>194,539</b>                         | 222,755                                |
| Other income  | 20            | <b>4,388</b>                           | 7,847                                  |
| <b>Total revenue</b>  |               | <b>198,927</b>                         | 230,602                                |
| <b>Expenses</b>   |               |  |  |
| Purchases of stock-in-trade (consumer premises equipments related accessories/spares) |               | <b>14</b>                              | 15,960                                 |
| Changes in inventories of stock-in-trade  | 21            | -                                      | 987                                    |
| Operational expenses  | 22            | <b>130,455</b>                         | 139,607                                |
| Employee benefits expense   | 23            | <b>5,630</b>                           | 4,942                                  |
| Finance costs   | 24            | <b>10,014</b>                          | 8,587                                  |
| Depreciation and amortization expense   | 10.1 and 10.2 | <b>7,766</b>                           | 5,949                                  |
| Other expenses  | 25            | <b>19,870</b>                          | 16,858                                 |
| <b>Total expenses</b>   |               | <b>173,749</b>                         | 192,890                                |
| <b>Profit before prior period items and tax</b>                                       |               | <b>25,178</b>                          | 37,712                                 |
| Prior period items  | 26            | <b>559</b>                             | -                                      |
| <b>Profit before tax</b>  |               | <b>24,619</b>                          | 37,712                                 |
| <b>Tax expense:</b>   |               |  |  |
| - Current Tax   |               | <b>8,789</b>                           | 260                                    |
| - Deferred Tax  |               | <b>(179)</b>                           | (4,540)                                |
| - Income tax - prior years  |               | <b>(260)</b>                           |  |
| <b>Profit for the year</b>  |               | <b>16,269</b>                          | 41,992                                 |
| Basic earning per equity share (in ₹)   |               | <b>1.53</b>                            | 3.94                                   |
| Diluted earning per equity share (in ₹)   |               | <b>1.53</b>                            | 3.94                                   |
| (Face value of ₹ 1 each)  |               |  |  |
| <b>Significant accounting policies</b>  | 2             |  |  |

The accompanying notes (1 to 54) form an integral part of the financial statements.

This is the statement of Profit and Loss referred to in our report of even date

**For Walker Chandiok & Co. LLP**  
Chartered Accountants

**per Sumit Mahajan**  
Partner

Place: Noida  
Dated: 24 May, 2017

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**Rajeev K. Dalmia**  
Chief Financial Officer

Place: Noida  
Dated: 24 May, 2017

**B. D. Narang**  
Director  
DIN: 00826573

**Ranjit Singh**  
Company Secretary  
Membership No: A15442

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| <b>A. Cash flows from operating activities</b>   |  |  |
| Net profit/ (loss) before tax  | 24,619                                 | 37,712                                 |
| <b>Adjustments for:</b>  |  |  |
| Depreciation and amortization expense  | 7,766                                  | 5,949                                  |
| Loss on sale/discard of fixed assets and capital work-in-progress  | 53                                     | 107                                    |
| Profit on redemption of units of mutual funds (non trade, current)   | (52)                                   | (245)                                  |
| Profit on sale of non-core business through slump sale   | -                                      | (358)                                  |
| Provision for doubtful debts   | 751                                    | 922                                    |
| Bad debts and balances written off   | 614                                    | 89                                     |
| Liabilities written back   | (253)                                  | (1,412)                                |
| Foreign exchange fluctuation (net)   | 164                                    | (1,341)                                |
| Interest expense   | 9,528                                  | 8,466                                  |
| Interest income  | (3,526)                                | (3,860)                                |
| <b>Operating profit before working capital changes</b>   | <b>39,664</b>                          | <b>46,029</b>                          |
| <b>Changes in working capital</b>  |  |  |
| (Increase) in trade receivables  | (2,887)                                | (1,584)                                |
| (Increase) in loans and advances and other assets  | (18,507)                               | (62,396)                               |
| Increase/(decrease) in trade payables and other liabilities  | (1,739)                                | 8,015                                  |
| <b>Cash generated from/(used in) operations</b>  | <b>16,531</b>                          | <b>(9,936)</b>                         |
| Income taxes paid (net of refund)  | (8,218)                                | (603)                                  |
| <b>Net cash generated from/(used in) operating activities (A)</b>  | <b>8,313</b>                           | <b>(10,539)</b>                        |
| <b>B. Cash flows from investing activities</b>   |  |  |
| Purchases of fixed assets (including adjustment for creditors for fixed assets, work in progress and capital advances) | (11,670)                               | (11,502)                               |
| Proceeds from sale of fixed assets   | 11                                     | 13                                     |
| Purchase of current investments  | (15,200)                               | (54,300)                               |
| Proceeds from sale of current investments  | 15,252                                 | 54,546                                 |
| Proceeds from non-current investment   | -                                      | 5,000                                  |
| Proceed from Slump sale  | -                                      | 507                                    |
| Loans given  | (1,621)                                | (2,842)                                |
| Recovery of loans given  | -                                      | 200                                    |
| Movements in fixed deposits having maturity of more than 3 months  | 11,780                                 | 5,874                                  |
| Interest received  | 3,115                                  | 3,381                                  |
| <b>Net cash flow generated from/(used in) investing activities (B)</b>   | <b>1,666</b>                           | <b>877</b>                             |

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| <b>C. Cash flows from financing activities</b>                                     |  |  |
| Interest paid  | (44)                                   | (113)                                  |
| Proceeds from issue of capital/call money received                                 | 61                                     | 168                                    |
| <b>Net cash flow generated from/(used in) financing activities (C)</b>             | <b>17</b>                              | <b>55</b>                              |
| <b>Net increase/(decrease) in cash and cash equivalent during the year (A+B+C)</b> | <b>9,996</b>                           | <b>(9,607)</b>                         |
| <b>Cash and cash equivalents at the beginning of the year</b>                      | <b>1,974</b>                           | <b>11,581</b>                          |
| <b>Cash and cash equivalents at the end of the year (refer note 16)</b>            | <b>11,970</b>                          | <b>1,974</b>                           |
| Cash and cash equivalents includes :   |  |  |
| Cash on hand*  | 1                                      | 0                                      |
| Balances with scheduled banks :  |  |  |
| - in current accounts  | 11,803                                 | 1,700                                  |
| - deposits with maturity of upto 3 months  | -                                      | 6                                      |
| Cheques, drafts on hand  | 166                                    | 268                                    |
| <b>Total cash and cash equivalents</b>   | <b>11,970</b>                          | <b>1,974</b>                           |
| *₹ 40,590 as on 31 March 2016, rounded off in ₹ lacs                               |  |  |
| Reconciliation of Cash and cash equivalents with cash and bank balances            |  |  |
| Cash and bank balances (refer note 16)   | 22,925                                 | 24,508                                 |
| Less: Other bank balances  | 10,955                                 | 22,534                                 |
| Cash and cash equivalents  | 11,970                                 | 1,974                                  |
| Figures in brackets indicate cash outflow  |  |  |
| This is the Cash Flow Statement referred to in our report of even date             |  |  |

**For Walker Chandiok & Co. LLP**  
Chartered Accountants

**per Sumit Mahajan**  
Partner

Place: Noida  
Dated: 24 May, 2017

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**Rajeev K. Dalmia**  
Chief Financial Officer

Place: Noida  
Dated: 24 May, 2017

**B. D. Narang**  
Director  
DIN: 00826573

**Ranjit Singh**  
Company Secretary  
Membership No: A15442

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

## 1. Background

Dish TV India Limited ('Dish TV' or 'the Company') was incorporated on 10 August 1988. The Company is engaged in the business of providing Direct to Home ('DTH') and Teleport services.

## 2. Significant accounting policies

### a) Basis of preparation of financial statements

The financial statements have been prepared to comply in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared on a going concern basis under the historical cost convention on accrual basis in accordance with the generally accepted accounting principles in India. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company and as per the guidance as set out in Schedule III to the Companies Act, 2013.

### b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognised in the current and future periods.

### c) Fixed assets and capital work in progress

#### Tangible assets

Fixed assets are recorded at the cost of acquisition, net of cenvat credit including all incidental expenses attributable to the acquisition and installation of assets, upto the date when the assets are ready for use.

Viewing cards (VC) are capitalized on activation of the same.

Capital work in progress is valued at cost.

#### Intangible assets

Intangible assets are recognised if it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. These assets are valued at cost which comprises the purchase price and any directly attributable expenditure on making the asset ready for its intended use.

Fee paid for acquiring license to operate DTH services, is capitalized as intangible asset.

Cost of computer software includes license fees, cost of implementation and appropriate system integration expenses. These costs are capitalized as intangible assets in the year in which related software is implemented.

### d) Depreciation and amortisation

#### 1) Tangible assets

Depreciation on tangible fixed assets, is provided on straight line method as per the useful life prescribed in Schedule II, of the Companies Act, 2013, except in case of following category where life of the assets have been assessed as under based on technical advice taking into account the nature of assets, estimated usage of the assets, the operating conditions of assets, past history of replacement, anticipated technological changes etc.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

i) Viewing cards (VC) are depreciated over their useful life of five years, as estimated by the management.

ii) Aircraft is depreciated over the estimated useful life of ten years.

### 2) Intangible assets

i) Fees paid for acquiring licenses to operate DTH services is amortised over the period of license and other license fees are amortized over the management estimate of useful life of five years.

ii) Software are amortised on straight line method over an estimated life of one year to five years.

3) Leasehold improvements are amortised over the period of lease or their useful lives, whichever is shorter.

### e) Impairment

The carrying amounts of the Company's assets (including goodwill) are reviewed at each balance sheet date in accordance with Accounting Standard 28 'Impairment of Assets', to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of asset is estimated as higher of its net selling price and value in use. Value in use is arrived at by disclosing the estimated future cash flow to their present cash flow based on appropriate discounting rate. An impairment loss is recognized, whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, had no impairment loss been recognised.

### f) Inventories

Inventories of VC are valued at the lower of cost and net realisable value. Cost of inventories includes all costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

### g) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i) Service revenue

Revenue from subscription services is recognised Prorata over the subscription pack period during which the services are rendered and is net of taxes collected from the customer, collection charges and any discount given.

ii) Sale of goods

- Revenue from sale of stock-in-trade is recognised when the products are dispatched against orders to the customers in accordance with the contract terms, which coincides with the transfer of risks and rewards and there is no significant uncertainty exists regarding amount of consideration that will be received.

- Sales are stated net of rebates, trade discounts, sales tax and sales returns.

iii) Interest income

Income from deployment of surplus funds is recognised using the time proportion method, based on interest rates implicit in the transaction.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### **h) Foreign currency transactions**

#### *Foreign currency transactions*

- i) Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing at the date of the balance sheet. All exchange differences, other than in relation to acquisition of fixed assets and other long term foreign currency monetary liabilities are dealt with in the Statement of Profit and Loss.

### **i) Investments**

Long-term investments, including their current portion, are carried at cost less diminution, other than temporary in value. Current investments are carried at the lower of cost and fair value which is computed category wise.

### **j) Employee benefits**

#### **i) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus, etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

#### **ii) Post-employment benefit**

##### *Defined contribution plan*

The Company deposits the contributions for provident fund and employees' state insurance to the appropriate government authorities and these contributions are recognised in the Statement of Profit and Loss in the financial year to which they relate.

##### *Defined benefit plan*

The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out at the end of the year by an independent actuary, using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government Securities for relevant maturity. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

#### **iii) Other long term employee benefits**

Benefits under the Company's compensated absences constitute other long-term employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation done by an independent actuary using the projected unit credit method at the year end. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

### **k) Employee stock option scheme**

The Company calculates the compensation cost based on the intrinsic value method wherein the excess of value of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the employee stock option schemes of the Company, is recognised as deferred stock compensation cost and amortised over the vesting period on a graded vesting basis.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

## **l) Leases**

### *Operating lease*

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognised as an expense in the Statement of Profit and Loss on a straight line basis.

## **m) Earnings/(loss) per share**

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings/(loss) per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## **n) Taxation**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the applicable tax laws. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However deferred tax arising from brought forward losses is recognised only when there is virtual certainty supported by convincing evidence that such asset will be realized.

Minimum alternative tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future years. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified year.

## **o) Provisions and contingent liabilities**

The Company recognises a provision when there is a present obligation as a result of a past event and it is more likely than not that there will be an outflow of resources embodying economic benefits to settle such obligations and the amount of such obligation can be reliably estimated. Provisions are not discounted to their present value and are determined based on the management's estimation of the outflow required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events, not wholly within the control of the Company. Contingent liabilities are also disclosed for the present obligations that have arisen from past events in respect of which it is not probable that there will be an outflow of resources or a reliable estimate of the amount of obligation cannot be made.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## **p) Cash and cash equivalents**

Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, cheques in hand and short term investments with an original maturity of three months or less.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 3. Share capital

#### Authorised

1,500,000,000 (previous year 1,500,000,000) equity shares of ₹ 1 each

#### Issued, subscribed and fully paid-up

1,065,934,528 (previous year 1,065,830,337) equity shares of ₹ 1 each, fully paid up

#### Issued, subscribed, but not fully paid-up

34,377 (previous year 34,498) equity shares of ₹ 1 each, fully called up (refer footnote b)

Less: calls in arrears (other than from directors/officers) \*

\*₹ 13,373 as on 31 March 2017 and ₹ 13,403 as on 31 March 2016, rounded off to ₹ lacs

#### Footnotes:

#### a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year (refer Note 36)

Shares at the beginning of the year

Add: Further issued during the year under Employees Stock Option Plan

Shares at the end of the year

#### b) Detail of shares not fully paid-up

15,262 (previous year 15,383) equity shares of ₹ 1 each, ₹ 0.75 paid up

19,115 (previous year 19,115) equity shares of ₹ 1 each, ₹ 0.50 paid up.

#### c) Rights, preferences, restrictions attached to the equity shares

The Company has only one class of equity shares, having a par value of ₹1 per share. Each shareholder is eligible to one vote per fully paid equity share held (i.e. in proportion to the paid up shares in equity capital). The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### d) Details of shareholders holding more than 5% shares of the Company

##### Name

|   | As at 31 March 2017 |                          | As at 31 March 2016 |                          |
|---|---------------------|--------------------------|---------------------|--------------------------|
|   | Number of shares    | % holding in the Company | Number of shares    | % holding in the Company |
| Direct Media Distribution Ventures Private Limited                                    | 457,212,260         | 42.89%                   | 457,212,260         | 42.90%                   |
| Veena Investments Private Limited   | 86,094,822          | 8.08%                    | 100                 | 0.00%                    |
| Direct Media Solutions LLP (formerly known as Direct Media Solutions Private Limited) | 76,905,278          | 7.21%                    | 180,000,000         | 16.89%                   |

#### e) Issued, subscribed and fully paid up shares include:

2,561,510 (previous year 2,457,440) equity shares of ₹ 1 each, fully paid up, issued to the employees, under Employee Stock Option Plan, i.e., ESOP 2007.

#### f) 4,282,228 (previous year 4,282,228) equity shares of ₹ 1 each are reserved for issue under Employee Stock Option Plan 2007. (refer note 36 for terms and amount etc.)

#### g) No share have been issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back in the current year and preceeding five year.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 4. Reserves and surplus

|  | As at<br>31 Mar 2017 | As at<br>31 Mar 2016 |
|--|----------------------|----------------------|
| <b>Securities premium account (refer note 31)</b>                  |                      |                      |
| Opening balance  | 154,340              | 154,175              |
| Add: received during the year                                      | 60                   | 165                  |
| Closing balance  | 154,400              | 154,340              |
| <b>General reserves</b>  |                      |                      |
| Balance at the beginning and end of the year                       | 1,849                | 1,849                |
| <b>Deficit in the Statement of Profit and Loss (refer note 31)</b> |                      |                      |
| Opening balance  | (155,870)            | (197,862)            |
| Profit for the year  | 16,269               | 41,992               |
| Closing balance  | (139,601)            | (155,870)            |
|  | 16,648               | 319                  |

### 5. Other long-term liabilities

|  | As at<br>31 Mar 2017 | As at<br>31 Mar 2016 | As at<br>31 Mar 2017 | As at<br>31 Mar 2016 |
|--|----------------------|----------------------|----------------------|----------------------|
|  | <b>Non current</b>   |                      | <b>Current</b>       |                      |
| Income received in advance   | 1,295                | 1,054                | 9,215                | 10,798               |
| Money received against partly paid up shares (refer note 44)*                    | 0                    | 0                    | -                    | -                    |
|  | 1,295                | 1,054                | 9,215                | 10,798               |
| Less: amount disclosed under the head "Other current liabilities" (refer note 8) | -                    | -                    | 9,215                | 10,798               |
|  | 1,295                | 1,054                | -                    | -                    |

\* ₹ 42,451 as on 31 March 2017 and ₹ 42,451 as on 31 March 2016 (rounded off to ₹ lacs)

### 6. Long-term provisions

|  | As at<br>31 Mar 2017 | As at<br>31 Mar 2016 | As at<br>31 Mar 2017 | As at<br>31 Mar 2016 |
|--|----------------------|----------------------|----------------------|----------------------|
|  | <b>Non current</b>   |                      | <b>Current</b>       |                      |
| Provision for employee benefits  |                      |                      |                      |                      |
| - Gratuity (refer note 37)   | 804                  | 509                  | 103                  | 20                   |
| - Compensated absences   | 284                  | 245                  | 47                   | 18                   |
|  | 1,088                | 754                  | 150                  | 38                   |
| Less: amount disclosed under the head "Short-term provisions" (refer note 9) | -                    | -                    | 150                  | 38                   |
|  | 1,088                | 754                  | -                    | -                    |

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

## 7. Trade payables

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| Sundry creditors   |                        |                        |
| Total outstanding dues of micro enterprises and small enterprises                      | -                      | -                      |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 10,480                 | 20,199                 |
|  | <b>10,480</b>          | <b>20,199</b>          |

- Dues to small and micro enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006#:

### Particulars

|   | As at<br>31 March 2017 | As at<br>31 March 2016 |
|---|------------------------|------------------------|
| i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;  | -                      | -                      |
| ii) the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;   | -                      | -                      |
| iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;   | -                      | -                      |
| iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and   | -                      | -                      |
| v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 | -                      | -                      |

# The management has identified micro and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) on the basis of information made available by the supplier or vendors of the Company. Based on the information available with the Company, as at the year end, there are no dues to micro and small Enterprises that are reportable under the MSMED Act, 2006.

## 8. Other current liabilities

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| Income received in advance (also refer note 5)         | 9,217                  | 10,821                 |
| Security deposit from related parties (refer note 39d) | 57                     | 58                     |
| Security deposit (others)                              | 20                     | 20                     |
| Other payables   |                        |                        |
| - Statutory dues                                       | 5,275                  | 7,471                  |
| - Commission accrued                                   | -                      | 191                    |
| - Employees' payables                                  | 190                    | 142                    |
| - Creditors for fixed assets                           | 3,279                  | 3,134                  |
|  | <b>18,038</b>          | <b>21,837</b>          |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 9. Short-term provisions

Provision for employee benefits (refer note 6)  
 - Gratuity (refer note 37)  
 - Compensated absences  
 Other provisions  
 -Regulatory dues including interest (refer note 41)

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
|  | 103                    | 20                     |
|  | 47                     | 18                     |
|  | 139,740                | 119,271                |
|  | 139,890                | 119,309                |

### 10.1 Fixed Assets - Property, plant and equipment As at 31 March 2017

| Particulars                 | Gross block               |               |                       |                           | Accumulated Depreciation |                 |                       |                          | Net block                 |
|-----------------------------|---------------------------|---------------|-----------------------|---------------------------|--------------------------|-----------------|-----------------------|--------------------------|---------------------------|
|                             | As at<br>01 April<br>2016 | Additions     | Sales/<br>adjustments | As at 31<br>March<br>2017 | Upto<br>01 April<br>2016 | For the<br>year | Sales/<br>adjustments | Upto 31<br>March<br>2017 | As at 31<br>March<br>2017 |
| Plant and machinery         | 15,571                    | 1,396         | 11                    | 16,956                    | 12,609                   | 1,150           | 1                     | 13,758                   | 3,198                     |
| Consumer premises equipment | 34,425                    | 10,097        | -                     | 44,522                    | 17,380                   | 5,573           | -                     | 22,953                   | 21,569                    |
| Computers                   | 1,228                     | 619           | 4                     | 1,843                     | 1,105                    | 168             | 2                     | 1,271                    | 572                       |
| Office equipment*           | 585                       | 43            | 1                     | 627                       | 330                      | 91              | 0                     | 421                      | 206                       |
| Furniture and fixtures      | 221                       | 12            | -                     | 233                       | 131                      | 20              | -                     | 151                      | 82                        |
| Vehicles and aircraft       | 3,653                     | 35            | -                     | 3,688                     | 1,304                    | 366             | -                     | 1,670                    | 2,018                     |
| Leasehold improvements      | 45                        | -             | -                     | 45                        | 45                       | -               | -                     | 45                       | -                         |
| <b>Total</b>                | <b>55,728</b>             | <b>12,202</b> | <b>16</b>             | <b>67,914</b>             | <b>32,904</b>            | <b>7,368</b>    | <b>3</b>              | <b>40,269</b>            | <b>27,645</b>             |

\* ₹ 32,944 is the depreciation for the year ended 31 March 2017

### As at 31 March 2016

| Particulars                   | Gross block               |               |                       |                        | Accumulated Depreciation |                 |                       |                          | Net block              |
|-------------------------------|---------------------------|---------------|-----------------------|------------------------|--------------------------|-----------------|-----------------------|--------------------------|------------------------|
|                               | As at<br>01 April<br>2015 | Additions     | Sales/<br>adjustments | As at 31 March<br>2016 | Upto<br>01 April<br>2015 | For the<br>year | Sales/<br>adjustments | Upto 31<br>March<br>2016 | As at 31 March<br>2016 |
| Plant and machinery**         | 15,468                    | 513           | 410                   | 15,571                 | 11,747                   | 1,252           | 390                   | 12,609                   | 2,962                  |
| Consumer premises equipment** | 450,971                   | 11,781        | 428,327               | 34,425                 | 313,797                  | 3,781           | 300,198               | 17,380                   | 17,045                 |
| Computers**                   | 1,329                     | 6             | 107                   | 1,228                  | 1,029                    | 111             | 35                    | 1,105                    | 123                    |
| Office equipment**            | 522                       | 67            | 4                     | 585                    | 225                      | 108             | 3                     | 330                      | 255                    |
| Furniture and fixtures        | 221                       | -             | -                     | 221                    | 108                      | 23              | -                     | 131                      | 90                     |
| Vehicles and aircraft         | 3,572                     | 89            | 8                     | 3,653                  | 946                      | 359             | 1                     | 1,304                    | 2,349                  |
| Leasehold improvements        | 45                        | -             | -                     | 45                     | 45                       | -               | -                     | 45                       | -                      |
| <b>Total</b>                  | <b>472,128</b>            | <b>12,456</b> | <b>428,856</b>        | <b>55,728</b>          | <b>327,897</b>           | <b>5,634</b>    | <b>300,627</b>        | <b>32,904</b>            | <b>22,824</b>          |

\*\* Figure in sale adjustment during the year includes gross block of asset transferred to Dish Infra Services Private Limited pursuant to Business Transfer Agreement on 1 April 2015 as given below. (refer note 30).

| Gross block of assets transferred | Gross Block    | Accumulated Depreciation | Net Block      |
|-----------------------------------|----------------|--------------------------|----------------|
| Plant and machinery               | 410            | 389                      | 21             |
| Consumer premises equipment       | 428,327        | 300,198                  | 128,129        |
| Computers                         | 93             | 29                       | 64             |
| Office equipment                  | 3              | 2                        | 1              |
| <b>Total</b>                      | <b>428,833</b> | <b>300,618</b>           | <b>128,215</b> |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 10.2 Fixed Assets - Intangible assets

As at 31 March 2017

| Particulars  | Gross block               |            |                       |                           | Amortisation             |                 |                       |                          | Net block                 |
|--------------|---------------------------|------------|-----------------------|---------------------------|--------------------------|-----------------|-----------------------|--------------------------|---------------------------|
|              | As at<br>01 April<br>2016 | Additions  | Sales/<br>adjustments | As at<br>31 March<br>2017 | Upto<br>01 April<br>2016 | For the<br>year | Sales/<br>adjustments | Upto<br>31 March<br>2017 | As at<br>31 March<br>2017 |
| Goodwill     | 4,512                     | -          | -                     | 4,512                     | 4,512                    | -               | -                     | 4,512                    | -                         |
| License fees | 1,174                     | 222        | -                     | 1,396                     | 1,174                    | 4               | -                     | 1,178                    | 218                       |
| Software     | 3,734                     | 500        | -                     | 4,234                     | 2,930                    | 394             | -                     | 3,324                    | 910                       |
| <b>Total</b> | <b>9,420</b>              | <b>722</b> | <b>-</b>              | <b>10,142</b>             | <b>8,616</b>             | <b>398</b>      | <b>-</b>              | <b>9,014</b>             | <b>1,128</b>              |

As at 31 March 2016

| Particulars  | Gross block               |           |                       |                           | Amortisation             |                 |                       |                          | Net block                 |
|--------------|---------------------------|-----------|-----------------------|---------------------------|--------------------------|-----------------|-----------------------|--------------------------|---------------------------|
|              | As at<br>01 April<br>2015 | Additions | Sales/<br>adjustments | As at<br>31 March<br>2016 | Upto<br>01 April<br>2015 | For the<br>year | Sales/<br>adjustments | Upto<br>31 March<br>2016 | As at<br>31 March<br>2016 |
| Goodwill     | 4,512                     | -         | -                     | 4,512                     | 4,512                    | -               | -                     | 4,512                    | -                         |
| License fees | 1,174                     | -         | -                     | 1,174                     | 1,174                    | -               | -                     | 1,174                    | -                         |
| Software     | 3,715                     | 19        | -                     | 3,734                     | 2,615                    | 315             | -                     | 2,930                    | 804                       |
| <b>Total</b> | <b>9,401</b>              | <b>19</b> | <b>-</b>              | <b>9,420</b>              | <b>8,301</b>             | <b>315</b>      | <b>-</b>              | <b>8,616</b>             | <b>804</b>                |

### 10.3 Capital work in progress

| Particulars                  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------------|------------------------|------------------------|
| Consumer premises equipment* | 2,042                  | 2,396                  |
| Other tangible assets        | 168                    | 907                    |

\* Includes assets in transit of ₹ Nil (previous year ₹ 385 lacs).

### 11. Non-current investments (Unquoted)

#### Long term investments (at cost, unless specified otherwise)

##### Trade investments

##### Investments in equity instruments

##### In subsidiary companies (fully paid up)

Dish T V Lanka (Private) Limited

70,000 (previous year 70,000) equity shares of LKR 10, each fully paid up. (also refer note 50)

Dish Infra Services Private Limited

118,010,000 (previous year 118,010,000) equity shares of ₹ 10, each fully paid up

C&S Medianet Private Limited\*

4,800 (previous year nil) equity shares of ₹ 10, each fully paid up (refer note 32)

(\* ₹ 48 000 as on 31 March 2017, rounded off to ₹ lacs)

Dr. Subhash Chandra Foundation\*\*

1 (previous year nil) equity shares of ₹ 10, each fully paid up

(\*\* ₹ 10 as on 31 March 2017, rounded off to ₹ lacs)

##### Others

- Certificate of deposit

Represents deposits with SICOM Limited (a financial institution).

|                                     | As at<br>31 March 2017 | As at<br>31 March 2016 |
|-------------------------------------|------------------------|------------------------|
| Dish T V Lanka (Private) Limited    | 3                      | 3                      |
| Dish Infra Services Private Limited | 11,801                 | 11,801                 |
| C&S Medianet Private Limited*       | 0                      | -                      |
| Dr. Subhash Chandra Foundation**    | 0                      | -                      |
| Others                              | 15,000                 | 15,000                 |
| <b>Total</b>                        | <b>26,804</b>          | <b>26,804</b>          |
| <b>Total</b>                        | <b>26,804</b>          | <b>26,804</b>          |

Aggregate book value of unquoted investments



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 12. Deferred tax assets

#### Deferred tax assets on account of:

Depreciation and amortisation expense

Provision for:

- Employee benefits

- Trade receivable doubtful debts

- Provision for bonus expenses

Expenses to be allowed under Income Tax on deduction of TDS

Other expenses to be allowable on payment basis

**Deferred tax assets (net)**

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 2,395                  | 1,976                  |
| 433                    | 279                    |
| 605                    | 346                    |
| 8                      | -                      |
| 96                     | 85                     |
| 1,182                  | 1,854                  |
| <b>4,719</b>           | <b>4,540</b>           |

### 13. Long-term loans and advances

*(Unsecured and considered good, unless otherwise stated)*

Capital advances

Security deposits

Security deposits to related parties (refer note 39d)

Loans and advances to related parties (refer note 39d)

Others:

Prepaid expenses

Income tax [net of provision of ₹ 8,789 lacs (previous year ₹ 260 lacs)]

Other taxes paid under protest (net of provision of ₹ 726 lacs)

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 172                    | 239                    |
| 680                    | 353                    |
| 433                    | 433                    |
| 8,526                  | 6,700                  |
| 17                     | 1,697                  |
| 3,835                  | 4,146                  |
| 5,078                  | 1,538                  |
| <b>18,741</b>          | <b>15,106</b>          |

### 14. Other non-current assets

Deposits with banks with maturity period more than 12 months

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 19                     | 219                    |
| <b>19</b>              | <b>219</b>             |

### 15. Trade receivables

*(Unsecured and considered good, unless otherwise stated)*

Debts outstanding for a period exceeding six months

- Considered good

- Considered doubtful

Other debts

- Considered good

Less: Provision for doubtful debts

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 1,504                  | 2,740                  |
| 1,749                  | 998                    |
| 6,637                  | 3,675                  |
| 9,890                  | 7,413                  |
| (1,749)                | (998)                  |
| <b>8,141</b>           | <b>6,415</b>           |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 16. Cash and bank balances

#### Cash and cash equivalents

Balances with banks :

- in current accounts
- deposits with maturity of upto 3 months

Cheques, drafts on hand

Cash on hand<sup>#</sup>

#### Other bank balances

- in current accounts<sup>##</sup>
- deposits with maturity of more than 3 months<sup>###</sup> (refer note 48)

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 11,803                 | 1,700                  |
| -                      | 6                      |
| 166                    | 268                    |
| 1                      | 0                      |
| 0                      | 0                      |
| 10,955                 | 22,534                 |
| 22,925                 | 24,508                 |

<sup>#</sup> ₹ 40,590 as on 31 March 2016

<sup>##</sup> include ₹ 0.42 lacs (previous year ₹ 0.42 lacs ) in share call money accounts in respect of rights issue.

<sup>###</sup> includes unutilised proceeds of GDR Issue amounting to ₹ 271 lacs (previous year ₹ 12,525 lacs)

### 17. Short-term loans and advances

*(Unsecured and considered good, unless otherwise stated)*

Loans and advances to related parties (refer note 39d)

- Security deposits
- Other amount recoverable

Others

- Prepaid expenses
- Advances to vendors
- Customs duty, service tax and sales tax, etc
- Security deposits

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 1,054                  | 1,054                  |
| 73,930                 | 58,594                 |
| 4,229                  | 2,252                  |
| 5,736                  | 5,662                  |
| 575                    | 1,771                  |
| 56                     | 219                    |
| 85,580                 | 69,552                 |

### 18. Other current assets

Income accrued but not due on fixed deposits

Unamortised guarantee charges

Other recoverable\*

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 79                     | 37                     |
| 61                     | 19                     |
| 46                     | 0                      |
| 186                    | 56                     |

\* ₹ 8,509 for 31 March 2016, rounded off to ₹ lacs

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 19. Revenue from operations

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| Income from Direct to Home (DTH) subscribers               |  |  |
| - Subscription revenue (refer note 35)                     | 173,165                                | 188,322                                |
| Teleport services  | 2,260                                  | 2,159                                  |
| Bandwidth charges  | 10,291                                 | 10,075                                 |
| Sales of customer premises equipment (CPE) and accessories | 22                                     | 17,681                                 |
| Advertisement income                                       | 5,173                                  | 4,518                                  |
| Other operating income*                                    | 3,628                                  | 0                                      |
|  | <b>194,539</b>                         | <b>222,755</b>                         |

\* ₹ 16,269 as on 31 March 2016, rounded off to ₹ lacs

### 20. Other income

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| Interest income from   |  |  |
| - investments  | 1,787                                  | 2,125                                  |
| - fixed deposits/margin accounts                                       | 1,207                                  | 1,132                                  |
| - others   | 532                                    | 603                                    |
| Foreign exchange fluctuation (net)                                     | -                                      | 1,629                                  |
| Profit on sale of non-core business through slump sale (refer note 30) | -                                      | 358                                    |
| Profit on redemption of units of mutual funds (non-trade, current)     | 52                                     | 245                                    |
| Liabilities written back   | 253                                    | 1,412                                  |
| Miscellaneous income   | 557                                    | 343                                    |
|  | <b>4,388</b>                           | <b>7,847</b>                           |

### 21. Changes in inventories of stock-in-trade (consumer premises equipments related accessories/ spares)

|                     | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---------------------|--|--|
| Opening stock       | -                                      | 987                                    |
| Less: Closing stock | -                                      | -                                      |
|                     | <b>-</b>                               | <b>987</b>                             |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 22. Operational expenses

|                              |
|------------------------------|
| Transponder lease            |
| License fees (refer note 41) |
| Uplinking charges            |
| Programming and other costs  |
| Entertainment tax (refer 35) |
| Other operating expenses     |

| For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|
| 16,307                                 | 15,078                                 |
| 21,745                                 | 21,746                                 |
| 726                                    | 710                                    |
| 91,660                                 | 85,489                                 |
| -                                      | 16,584                                 |
| 17                                     | -                                      |
| <b>130,455</b>                         | <b>139,607</b>                         |

### 23. Employee benefits expenses

|   |
|---|
| Salary, bonus and allowance               |
| Contribution to provident and other funds |
| Staff welfare                             |
| Recruitment and training expenses         |

| For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|
| 5,197                                  | 4,570                                  |
| 298                                    | 260                                    |
| 82                                     | 58                                     |
| 53                                     | 54                                     |
| <b>5,630</b>                           | <b>4,942</b>                           |

### 24. Finance costs

|                                     |
|-------------------------------------|
| Interest on:                        |
| - Regulatory dues (refer note 41)   |
| - Others                            |
| Guarantee and other finance charges |

| For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|
| 9,484                                  | 8,211                                  |
| 44                                     | 255                                    |
| 486                                    | 121                                    |
| <b>10,014</b>                          | <b>8,587</b>                           |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 25. Other expenses

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| Electricity charges                                      | 307                                    | 368                                    |
| Rent   | 231                                    | 232                                    |
| Repairs and maintenance                                  |  |  |
| - Plant and machinery                                    | 276                                    | 163                                    |
| - Consumer premises equipments                           | -                                      | 56                                     |
| - Others   | 358                                    | 191                                    |
| Insurance  | 21                                     | 29                                     |
| Rates and taxes  | 359                                    | 43                                     |
| Legal and professional fees                              | 2,074                                  | 1,583                                  |
| Director's sitting fees                                  | 20                                     | 17                                     |
| Corporate social responsibility expenses (refer note 52) | 189                                    | -                                      |
| Printing and stationary                                  | 41                                     | 50                                     |
| Communication expenses                                   | 927                                    | 892                                    |
| Travelling and conveyance                                | 221                                    | 199                                    |
| Security and manpower services                           | 217                                    | 389                                    |
| Advertisement and publicity expenses                     | 8,695                                  | 7,265                                  |
| Business promotion expenses                              | 28                                     | 31                                     |
| Commission   | -                                      | 43                                     |
| Service service fees                                     | 4,145                                  | 3,963                                  |
| Bad debts and balances written off                       | 410                                    | 89                                     |
| Provision for doubtful debts                             | 751                                    | 922                                    |
| Foreign exchange fluctuation (net)                       | 164                                    | -                                      |
| Loss on sale/discard of fixed assets (net)               | 1                                      | 2                                      |
| Loss on sale/discard of capital work-in-progress (net)   | 53                                     | 106                                    |
| Miscellaneous expenses*                                  | 381                                    | 225                                    |
|  | <b>19,870</b>                          | <b>16,858</b>                          |

\* Includes ₹ 50 lacs contribution to Bharatiya Janata Party during the year ended 31 March 2017

### 26. Prior period items

|                             | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|-----------------------------|--|--|
| Programming and other costs | 321                                    | -                                      |
| Salary, bonus and allowance | 238                                    | -                                      |
|                             | <b>559</b>                             | <b>-</b>                               |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 27. Value of imports on CIF basis

| Particulars                        | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|------------------------------------|--|--|
| Consumer premise equipment         | 3,264                                  | 12,768                                 |
| CPE related accessories and spares | 71                                     | 25                                     |
| Software                           | 7,336                                  | 8,420                                  |
| Others                             | 892                                    | 680                                    |
| <b>Total</b>                       | <b>11,563</b>                          | <b>21,893</b>                          |

### 28. Expenditure in foreign currency (accrual basis)

| Particulars                          | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--------------------------------------|--|--|
| Programming and other cost           | 1,373                                  | 2,357                                  |
| Professional and consultancy charges | 69                                     | -                                      |
| Travelling expenses                  | 41                                     | 20                                     |
| Finance expenses                     | 322                                    | -                                      |
| Others                               | 41                                     | 76                                     |

### 29. Earnings in foreign currency (accrual basis)

| Particulars          | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|----------------------|--|--|
| Interest Income      | 606                                    | 1,518                                  |
| Bandwidth charges    | 985                                    | 916                                    |
| Subscription income* | 9,167                                  | 15,781                                 |
| Others               | 11                                     | 49                                     |

\* The company has earned subscription income from overseas

- 30. a)** During the previous year ended 31 March 2016, pursuant to resolution approved by shareholder through postal ballot on 3 February 2015 the Company had entered into Business Transfer Agreement (dated 25 February 2015) with Dish Infra Services Private Limited (Dish Infra), for transfer of its Non-core business on 'Slump Sale' basis w.e.f. 1 April 2015. As per the terms of the agreement Dish Infra undertook following activities of the Company providing support services for satellite based communication services, broadcasting content services, management of hard assets like CPEs and their installation, value added services, etc.
- b)** As per the Valuation Report obtained from Independent valuers, the Enterprise value of Non-core Business was valued at ₹ 165,961 Lacs and the Company had received cash consideration amounting to ₹ 507 lacs from Dish Infra Services Private Limited, which is arrived after adjusting Closing Net Debt and difference between Closing Working Capital and Base Working Capital on the Transfer Date. The surplus arising on slump sale of Non-core Business was ₹358 lacs as included in the financial statements under note 20.

Following assets and liabilities were transferred from Dish TV India Limited to Dish Infra Services Private Limited w.e.f. 1 April 2016.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

| Particulars                         | Amount         |
|-------------------------------------|----------------|
| <b>Non-current assets</b>           |                |
| <b>Fixed assets:-</b>               |                |
| Tangible assets                     | 128,215        |
| Capital work-in-progress            | 45,196         |
| Long-term loans and advances        | 9,700          |
| Other non-current assets            | 1,637          |
| <b>Total non-current assets (A)</b> | <b>184,748</b> |
| <b>Current assets</b>               |                |
| Inventories                         | 987            |
| Trade receivables                   | 17             |
| Cash and bank balances              | 3,323          |
| Short-term loans and advances       | 10,486         |
| Other current assets                | 2,044          |
| <b>Total current Assets (B)</b>     | <b>16,857</b>  |
| <b>Total assets (C=A+B)</b>         | <b>201,605</b> |
| <b>Non-Current liabilities</b>      |                |
| Long term provisions                | 765            |
| <b>Current liabilities</b>          |                |
| Short-term borrowings               | 4,795          |
| Trade payables                      | 458            |
| Other current liabilities           | 194,755        |
| Short-term provisions               | 683            |
| <b>Total liabilities (D)</b>        | <b>201,456</b> |
| <b>Net asset value (C-D)</b>        | <b>149</b>     |

- c) In reference to term loan and buyers credit related to non-core business, the Company had entered into novation agreement with banks to transfer its debt to its subsidiary company Dish Infra Services Private Limited w.e.f 1 April 2015.
31. The Board of Directors at their meeting held on 23 May 2016 had approved adjustment of entire securities premium account against the accumulated losses, through Capital reduction under section 100 to 104 of the Companies Act, 1956 read with section 52 of the Companies Act, 2013. The Company has received observation letter(s) from NSE (National Stock Exchange of India Limited) and BSE (BSE Limited) dated 14 July 2016 and 15 July 2016 respectively, confirming their No Objection. The Shareholders of the Company have also accorded their approval vide special resolution dated 19 September 2016. The Company had filed an application with the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 13 January 2017. The proposed adjustment of entire securities premium account against the accumulated losses is subject to final approval of NCLT and accordingly has not been accounted for in these financial statements.
32. During the year ended 31 March 2017, the Company has incorporated a new joint venture with Siticable Network Limited, namely C&S Medianet Private Limited. The Company holds 48% of the equity share capital.
33. With effect from 09 November 2016, the Registered Office of the Company has shifted from Delhi to the State of Maharashtra at Mumbai, by passing special resolution to alter the provisions of its Memorandum of Association with respect to the place of the Registered Office and such alteration having been confirmed vide an order dated 28 October 2016 of the Regional Director, Northern Region.
34. The Board of Directors at their meeting held on 11 November 2016 approved a Scheme of Arrangement [Scheme] under section 391 to 394 of Companies Act 1956 and/or applicable sections of Companies Act 2013,



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

among Dish TV India Limited (DTIL) and Videocon DTH Limited (VD2H) and their respective Shareholders and Creditors inter alia for amalgamation of the VD2H into and with the DTIL, pursuant to the relevant provision of the Companies Act and relevant provisions of the scheme, and various other matters consequential or otherwise integrally connected therewith.

The Company has received observation letter(s) dated 1 March 2017 and 2 March 2017 from NSE (National Stock Exchange of India Limited) and BSE (BSE Limited) respectively, confirming their No Objection to the said Scheme. Further, the Competition Commission of India (CCI), in its meeting held on 4 May 2017, has accorded its approval for the said combination. The Company has filed an application with Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 10 March 2017 and vide its order dated 22 March 2017 the Company had convened a Meeting of Shareholders who have accorded their approval to the said Scheme vide resolution dated 12 May 2017 pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 / 1956. Post the said approval, the Company has filed a Petition with NCLT on 19 May 2017 for final direction. The said scheme of arrangement is subject to requisite approval of NCLT and other approvals (regulatory or otherwise) and accordingly no impact has been given in these financial statements.

35. With effect from 01 April 2016, the Company has changed its business policy and started recovering entertainment tax from its subscribers and then paying it to the relevant authorities, therefore, entertainment tax has been netted off from subscription revenue.

### 36. Employee stock option plan (ESOP) 2007

At the Annual General Meeting held on 3 August 2007, the shareholders of the Company had approved Employee Stock Option Plan, i.e., ESOP 2007 ("the Scheme"). The Scheme provided for issuance of 4,282,228 stock options (underlying fully paid equity share of ₹ 1 each) to the employees of the Company as well as that of its subsidiaries of the Company at the exercise price which shall be equivalent to the market price determined as per the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ['SEBI (ESOP) Guidelines, 1999'].

The options granted under the Scheme shall vest between one year to six years from the date of grant of options, with 20% vesting each year. Once the options vest as per the Scheme, they would be exercisable by the grantee at any time within a period of four years from the date of vesting and the shares arising on exercise of such options shall not be subject to any lock-in period.

The shareholders in their meeting held on 28 August 2008 approved the re-pricing of outstanding options which were granted till that date and consequently the outstanding options were re-priced at ₹ 37.55 per option, determined as per SEBI (ESOP) Guidelines, 1999.

However, in respect of options granted subsequent to 28 August 2008, the exercise price of the options has been maintained as equivalent to the market price determined as per the SEBI (ESOP) Guidelines, 1999.

As stated above, the options are granted to the employees at an exercise price, being the latest market price as per SEBI (ESOP) Guidelines, 1999. Further, since the Company follows intrinsic value method for accounting of the above options, there is no charge in the Statement of Profit and Loss.

The activity relating to the options granted and movements therein are set out below:

#### Particulars

Options outstanding at the beginning of the year  
Add: Options granted  
Less: Exercised  
Less: Lapsed  
Options outstanding at the end of the year

| For the<br>year ended<br>31 March 2017<br>(Nos.) | For the<br>year ended<br>31 March 2016<br>(Nos.) |
|--|--|
| 455,850  | 840,740  |
| 803,800  | 153,200  |
| 104,070  | 293,250  |
| 149,620  | 244,840  |
| 1,005,960  | 455,850  |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

The following table summarizes information on the share options outstanding as of 31 March 2017:

| Particulars                                | Date of grant   | Number of shares remaining out of options | Remaining contractual life (year) | Exercise price (₹) |
|--|-----------------|---|-----------------------------------|--------------------|
| Lot 1                                      | 21 August 2007  | -   | -                                 | -                  |
| Lot 2                                      | 24 April 2008   | -   | -                                 | -                  |
| Lot 3                                      | 28 August 2008  | 1,500                                     | 1.41                              | 37.55*             |
| Lot 4                                      | 28 May 2009     | -   | -                                 | -                  |
| Lot 5                                      | 27 October 2009 | -   | -                                 | -                  |
| Lot 6                                      | 26 October 2010 | -   | -                                 | -                  |
| Lot 7                                      | 21 January 2011 | -   | -                                 | -                  |
| Lot 8                                      | 20 July 2011    | -   | -                                 | -                  |
| Lot 9                                      | 19 July 2012    | -   | -                                 | -                  |
| Lot 10                                     | 23 May 2013     | 77,420                                    | 5.65                              | 68.00              |
| Lot 11                                     | 26 July 2013    | 16,000                                    | 5.82                              | 57.10              |
| Lot 12                                     | 27 May 2014     | 27,240                                    | 6.16                              | 52.90              |
| Lot 13                                     | 29 October 2014 | -   | -                                 | -                  |
| Lot 14                                     | 20 March 2015   | 40,000                                    | 5.97                              | 79.35              |
| Lot 15                                     | 26 May 2015     | 40,000                                    | 6.16                              | 84.90              |
| Lot 16                                     | 28 July 2015    | -   | -                                 | -                  |
| Lot 17                                     | 23 May 2016     | 618,800                                   | 7.15                              | 93.90              |
| Lot 18                                     | 24 March 2017   | 185,000                                   | 7.99                              | 108.15             |
| Options outstanding at the end of the year |                 | 1,005,960                                 | 7.05#                             | 91.81#             |

The following table summarizes information on the share options outstanding as of 31 March 2016:

| Particulars                                | Date of grant   | Number of shares remaining out of options | Remaining contractual life (year) | Exercise price (₹) |
|--|-----------------|---|-----------------------------------|--------------------|
| Lot 1                                      | 21 August 2007  | 19,440                                    | 1.39                              | 37.55*             |
| Lot 2                                      | 24 April 2008   | -   | -                                 | -                  |
| Lot 3                                      | 28 August 2008  | 3,000                                     | 1.91                              | 37.55*             |
| Lot 4                                      | 28 May 2009     | 8,000                                     | 3.16                              | 47.65              |
| Lot 5                                      | 27 October 2009 | -   | -                                 | -                  |
| Lot 6                                      | 26 October 2010 | -   | -                                 | 57.90              |
| Lot 7                                      | 21 January 2011 | -   | -                                 | 58.95              |
| Lot 8                                      | 20 July 2011    | 40,000                                    | 3.31                              | 93.20              |
| Lot 9                                      | 19 July 2012    | -   | -                                 | -                  |
| Lot 10                                     | 23 May 2013     | 136,970                                   | 5.77                              | 68.00              |
| Lot 11                                     | 26 July 2013    | 24,000                                    | 6.32                              | 57.10              |
| Lot 12                                     | 27 May 2014     | 36,320                                    | 6.66                              | 52.90              |
| Lot 13                                     | 29 October 2014 | 34,320                                    | 7.08                              | 55.80              |
| Lot 14                                     | 20 March 2015   | 63,800                                    | 6.97                              | 79.35              |
| Lot 15                                     | 26 May 2015     | 40,000                                    | 7.16                              | 84.90              |
| Lot 16                                     | 28 July 2015    | 50,000                                    | 7.33                              | 117.75             |
| Options outstanding at the end of the year |                 | 455,850                                   | 5.96#                             | 74.19#             |

\* re-priced as per Shareholders' approval on 28 August 2008. Refer note above

# on a weighted average basis.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

As permitted by the Guidance Note on accounting for Employee Share - based Payment, issued by the Institute of Chartered Accountants of India, the Company has elected to account for stock options based on their intrinsic value (i.e., the excess of fair market value of the underlying share over the exercise price) at the grant date rather than their fair value at that date. Had the compensation cost for employee stock options been determined on the basis of the fair value method as described in the said Guidance Note, the impact on the Company's net profit after tax and basic/diluted earnings per share would have been as stated below.

### Particulars

|                                     | For the<br>year ended<br>31 March 2017<br>(Nos.) | For<br>year ended<br>31 March 2016<br>(Nos.) |
|-------------------------------------|--|--|
| Profit for the year                 | 16,269   | 41,992                                       |
| Additional compensation cost*       | 101  | 46   |
| Profit after additional expenses    | 16,168   | 41,946                                       |
| Decrease in profit rupees per share | 0.009  | 0.004  |

\* Additional compensation cost had the Company recorded employee stock option expenses based on the fair value of option (using black scholes method)

For purposes of the above proforma disclosures, the fair values are measured based on the Black-Scholes-Merton formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant-date fair values are as follows:

| Particulars   | As at 31 Mar 2017 |               | As at 31 Mar 2016 |             |
|---|-------------------|---------------|-------------------|-------------|
|   | 23 May 2016       | 24 March 2017 | 26 May 2015       | 28 Jul 2015 |
| Date of grant   |                   |               |                   |             |
| Number of options granted                                 | 618,800           | 185,000       | 80,000            | 73,200      |
| Fair value on grant date (₹ per share)                    | 42.97             | 48.03         | 39.97             | 55.14       |
| Share price at grant date (₹ Per share)                   | 93.90             | 108.15        | 84.90             | 117.75      |
| Expected volatility (%)                                   | 39.14             | 38.49         | 39.92             | 39.49       |
| Expected life (no. of years)                              | 5.00              | 5.01          | 5.01              | 5.01        |
| Expected dividends (in %)                                 | -                 | -             | -                 | -           |
| Risk-free interest rate (in %)(based on government bonds) | 7.36              | 6.79          | 7.84              | 7.84        |

### 37. Disclosure pursuant to Accounting Standard 15 on "Employee Benefits"

#### Defined contribution plans

An amount of ₹ 275 lacs (previous year ₹ 240 lacs) and ₹ 2 lac (previous year ₹ 1 lacs) for the year, have been recognized as expenses in respect of the Company's contributions to Provident Fund and Employee's State Insurance Fund respectively, deposited with the government authorities and have been included under "Employee benefits expenses".

#### Defined benefit plans

Gratuity is payable to all eligible employees of the Company on superannuation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act or as per the Company's Scheme, whichever is more beneficial.

The following table sets forth the status of the gratuity plan of the Company and the amounts recognised in the Balance Sheet and Statement of Profit and Loss:

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

| Particulars   | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---|--|--|
| <b>Changes in present value of obligation</b>               |  |  |
| Present value of obligation as at the beginning of the year | 529                                    | 954                                    |
| Interest cost   | 42                                     | 73                                     |
| Past service cost   | 238                                    | -                                      |
| Current service cost  | 148                                    | 101                                    |
| Benefits paid   | (33)                                   | (128)                                  |
| Actuarial loss/(gain) on obligation                         | (34)                                   | 10                                     |
| Acquisition adjustment (net)                                | 17                                     | (481)                                  |
| Present value of obligation as at the end of the year       | 907                                    | 529                                    |
| Short term  | 103                                    | 20                                     |
| Long term   | 804                                    | 509                                    |

| Particulars  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| <b>Expenses recognized in the Statement of Profit and Loss</b> |  |  |
| Current service cost   | 148                                    | 101                                    |
| Past service cost  | 238                                    | -                                      |
| Interest cost on benefit obligation                            | 42                                     | 73                                     |
| Net actuarial loss/(gain) recognised in the year               | (34)                                   | 10                                     |
| Expenses recognised in the Statement of Profit and Loss        | 394                                    | 184                                    |

The principal assumptions used in determining gratuity for the Company's plans are shown below:

| Particulars                        | As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------------------|------------------------|------------------------|
| Discount rate                      | 7.35%                  | 8%                     |
| Salary escalation rate (per annum) | 10.00%                 | 10.50%                 |
| <b>Withdrawal rates</b>            |                        |                        |
| Age- Upto 30 years                 | 13%                    | 13%                    |
| 31-44 years                        | 2%                     | 2%                     |
| Above 44 years                     | 1%                     | 1%                     |
| Mortality rate                     | IALM (2006-08)         | IALM (2006-08)         |

**Discount rate:** The discount rate is estimated based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligation.

**Salary escalation rate:** The estimates of salary increases, considered in actuarial valuation, take account of inflation, promotion and other relevant factors.

The best estimate of expected contributions for Defined Benefit Plan for the next financial year will be ₹ 244 lacs.

### Experience adjustment:

| Particulars                              | As at<br>31 March<br>2013 | As at<br>31 March<br>2014 | As at<br>31 March<br>2015 | As at<br>31 March<br>2016 | As at<br>31 March<br>2017 |
|--|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Plan projected benefit obligation (PBO)  | 832                       | 936                       | 954                       | 529                       | 907                       |
| Plan assets                              | -                         | -                         | -                         | -                         | -                         |
| Net liability                            | (832)                     | (936)                     | (954)                     | (529)                     | (907)                     |
| Experience adjustment on PBO-Gain (Loss) | 73                        | 105                       | 233                       | 7                         | 54                        |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 38. Segmental information

The Company is in the business of providing Direct to Home ('DTH') and teleport services primarily in India. As the Company's business activity primarily falls within a single business and geographical segment, disclosures in terms of Accounting Standard 17 on "Segment Reporting" are not applicable.

### 39. Related party disclosures

- a) **Related parties where control exists:** Subsidiary companies:  
 Dish T V Lanka (Private) Limited.  
 Dish Infra Services Private Limited (formerly known as Xingmedia Distribution Private Limited)  
 Joint Venture:  
 C&S Medianet Private Limited

b) **Other related parties with whom the Company had transactions:**

|  |   |
|--|---|
| <b>Key management personnel (KMP)</b>  | Mr. Jawahar Lal Goel  |
| <b>Relative of key management personnel</b>  | Mr. Gaurav Goel   |
| <b>Enterprises over which key management personnel/ their relatives have significant influence</b> | ATL Media Limited (Formerly known as Asia Today Limited)<br>Cyquator Media Services Private Limited (referred to as Cyquator)<br>Diligent Media Corporation Limited<br>Direct Media Distribution Ventures Private Limited<br>E-City Property Management & Services Private Limited<br>E-City Bioscope Entertainment Private Limited<br>Essel Agro Private Limited<br>Essel Corporate Resources Private Limited<br>ITZ Cash Card Limited<br>Interactive Financial & Trading Services Private Limited<br>Media Pro Enterprise India Private Limited<br>Maurya TV Private Limited<br>PAN India Network Infravest Limited (formerly known as PAN India Network Infravest Private Limited)<br>PAN India Network Limited<br>Procall Private Limited<br>Rama Associates Limited<br>Essel Business Excellence Services Limited<br>Sprit Textiles Private Limited<br>Taj Television (India) Private Limited<br>Zee Akaash News Private Limited<br>ZEE Digital Convergence Limited<br>Zee Entertainment Enterprises Limited<br>ZEE Media Corporation Limited (formerly known as Zee News Limited) |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### c) Transactions during the year with related parties:

| Particulars  | For the year ended<br>31 March 2017 |                                | For the year ended<br>31 March 2016 |                                |
|--|-------------------------------------|--------------------------------|-------------------------------------|--------------------------------|
|  | Total<br>amount                     | Amount<br>for major<br>parties | Total<br>amount                     | Amount for<br>major<br>Parties |
| <b>(i) With key management personnel</b>                                 | <b>227</b>                          |                                | <b>93</b>                           |                                |
| Managerial remuneration#   |                                     | 227                            |                                     | 93                             |
| <b>(ii) Remuneration to KMP relative</b>                                 | <b>119</b>                          |                                | <b>67</b>                           |                                |
| Remuneration#  |                                     | 119                            |                                     | 67                             |
| <b>(iii) With subsidiary companies</b>                                   |                                     |                                |                                     |                                |
| <b>Interest received</b>   | <b>367</b>                          |                                | <b>517</b>                          |                                |
| Dish T V Lanka (Private) Limited   |                                     | 367                            |                                     | 506                            |
| Dish Infra Services Private Limited (₹ ₹ 6,849)<br>(₹ ₹6,849)            |                                     | -                              |                                     | 11                             |
| <b>Revenue from operations and other income (net of Taxes)</b>           | <b>3,120</b>                        |                                | <b>18,526</b>                       |                                |
| Dish T V Lanka (Private) Limited   |                                     | -                              |                                     | 25                             |
| Dish Infra Services Private Limited                                      |                                     | 3,120                          |                                     | 18,501                         |
| <b>Purchase of goods &amp; services</b>                                  | <b>3,600</b>                        |                                | <b>3,600</b>                        |                                |
| Dish Infra Services Private Limited                                      |                                     | 3,600                          |                                     | 3,600                          |
| <b>Sale of assets and liability (net consideration)</b>                  | <b>-</b>                            |                                | <b>507</b>                          |                                |
| Dish Infra Services Private Limited                                      |                                     | -                              |                                     | 507                            |
| <b>Sale of Fixed Assets</b>  | <b>11</b>                           |                                | <b>-</b>                            |                                |
| Dish T V Lanka (Private) Limited   |                                     | 11                             |                                     | -                              |
| <b>Reimbursement of expenses paid</b>                                    | <b>7,951</b>                        |                                | <b>7,343</b>                        |                                |
| Dish Infra Services Private Limited                                      |                                     | 7,951                          |                                     | 7,343                          |
| <b>Short term/long term loans made</b>                                   | <b>1,615</b>                        |                                | <b>3,902</b>                        |                                |
| Dish T V Lanka (Private) Limited   |                                     | 1,615                          |                                     | 2,842                          |
| Dish Infra Services Private Limited                                      |                                     | -                              |                                     | 1,060                          |
| <b>Repayment of short-term loans advances</b>                            | <b>-</b>                            |                                | <b>1,260</b>                        |                                |
| Dish Infra Services Private Limited                                      |                                     | -                              |                                     | 1,260                          |
| <b>Short-term advance made</b>   | <b>-</b>                            |                                | <b>10,266</b>                       |                                |
| Dish Infra Services Private Limited                                      |                                     | -                              |                                     | 10,266                         |
| <b>Refund received against short-term advance</b>                        | <b>9,734</b>                        |                                | <b>532</b>                          |                                |
| Dish Infra Services Private Limited                                      |                                     | 9,734                          |                                     | 532                            |
| <b>Collection on behalf of Company (net)</b>                             | <b>215,746</b>                      |                                | <b>186,881</b>                      |                                |
| Dish Infra Services Private Limited                                      |                                     | 215,746                        |                                     | 186,881                        |
| <b>Remittance received out of collections on behalf of Company (net)</b> | <b>190,681</b>                      |                                | <b>138,033</b>                      |                                |
| Dish Infra Services Private Limited                                      |                                     | 190,681                        |                                     | 138,033                        |
| <b>Corporate Gurantees given on behalf of</b>                            | <b>44,627</b>                       |                                | <b>234,083</b>                      |                                |
| Dish Infra Services Private Limited (net)                                |                                     | 44,627                         |                                     | 234,083                        |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

| Particulars  | For the year ended<br>31 March 2017 |                                | For the year ended<br>31 March 2016 |                                |
|--|-------------------------------------|--------------------------------|-------------------------------------|--------------------------------|
|  | Total<br>amount                     | Amount<br>for major<br>parties | Total<br>amount                     | Amount for<br>major<br>Parties |
| <b>(iv) With other related parties:</b>                        |                                     |                                |                                     |                                |
| <b>Revenue from operations and other income (net of taxes)</b> | <b>3,160</b>                        |                                | <b>3,104</b>                        |                                |
| Zee Entertainment Enterprises Limited                          |                                     | 1,339                          |                                     | 1,623                          |
| ZEE Media Corporation Limited                                  |                                     | 1,079                          |                                     | 1,058                          |
| Zee Akaash News Private Limited                                |                                     | 225                            |                                     | 223                            |
| Siti Networks Limited  |                                     | 312                            |                                     | -                              |
| Other related parties  |                                     | 205                            |                                     | 200                            |
| <b>Purchase of goods and services</b>                          | <b>23,387</b>                       |                                | <b>22,578</b>                       |                                |
| Zee Entertainment Enterprises Limited                          |                                     | 17,859                         |                                     | 467                            |
| Taj Television (India) Private Limited                         |                                     | 3,648                          |                                     | 20,257                         |
| Other related parties  |                                     | 1,880                          |                                     | 1,854                          |
| <b>Rent paid</b>   | <b>206</b>                          |                                | <b>205</b>                          |                                |
| Zee Entertainment Enterprises Limited                          |                                     | 158                            |                                     | 157                            |
| Rama Associates Limited  |                                     | 48                             |                                     | 48                             |
| <b>Reimbursement of expenses paid</b>                          | <b>380</b>                          |                                | <b>448</b>                          |                                |
| Zee Entertainment Enterprises Limited                          |                                     | 322                            |                                     | 374                            |
| E-City Bioscope Entertainment Private Limited                  |                                     | 58                             |                                     | 74                             |
| <b>Investment in equity shares</b>                             | <b>0</b>                            |                                | <b>-</b>                            |                                |
| C&S Medianet Private Limited (0 ₹ 48,000)                      |                                     | 0                              |                                     | -                              |
| <b>Short-term loans and advances made</b>                      | <b>5</b>                            |                                | <b>21</b>                           |                                |
| ITZ Cash Card Limited  |                                     | -                              |                                     | -                              |
| Cyquator   |                                     | 1                              |                                     | 9                              |
| E-City Bioscope Entertainment Private Limited (** ₹ 28,554)    |                                     | **                             |                                     | 12                             |
| Essel Corporate Resources Private Limited                      |                                     | 4                              |                                     | -                              |
| Others related parties (## ₹ 8,204)                            |                                     | ##                             |                                     | -                              |
| <b>Refunds received against short- term loans and advances</b> | <b>1</b>                            |                                | <b>9</b>                            |                                |
| ITZ Cash Card Limited (^ ₹ 1,820)                              |                                     | ^                              |                                     | 0                              |
| Cyquator   |                                     | 1                              |                                     | 9                              |
| Others Related Parties (\$ ₹ 6,687)                            |                                     | \$                             |                                     | -                              |

# since an actuarial valuation is done for gratuity and compensated absences for the Company as a whole, detail of contribution in respect of each individual are not available for the computation of remuneration.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### d) Balances at the year end:

| Particulars  | As at 31 March 2017 |                          | As at 31 March 2016 |                          |
|--|---------------------|--------------------------|---------------------|--------------------------|
|  | Total amount        | Amount for major parties | Total amount        | Amount for major Parties |
| <b>With subsidiary companies:</b>                        |                     |                          |                     |                          |
| <b>Investments</b>                                       | <b>11,804</b>       |                          | <b>11,804</b>       |                          |
| Dish T V Lanka (Private) Limited                         |                     | 3                        |                     | 3                        |
| Dish Infra Services Private Limited                      |                     | 11,801                   |                     | 11,801                   |
| <b>Short-term deposit received</b>                       | <b>57</b>           |                          | <b>58</b>           |                          |
| Dish T V Lanka (Private) Limited                         |                     | 57                       |                     | 58                       |
| <b>Long-term loans and advances</b>                      | <b>8,526</b>        |                          | <b>6,700</b>        |                          |
| Dish T V Lanka (Private) Limited                         |                     | 8,526                    |                     | 6,700                    |
| <b>Short-term loans and advances</b>                     | <b>73,912</b>       |                          | <b>58,581</b>       |                          |
| Dish Infra Services Private Limited                      |                     | 73,912                   |                     | 58,581                   |
| <b>Corporate Guarantees on behalf of</b>                 | <b>278,710</b>      |                          | <b>234,083</b>      |                          |
| Dish Infra Services Private Limited (net)                |                     | 278,710                  |                     | 234,083                  |
| <b>With other related parties:</b>                       |                     |                          |                     |                          |
| <b>Short-term loans and advances</b>                     | <b>17</b>           |                          | <b>13</b>           |                          |
| ITZ Cash Card Limited                                    |                     | -                        |                     | 0                        |
| Interactive Financial & Trading Services Private Limited |                     | 1                        |                     | 1                        |
| E-City Bioscope Entertainment Private Limited            |                     | 13                       |                     | 12                       |
| Essel Corporate Resources Private Limited                |                     | 3                        |                     | -                        |
| Cyquator [# ₹ 18,172]                                    |                     | #                        |                     | -                        |
| <b>Security deposit given</b>                            | <b>1,487</b>        |                          | <b>1,487</b>        |                          |
| Zee Entertainment Enterprises Limited                    |                     | 54                       |                     | 54                       |
| Rama Associates Limited                                  |                     | 1,000                    |                     | 1,000                    |
| Essel Business Excellence Services Limited               |                     | 433                      |                     | 433                      |
| <b>Trade payables (including provisions)</b>             | <b>868</b>          |                          | <b>2,818</b>        |                          |
| Zee Entertainment Enterprises Limited                    |                     | 422                      |                     | 341                      |
| Cyquator   |                     | -                        |                     | -                        |
| Taj Television (India) Private Limited                   |                     | -                        |                     | 1,646                    |
| Essel Business Excellence Services Limited               |                     | 110                      |                     | 116                      |
| Other related parties                                    |                     | 336                      |                     | 715                      |
| <b>Trade receivables</b>                                 | <b>1,892</b>        |                          | <b>1,345</b>        |                          |
| Asia Today Limited                                       |                     | 115                      |                     | 21                       |
| ZEE Media Corporation Limited                            |                     | 1,027                    |                     | 678                      |
| Zee Entertainment Enterprises Limited                    |                     | 342                      |                     | 372                      |
| Zee Akaash News Private Limited                          |                     | 59                       |                     | 59                       |
| Maurya TV Private Limited                                |                     | -                        |                     | 215                      |
| SITI Networks Limited                                    |                     | 328                      |                     | -                        |
| Others related parties                                   |                     | 21                       |                     | -                        |



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 40. Leases

#### Obligation on operating lease:-

The Company's significant leasing arrangements are in respect of operating leases taken for offices, residential premises, transponder, etc. These leases are cancellable operating lease agreements that are renewable on a periodic basis at the option of both the lessee and the lessor. The initial tenure of the lease generally is for 11 months to 69 months. The details of assets taken on operating leases during the year are as under:

| Particulars                                 | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---|--|--|
| Lease rental charges during the year        | 16,987                                 | 15,574                                 |
| Sub-lease rental Income (being shared cost) | 898                                    | 889                                    |

41. a) The Company has been making payment of license fee to the Ministry of Information and Broadcasting considering the present legal understanding. However, in view of the ongoing dispute (refer note (b) below), the Company has made provision on a conservative basis considering the terms and conditions of the License given by the Regulatory Authority.-

#### Provision for regulatory dues (including interest)

| Particulars                   | As at<br>31 March 2017 | As at<br>31 March 2016 |
|-------------------------------|------------------------|------------------------|
| Opening provision             | 119,271                | 105,047                |
| Add: created during the year  | 30,415                 | 29,201                 |
| Less: payment during the year | 9,946                  | 14,977                 |
| <b>Closing provision</b>      | <b>139,740</b>         | <b>119,271</b>         |

The outflow of economic benefits with regard to the disputed portion would be dependent on the final decision by the Regulatory Authority. Presently, it has been considered under the 'Short-term provisions'.

- b) The Company has filed Petition [205(C) of 2014] before the Hon'ble Telecom Disputes Settlement & Appellate Tribunal (TDSAT) against Union of India challenging the propriety and legality of the demand of ₹ 62,420 lacs including interest of ₹ 15,967 lacs raised by the Ministry of Information and Broadcasting (MIB) by way of a demand letter dated 19 March 2014 towards alleged short payment of license fee for the period 2003-2004 to 2012-2013. The matter is pending before the TDSAT.

### 42. Auditors' remuneration

| Particulars                           | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---------------------------------------|--|--|
| As auditors                           |  |  |
| - Statutory audit                     | 46                                     | 51                                     |
| - Limited review of quarterly results | 21                                     | 21                                     |
| - Certifications                      | 8                                      | 5                                      |
| - Reimbursement of expenses           | 4                                      | 1                                      |
| <b>Total</b>                          | <b>79</b>                              | <b>78</b>                              |

(Amount shown above are excluding of Service Tax)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 43. Earnings per share

#### (a) Basic earnings per share

| Particulars  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| Profit for the year attributable to equity shareholders (A)            | 16,269                                 | 41,992                                 |
| Weighted-average number of equity shares (B)                           | 1,065,899,406                          | 1,065,746,554                          |
| Total number of equity shares outstanding at the beginning of the year | 1,065,864,835                          | 1,065,571,585                          |
| Total number of equity shares outstanding at the end of the year       | 1,065,968,905                          | 1,065,864,835                          |
| Nominal value of equity share (in ₹)                                   | 1                                      | 1                                      |
| <b>Basic earnings per share (in ₹) (A/B)</b>                           | <b>1.53</b>                            | <b>3.94</b>                            |

#### (b) Diluted earnings per share

| Particulars   | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---|--|--|
| Profit for the year attributable to equity shareholders (A)                             | 16,269                                 | 41,992                                 |
| Nominal value of equity share (in ₹)  | 1                                      | 1                                      |
| Number of equity shares (nos.)  | 1,065,968,905                          | 1,065,864,835                          |
| Weighted-average number of equity shares used to compute diluted earnings per share (B) | 1,065,938,279                          | 1,065,855,997                          |
| <b>Diluted earnings per share (in ₹) (A/B)</b>  | <b>1.53</b>                            | <b>3.94</b>                            |

### 44. Rights issue

The Company during the financial year ended 31 March 2009 issued 518,149,592 equity shares of ₹ 1 each at a premium of ₹ 21 per share for cash to the existing equity shareholders on the record date. The terms of payment were as under:

| Particulars                 | Total<br>amount<br>due (per<br>share) | Towards<br>face<br>value<br>(per<br>share) | Towards<br>securities<br>premium<br>(per<br>share) | Total<br>amount | Due on (from<br>the date of<br>allotment, at<br>the option of<br>the Company) | Date of making the Call  |
|-----------------------------|---------------------------------------|--|--|-----------------|---|--|
|                             | (₹)                                   | (₹)  | (₹)  | (in ₹ lacs)     |   |  |
| On application              | 6.00                                  | 0.50                                       | 5.50   | 31,089          | Along with<br>application   | Not applicable   |
| On first call               | 8.00                                  | 0.25                                       | 7.75   | 41,452          | After 3 months<br>but within 9<br>months                                      | The Board at its meeting held<br>on 18 June 2009 decided to<br>make the First Call, payable<br>on or before 31 July 2009*                  |
| On second and<br>final call | 8.00                                  | 0.25                                       | 7.75   | 41,452          | After 9 months<br>but within 18<br>months                                     | The Board at its meeting held<br>on 22 January 2010 decided<br>to make the Second and Final<br>Call, payable on or before<br>1 March 2010* |
| <b>Total</b>                | <b>22.00</b>                          | <b>1.00</b>                                | <b>21.00</b>                                       | <b>113,993</b>  |   |  |

\* Shareholders are entitled to make the call payment after due date with simple interest @ 8% p.a.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

Upto the financial year ended 31 March 2017, the Company has received ₹ 31,089 lacs (previous year ₹ 31,089 lacs) towards the application money on 518,149,592 (previous year 518,149,592) equity shares issued on Rights basis; ₹ 41,450 lacs (previous year ₹ 41,450 lacs) towards the first call money on 518,130,477 (previous year 518,130,477) equity shares; and ₹ 41,450 lacs (previous years ₹ 41,450 lacs) towards the second and final call money on 518,115,215 (previous year 518,115,094) equity shares.

The Company has also received ₹ 0.42 Lacs (previous year ₹ 0.42 lacs) towards first call and/ or second and final call. Pending completion of corporate action, the amount has been recorded as Share call money pending adjustments under 'Other long term liabilities.

The utilisation of Rights Issue proceeds have been in accordance with the revised manner of usage of Rights Issue proceeds, as approved by the Board of Directors of the Company, in their meeting held on 28 May 2009. The utilization of the Rights Issue proceeds as per the revised usage aggregating to ₹ 113,989 lacs (previous year ₹ 113,989 lacs) is as under. The monitoring agency, IDBI Bank Limited, has issued its report dated 25th January 2016 on utilization of the Rights Issue proceeds upto 31 December 2016.

The details of utilisation of Rights Issue proceeds by the Company, on an overall basis, are as below:

| Particulars   | Upto<br>31 March 2017 | Upto<br>31 March 2016 |
|---|-----------------------|-----------------------|
| Amount utilized                                       |                       |                       |
| Repayment of loans                                    | 28,421                | 28,421                |
| Repayment of loans, received after right issue launch | 24,300                | 24,300                |
| General corporate purpose/ operational expenses       | 34,723                | 34,723                |
| Acquisition of Consumer Premises Equipment (CPE)      | 26,000                | 26,000                |
| Right issue expenses                                  | 545                   | 545                   |
| <b>Total money utilized</b>                           | <b>113,989</b>        | <b>113,989</b>        |

#### 45. Issue of Global Depository Receipts (GDR Issue):-

Pursuant to the approvals obtained by the Company and in accordance with the applicable laws including the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, as amended, the Global Depository Receipt (GDR) Offer of the Company for 117,035 GDRs opened for subscription on 23 November 2009 at a price of US \$ 854.50 per GDR, each GDR representing 1000 fully paid equity shares. The pricing of the GDR, as per the pricing formula prescribed under Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Mechanism) Scheme, 1993, as amended, was ₹ 39.80 per fully paid equity share and the relevant date for this purpose was 23 November 2009.

Upon opening, the GDR issue for USD 1,000lacs (approx.) was fully subscribed and the Company received USD 1,000lacs (approx.), towards the subscription money. Upon receipt of the subscription money, the Issue Committee of the Board at its meeting held on 30 November 2009, issued and allotted 117,035,000 fully paid equity shares @ ₹ 39.80 per fully paid equity share to M/s Deutsche Bank Trust Company Americas (being the depository) in lieu of the Global Depository Receipts issued. The GDR's were listed at the Luxembourg Stock Exchange.

During the year ended 31 March 2016, 85,035 GDRs were sold into the domestic market and converted into 85,035,000 equity shares of Re 1 each by the holder and accordingly GDR outstanding thereafter are nil.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

The detail of utilisation of GDR proceeds by the Company, on an overall basis, is as below:-

| Particulars   | Upto<br>31 March 2017 | Upto<br>31 March 2016 |
|---|-----------------------|-----------------------|
| <b>Amount utilized</b>  |                       |                       |
| Acquisition of fixed assets including CPEs  | 7,670                 | 7,670                 |
| GDR issue expenses  | 345                   | 345                   |
| Advance against share application money given to subsidiaries                           | 56                    | 56                    |
| Repayment of bank loan  | 755                   | 755                   |
| Operational expenses including interest payments, bank charges and exchange fluctuation | 51,101                | 38,459                |
| <b>Total (A)</b>  | <b>59,927</b>         | <b>47,285</b>         |
| <b>Unutilised amount lying with:</b>  |                       |                       |
| Balance with bank in fixed deposit in foreign currency                                  | 271                   | 12,525                |
| <b>Total (B)</b>  | <b>271</b>            | <b>12,525</b>         |
| <b>Total (A+B)</b>  | <b>60,198</b>         | <b>59,810</b>         |

#### 46. Foreign currency transactions

Foreign currency transactions outstanding as on the balance sheet date that are not hedged by derivative instruments or otherwise are as under.

(Amount in lacs)

| Particulars                    | As at 31 March 2017 |                |                   |                |                  |                |
|--------------------------------|---------------------|----------------|-------------------|----------------|------------------|----------------|
|                                | Amount<br>in AUD    | Amount<br>in ₹ | Amount<br>in EURO | Amount<br>in ₹ | Amount<br>in USD | Amount<br>in ₹ |
| Balances with bank             | -                   | -              | -                 | -              | 4                | 271            |
| Loans and advances recoverable | @                   | 1              | -                 | -              | 132              | 8,529          |
| Receivables                    | -                   | -              | -                 | -              | 62               | 4,044          |
| Loans and borrowings           | -                   | -              | -                 | -              | -                | -              |
| Advances / deposits received   | -                   | -              | -                 | -              | 1                | 57             |
| Trade Payable                  | -                   | -              | 48                | 3,435          | 1                | 81             |

@ Amount in AUD 1,322

| Particulars                    | As at 31 March 2016 |                |                   |                |                  |                |
|--------------------------------|---------------------|----------------|-------------------|----------------|------------------|----------------|
|                                | Amount<br>in AUD    | Amount<br>in ₹ | Amount<br>in EURO | Amount<br>in ₹ | Amount<br>in USD | Amount<br>in ₹ |
| Balances with bank             | -                   | -              | -                 | -              | 189              | 12,525         |
| Loans and advances recoverable | @                   | 1              | 1                 | 66             | 102              | 6,748          |
| Receivables                    | -                   | -              | -                 | -              | 62               | 4,102          |
| Advances / deposits received   | -                   | -              | -                 | -              | 1                | 58             |
| Trade Payable                  | -                   | -              | -                 | -              | 122              | 8,118          |

@ Amount in AUD 1,322

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### 47. Contingent liabilities, litigations and commitments

#### a) Claims against the Company (including unasserted claims) not acknowledged as debt:

| Particulars                              | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| Income-tax                               | 313                    | 362                    |
| Sales tax, Value Added tax and Entry tax | 4,183                  | 4,581                  |
| Customs duty                             | -                      | 795                    |
| Service tax*                             | 7,195                  | 7,195                  |
| Wealth tax                               | 1                      | 2                      |
| Entertainment tax                        | 14,319                 | 11,069                 |
| Other claims                             | 60                     | 489                    |

\* Penalty, if any, levied on conclusion of this matter is currently not ascertainable

Other than above, the Company has certain litigations involving customers and based on the legal advice of in-house legal team, the management believe that no material liability will devolve on the Company in respect of these litigations.

#### Income tax

In earlier years, the Company had received demand notices for TDS and interest thereon amounting to ₹ 760 lacs (excluding penalty levied amounting ₹ 16 lacs) relating to matters pertaining to alleged short deduction of tax at source on certain payments for the Assessment Year's 2009-10 to 2013-14. In respect of the demand received the Company had made payment under protest of ₹ 726 lacs out of which ₹ 141 lacs had been paid in the FY 2015-16 and ₹ 39 lacs has been paid in the year ended 31 March 2017 and remaining was paid in the previous years. Further, the amount paid under protest, as a matter of abandoned caution, based on management estimate has been provided for in the books. Accordingly, the remaining amount ₹ 34 lacs has been included under the head contingent liabilities above. However, the Company has disputed all these matters and filed appeal against the above said demands with the tax authorities.

Further, for the assessment year 2004-05, in case of Siti Cable Network Limited (now merged with the Company), demand under section 271(1)(c) amounting ₹ 263 lacs on account of additions of loans and advances and bandwidth charges has been raised by assessing officer vide order dated 29 March 2016. The Company has preferred an appeal before higher appellate authorities on 29 April 2016 and same is pending for disposal.

#### Sales tax, value added tax, entry tax, service tax, entertainment tax and other claims

The Company has received notices / assessment orders in relation to applicability of above-mentioned taxes. The Company has contested these notices at various Appellate Forums / Courts and the matter is subjudice.

Based on the advice from independent tax experts, and development on the appeals, the Company is confident that the additional tax so demanded will not be sustained on the completion of appellate proceedings and accordingly, pending the decisions by the appellate authorities, no provision has been made in these financial statements.

#### b) Guarantees

| Particulars   | As at<br>31 March 2017 | As at<br>31 March 2016 |
|---|------------------------|------------------------|
| Guarantee issued by the Company on behalf of:<br>Dish Infra Service Private Limited | 278,710                | 234,083                |

#### c) Commitments

| Particulars  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| Estimated amount of contracts remaining to be executed on capital account (net of advance) | 2,759                  | 203                    |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

### d) Others

- i) During the year, the Delhi High Court (HC) passed an order restraining the Company from operation in MENA (Middle East and North Africa) region, on a plea brought by the UAE-based company Gulf DTH FZ, about copyright infringement by Dish TV in the region. An application for interim stay filed by Gulf DTH FZ LLC has been allowed by the Single Judge Bench of High Court vide its order dated 30 August 2016 which is further confirmed by Division Bench of High Court. The Company has filed appeals against the said order and same is pending for disposal. Based on management's assessment and independent expert's advice, the Company believes no significant claim will devolve upon the Company and no provision has been recognised.
- ii) The Company's DTH license was valid upto 30 September 2013. Ministry of Information and Broadcasting (MIB) has been extending the validity of the DTH License on yearly basis and as per the letter dated 31 March 2017 of the MIB, the DTH License is valid upto 31 December 2017.
- iii) Management believes that it is appropriate to prepare these financial statements on a going concern basis considering available resources, current level of operations of the Company, and those projected for foreseeable future.

### 48. Bank balances include:-

| Particulars                                     | As at<br>31 March 2017 | As at<br>31 March 2016 |
|---|------------------------|------------------------|
| Provided as security to Government authorities. | 28                     | 14                     |
| Held as margin money for bank guarantees        | 868                    | 678                    |

### 49. Particulars of loans, guarantee or investment under section 186 of the Companies Act 2013.

The Company has provided following loans, guarantee or investment pursuant to section 186 of Companies Act, 2013.

| Name of the entity  | As at<br>31 March 2016 | Given | Repaid | As at<br>31 March 2017 |
|---|------------------------|-------|--------|------------------------|
| <b>Loan given:</b>  |                        |       |        |                        |
| Dish T V Lanka (Private) Limited (includes foreign currency realignment and interest accrued till date of ₹ 1,429 lacs) | 6,700                  | 1,826 | -      | 8,526                  |

#### Note:

All the loans are provided for business purposes of respective entities.

#### Security or guarantee against loan

During the current year Company has given guarantees on behalf of Dish Infra Services Private Limited to various banks amounting to ₹ 278,710 lacs (Previous year ₹ 234,083 lacs) for loan facility obtained by Dish Infra Services Private Limited.

#### Investment

There are no investments by the Company other than those stated under Note 13 in the Financial Statements.

### 50. Disclosure pursuant to schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) regulations, 2015.

| Name of the enterprise  | Balance as at<br>31 March 2017 | Maximum<br>Outstanding<br>during the year<br>2016-17 | Balance as at<br>31 March 2016 | Maximum<br>Outstanding<br>during the year<br>2015-16 |
|---|--------------------------------|--|--------------------------------|--|
| <b>Loans and advances in the nature of loan given to subsidiaries</b> |                                |  |                                |  |
| Dish T V Lanka (Private) Limited                                      | 8,526                          | 8,526  | 6,700                          | 6,700  |
| Dish Infra Services Pvt. Ltd.   | -                              | -  | -                              | 1,260  |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 51. Information pursuant to G.S.R. 308(E) dated 30 March 2017 issued by Ministry of Corporate Affairs:

(Amount in ₹ in absolute figure)

| Particulars                            | Specified bank notes (SBN) | Other denomination | Total   |
|--|----------------------------|--------------------|---------|
| Closing cash in hand as on 08 Nov 2016 | 286,000                    | 36,138             | 322,138 |
| (+) Permitted receipts*                | 7,000                      | 971,983            | 978,983 |
| (-) Permitted payments                 | -                          | 856,652            | 856,652 |
| (-) Amount deposited in banks          | 293,000                    | -                  | 293,000 |
| Closing cash in hand as on 30 Dec 2016 | -                          | 151,469            | 151,469 |

\* Include SBNs aggregating to ₹ 7,000 lying with employees of the Company as at 8 November 2016, which were subsequently returned to the Company and deposited into the bank account of the Company

52. In accordance with the provisions of Section 135 of the Companies Act, 2013, the Board of Directors of the Company had constituted a Corporate Social Responsibility ('CSR') Committee. In terms with the provisions of the said Act, the Company was to spend a sum of approx ₹ 189 lacs during the year ended 31 March 2017 (previous year Nil) towards CSR activities. The details of amount actually paid by the Company are:

| Particulars   | Amount Paid | Amount yet to be paid | Total |
|---|-------------|-----------------------|-------|
| <b>31 March 2017</b>  |             |                       |       |
| <b>Donation paid for the purposes:</b>  |             |                       |       |
| Measures for the benefit of armed forces veterans, war widows and their dependents. | 19          | -                     | 19    |
| Education   | 170         | -                     | 170   |

53. The Company has advanced loans, classified under long term loans and advances, to Dish T V Lanka Private Limited ("Dish Lanka"), its subsidiary company, which has incurred losses and its net worth has been eroded. The management is in the process of implementing certain changes to its business strategy in Sri Lankan market and based on future business plans and projections, believes that the subsidiary would turn around in future and accordingly, the loan given to this subsidiary has been considered good for recovery.

54. Figures of the previous year have been regrouped / rearranged, wherever considered necessary to conform to the current year's presentation.

As per our report attached to the balance sheet

**For Walker Chandiok & Co. LLP**  
Chartered Accountants

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

**per Sumit Mahajan**  
Partner

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**B. D. Narang**  
Director  
DIN: 00826573

**Rajeev K. Dalmia**  
Chief Financial Officer

**Ranjit Singh**  
Company Secretary  
Membership No: A15442

Place: Noida  
Dated: 24 May, 2017

Place: Noida  
Dated: 24 May, 2017

# INDEPENDENT AUDITORS' REPORT

## To the Members of Dish TV India Limited

### Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Dish TV India Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and a jointly controlled entity, which comprise the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The respective Board of Directors/management of the companies included in the Group and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group jointly controlled entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on these consolidated financial statements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial



statements and on the other financial information of the subsidiaries and jointly controlled entity, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, and jointly controlled entity as at 31 March 2017, their consolidated profit and their consolidated cash flows for the year ended on that date.

#### **Other Matter**

9. We did not audit the financial statements of two subsidiaries and one jointly controlled entity, whose financial statements reflect total assets of ₹322,991 lacs and net assets of ₹33,483 lacs as at 31 March 2017, total revenues of ₹113,500 lacs and net cash outflows amounting to ₹1,756 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entity, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entity, is based solely on the reports of the other auditors.

Further, of these subsidiaries and jointly controlled entity, one subsidiary is located outside India whose financial statements and other financial information has been prepared in accordance with accounting principles generally accepted in its respective country, which have been audited by other auditors under generally accepted auditing standards applicable in such country. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India and another auditor has audited these conversion adjustments. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by the other auditor.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

#### **Report on Other Legal and Regulatory Requirements**

10. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries and jointly controlled entity, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
  - e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company, and jointly controlled company covered under the Act, none of the directors of the Group companies and jointly controlled company covered under the Act, are disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, and its subsidiary company and jointly controlled company covered under the Act and the operating effectiveness of such controls, refer to our separate report in Annexure I;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary and jointly controlled entity:
  - (i) the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its jointly controlled entity as detailed in Note 37 and 41 to the consolidated financial statements;
  - (ii) provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, as detailed in Note 41(c)(iv) to the consolidated financial statements;
  - (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company and jointly controlled company covered under the Act; and
  - (iv) the Company, as detailed in Note 48 to the consolidated financial statements, has made requisite disclosures in these consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 by the Holding Company, its subsidiary company and jointly controlled company covered under the Act. Based on the audit procedures performed and taking into consideration the information and explanations given to us and on consideration of the reports of the other auditors on separate financial statements and other financial information, in our opinion, these disclosures are in accordance with the books of account maintained by the respective companies.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Place: Noida  
Date: 24 May 2017

per **Sumit Mahajan**  
Partner  
Membership No.: 504822

**Annexure to the Independent Auditor's Report of even date to the members of Dish TV India Limited, on the consolidated financial statements for the year ended 31 March 2017**

## **ANNEXURE I**

**Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the consolidated financial statements of the Dish TV India Limited ("the Holding Company") and its subsidiaries, (the Holding Company and its subsidiaries together referred to as "the Group") and a joint controlled entity, as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting (IFCoFR) of the Holding Company, its subsidiary company and a jointly controlled entity incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Holding Company, its subsidiary company and a joint controlled entity incorporated in India, are responsible for establishing and maintaining internal financial controls based on Internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of the company's assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company, its subsidiary company and a joint controlled entity as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note, issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company, its subsidiary company and joint controlled entity, as aforesaid.

### **Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

8. In our opinion and based on the consideration of the report of the other auditors of subsidiary company, the Holding Company, its subsidiary company and a joint controlled entity incorporated in India, have, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on Internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI.

### **Other Matters**

9. We did not audit the IFCoFR insofar as it relates to a subsidiary company and joint controlled entity incorporated in India, whose financial statements reflect total assets of ₹ 318,196 lacs, net assets of ₹ 40,353 lacs as at 31 March 2017, total revenues of ₹ 112,554 lacs and net cash outflows amounting to ₹ 2,415 lacs for the year ended on that date. Our report on the adequacy and operating effectiveness of the IFCoFR for the Holding Company, its subsidiary company and joint controlled entity incorporated in India, under section 143(3)(i) of the Act insofar as it relates to the aforesaid subsidiary and joint controlled entity is solely based on the corresponding reports of the auditors of such Company. Our opinion is not modified in respect of the above matter with respect to our reliance on the work done by and the report of the other auditors.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

per **Sumit Mahajan**

Partner

Place: Noida

Date: 24 May 2017

Membership No.: 504822

# CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

|  | Note no. | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|----------|------------------------|------------------------|
| <b>EQUITY AND LIABILITIES</b>  |          |                        |                        |
| <b>Shareholders' funds</b>   |          |                        |                        |
| Share capital  | 3        | 10,659                 | 10,659                 |
| Reserves and surplus   | 4        | 38,400                 | 27,412                 |
|  |          | <b>49,059</b>          | 38,071                 |
| <b>Non-current liabilities</b>   |          |                        |                        |
| Long-term borrowings   | 5        | 58,339                 | 115,354                |
| Other long term liabilities  | 6        | 9,998                  | 6,349                  |
| Long-term provisions   | 7        | 2,307                  | 1,732                  |
|  |          | <b>70,644</b>          | 123,435                |
| <b>Current liabilities</b>   |          |                        |                        |
| Short-term borrowings  | 8        | -                      | 284                    |
| Trade payables   | 9        | -                      | -                      |
| Total outstanding dues of micro enterprises and small enterprises                      |          | -                      | -                      |
| Total outstanding dues of creditors other than micro enterprises and small enterprises |          | 17,109                 | 22,980                 |
| Other current liabilities  | 10       | 146,906                | 87,660                 |
| Short-term provisions  | 11       | 142,370                | 121,508                |
|  |          | <b>306,385</b>         | 232,432                |
| <b>Total</b>   |          | <b>426,088</b>         | 393,938                |
| <b>ASSETS</b>  |          |                        |                        |
| <b>Non-current assets</b>  |          |                        |                        |
| Fixed assets   |          |                        |                        |
| Property, plant and equipment  | 12.1     | 190,795                | 180,198                |
| Intangible assets  | 12.2     | 1,234                  | 805                    |
| Capital work-in-progress   | 12.3     | 78,677                 | 61,003                 |
| Non-current investments  | 13       | 15,000                 | 15,000                 |
| Deferred tax assets  | 14       | 51,003                 | 43,600                 |
| Long-term loans and advances   | 15       | 20,119                 | 17,140                 |
| Other non-current assets   | 16       | 37                     | 274                    |
|  |          | <b>356,865</b>         | 318,020                |
| <b>Current assets</b>  |          |                        |                        |
| Current investments  | 17       | 1,441                  | 8,203                  |
| Inventories  | 18       | 1,308                  | 1,256                  |
| Trade receivables  | 19       | 8,697                  | 7,246                  |
| Cash and cash equivalents  | 20       | 29,225                 | 33,917                 |
| Short-term loans and advances  | 21       | 27,432                 | 22,865                 |
| Other current assets   | 22       | 1,120                  | 2,431                  |
|  |          | <b>69,223</b>          | 75,918                 |
| <b>Total</b>   |          | <b>426,088</b>         | 393,938                |
| <b>Significant accounting policies</b>   | 2        |                        |                        |

The accompanying notes (1 to 49) form an integral part of the financial statements.  
This is the Consolidated Balance Sheet referred to in our report of even date

**For Walker Chandiok & Co. LLP**  
Chartered Accountants

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

per **Sumit Mahajan**  
Partner

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**Rajeev K. Dalmia**  
Chief Financial Officer

**B. D. Narang**  
Director  
DIN: 00826573

**Ranjit Singh**  
Company Secretary  
Membership No: A15442

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

|   | Note no.      | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---|---------------|--|--|
| <b>Income</b>   |               |  |  |
| Revenue from operations   | 23            | 301,439                                | 305,994                                |
| Other income  | 24            | 4,751                                  | 6,404                                  |
| <b>Total revenue</b>  |               | <b>306,190</b>                         | <b>312,398</b>                         |
| <b>Expenses</b>   |               |  |  |
| Purchases of stock-in-trade (consumer premises equipments related accessories/spares) |               | 1,119                                  | 1,256                                  |
| Changes in inventories of stock-in-trade  | 25            | (52)                                   | (269)                                  |
| Operational expenses  | 26            | 142,325                                | 146,812                                |
| Employee benefits expense   | 27            | 14,399                                 | 12,287                                 |
| Finance costs   | 28            | 22,389                                 | 20,873                                 |
| Depreciation and amortization expense   | 12.1 and 12.2 | 66,308                                 | 59,071                                 |
| Other expenses  | 29            | 45,788                                 | 43,416                                 |
| <b>Total expenses</b>   |               | <b>292,276</b>                         | <b>283,446</b>                         |
| <b>Profit before prior period items and tax</b>                                       |               | <b>13,914</b>                          | <b>28,952</b>                          |
| Prior period items  | 30            | 574                                    | -                                      |
| <b>Profit before tax</b>  |               | <b>13,340</b>                          | <b>28,952</b>                          |
| <b>Tax expense:</b>   |               |  |  |
| - Current Tax   |               | 10,349                                 | 3,310                                  |
| - Deferred Tax  |               | (7,403)                                | (43,600)                               |
| - Income tax - prior years  |               | (534)                                  | -                                      |
| <b>Profit for the year</b>  |               | <b>10,928</b>                          | <b>69,242</b>                          |
| Basic earning per equity share (in ₹)   |               | 1.03                                   | 6.50                                   |
| Diluted earning per equity share (in ₹)   |               | 1.03                                   | 6.50                                   |
| (Face value of ₹ 1 each)  |               |  |  |
| <b>Significant accounting policies</b>  | 2             |  |  |

The accompanying notes (1 to 49) form an integral part of the financial statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

**For Walker Chandiok & Co. LLP**  
Chartered Accountants

**per Sumit Mahajan**  
Partner

Place: Noida  
Dated: 24 May, 2017

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**Rajeev K. Dalmia**  
Chief Financial Officer

Place: Noida  
Dated: 24 May, 2017

**B. D. Narang**  
Director  
DIN: 00826573

**Ranjit Singh**  
Company Secretary  
Membership No: A15442

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED

### 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| <b>Cash flows from operating activities</b>  |  |  |
| Net profit/(loss) before tax   | 13,340                                 | 28,952                                 |
| <b>Adjustments for :</b>   |  |  |
| Depreciation and amortization expense  | 66,308                                 | 59,071                                 |
| Loss on sale/discard of fixed assets and capital work-in-progress  | 1,684                                  | 3,010                                  |
| Profit on redemption of units of mutual funds  | (531)                                  | (334)                                  |
| Provision for doubtful debts   | 770                                    | 922                                    |
| Bad debts and balances written off   | 614                                    | 89                                     |
| Liabilities written back   | (295)                                  | (1,429)                                |
| Foreign exchange fluctuation (net)   | (2,402)                                | (1,445)                                |
| Interest expense   | 19,901                                 | 18,548                                 |
| Interest income  | (3,356)                                | (4,270)                                |
| <b>Operating profit before working capital changes</b>   | <b>96,033</b>                          | <b>103,114</b>                         |
| <b>Changes in working capital</b>  |  |  |
| (Increase) in inventories  | (52)                                   | (269)                                  |
| (Increase) in trade receivables  | (2,632)                                | (1,889)                                |
| Decrease/(Increase) in loans and advances and other assets   | (5,759)                                | 6,421                                  |
| Increase in trade payables and other liabilities   | 6,847                                  | 7,850                                  |
| <b>Cash generated from operations</b>  | <b>94,437</b>                          | <b>115,227</b>                         |
| Income taxes paid (net of refund)  | (12,398)                               | (1,990)                                |
| <b>Net cash generated from operating activities (A)</b>  | <b>82,039</b>                          | <b>113,237</b>                         |
| <b>Cash flows from investing activities</b>  |  |  |
| Purchases of fixed assets (including adjustment for creditors for fixed assets, work in progress and capital advances) | (86,146)                               | (90,839)                               |
| Proceeds from sale of fixed assets   | 28                                     | 30                                     |
| Purchase of current investments  | (133,900)                              | (92,575)                               |
| Proceeds from sale of Current investments  | 141,194                                | 89,705                                 |
| Movements in fixed deposits  | 13,170                                 | 8,494                                  |
| Interest received  | 3,309                                  | 4,280                                  |
| <b>Net cash used in investing activities (B)</b>   | <b>(62,345)</b>                        | <b>(80,905)</b>                        |

# CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED

## 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| <b>Cash flows from financing activities</b>                                    |  |  |
| Interest paid  | (6,570)                                | (6,656)                                |
| Proceeds from issue of capital/call money received                             | 61                                     | 167                                    |
| Proceeds from long term borrowings   | 16,626                                 | 35,332                                 |
| Repayments of long term borrowings   | (21,287)                               | (64,031)                               |
| Repayments of short term borrowings  | (284)                                  | -                                      |
| <b>Net cash used in financing activities (C)</b>                               | <b>(11,454)</b>                        | <b>(35,188)</b>                        |
| <b>Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>            | <b>8,240</b>                           | <b>(2,856)</b>                         |
| <b>Cash and cash equivalents at the beginning of the year</b>                  | <b>9,093</b>                           | <b>11,949</b>                          |
| <b>Cash and cash equivalents at the end of the year (refer note 20)</b>        | <b>17,333</b>                          | <b>9,093</b>                           |
| Cash and cash equivalents includes:  |  |  |
| Cash on hand   | 7                                      | 10                                     |
| Balances with scheduled banks :  |  |  |
| - in current accounts  | 17,041                                 | 6,705                                  |
| - deposits with maturity of upto 3 months                                      | 86                                     | 384                                    |
| Cheques, drafts on hand  | 199                                    | 1,994                                  |
| <b>Cash and cash equivalents</b>   | <b>17,333</b>                          | <b>9,093</b>                           |
| <b>Reconciliation of Cash and cash equivalents with cash and bank balances</b> |  |  |
| Cash and bank balances (refer note 20)   | 29,225                                 | 33,917                                 |
| Less: deposits with maturity of more than 3 months                             | 11,892                                 | 24,824                                 |
| <b>Cash and cash equivalents</b>   | <b>17,333</b>                          | <b>9,093</b>                           |

Figures in brackets indicate cash outflow

This is the consolidated cash flow statement referred to in our report of even date

**For Walker Chandiok & Co. LLP**  
Chartered Accountants

**per Sumit Mahajan**  
Partner

Place: Noida  
Dated: 24 May, 2017

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

**Jawahar Lal Goel**  
Chairman & Managing Director  
DIN: 00076462

**Rajeev K. Dalmia**  
Chief Financial Officer

Place: Noida  
Dated: 24 May, 2017

**B. D. Narang**  
Director  
DIN: 00826573

**Ranjit Singh**  
Company Secretary  
Membership No: A15442



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 1. Background

Dish TV India Limited ('Dish TV' or 'the Company' or 'the parent company') and its subsidiaries [refer to note 2(b) (viii) below], together referred as 'the Group', is engaged in the business of providing Direct to Home ('DTH') and Teleport services.

## 2. Significant accounting policies

### a) Basis of preparation of consolidated financial statements

The financial statements have been prepared to comply in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared on a going concern basis under the historical cost convention on accrual basis in accordance with the generally accepted accounting principles in India. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company and as per the guidance as set out in Schedule III to the companies Act, 2013.

### b) Principles of consolidation

The consolidated financial statements have been prepared in accordance with Accounting Standard 21 - consolidated financial statements and Accounting Standard 27 - Financial Reporting of interests in Joint Ventures, of the Companies Accounting Standards (Rules), 2006 (as amended). The consolidated financial statements are prepared on the following basis:

- i) Subsidiary companies are consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating all significant intra-group balances, intra-group transactions and unrealized profit or loss (if applicable). The results of operations of a subsidiary are included in the consolidated financial statements from the date on which the parent subsidiary relationship came into existence.
- ii) Interests in assets, liabilities, income and expenses of the joint venture are consolidated using proportionate consolidated method. Intra group balances, transactions are unrealized profits/losses are eliminated to the extent of Company's proportionate share.
- iii) The difference between the cost to the Group of investment in subsidiaries and the proportionate share in the equity of the investee company as at the date of acquisition of stake is recognized in the consolidated financial statements as Goodwill or Capital Reserve, (as the case may be).
- iv) Minorities' interest in net profits of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the consolidated balance sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual/legal obligation on the minorities, the same is accounted for by the holding company.
- v) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's standalone financial statements. Any differences in accounting policies are disclosed separately.
- vi) The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended 31 March 2017.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

- vii) As per Accounting Standard 21 - consolidated financial statements notified by Companies (Accounting Standards) Rules, 2006 (as amended), only the notes involving items which are material need to be disclosed. Materiality for this purpose is assessed in relation to the information contained in the consolidated financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or the parent having no bearing on the true and fair view of the consolidated financial statements is not disclosed in the consolidated financial statements.
- viii) The companies considered in the consolidated financial statements are:

| Name of the company  | Nature             | Country of incorporation | % shareholding as at 31 March 2017 | % shareholding as at 31 March 2016 |
|--|--------------------|--------------------------|------------------------------------|------------------------------------|
| Dish TV India Limited  | Holding Company    | India                    | -                                  | -                                  |
| Dish TV Lanka (Private) Limited  | Subsidiary Company | Sri Lanka                | 70                                 | 70                                 |
| Dish Infra Services Private Limited (formerly known as Xingmedia Distribution Private Limited) | Subsidiary Company | India                    | 100                                | 100                                |
| C&S Medianet Private Limited   | Joint Venture      | India                    | 48                                 | -                                  |

## c) Use of estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the consolidated financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognised in the current and future periods.

## d) Fixed assets and capital work in progress

### Tangible assets:

Fixed assets are recorded at the cost of acquisition, net of Cenvat credit, including all incidental expenses attributable to the acquisition and installation of assets, upto the date when the assets are ready for use.

Consumer Premise Equipments (CPE) including viewing card (VC) are capitalized on activation of the same.

Capital work in progress comprises of CPE items and is valued at cost.

### Intangible assets:

Intangible assets are recognised if it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. These assets are valued at cost which comprises the purchase price and any directly attributable expenditure on making the asset ready for its intended use.

Fee paid for acquiring license to operate DTH services, is capitalized as intangible asset.

Cost of computer software includes license fees, cost of implementation and appropriate system integration expenses. These costs are capitalized as intangible assets in the year in which related software is implemented.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## **e) Depreciation and amortisation**

### **1) Tangible assets**

Depreciation on tangible fixed assets, is provided on straight line method as per the useful life prescribed in Schedule II, of the Companies Act, 2013, except in case of following category where life of the assets have been assessed as under based on technical advice taking into account the nature of assets, estimated usage of the assets, the operating conditions of assets, past history of replacement, anticipated technological changes etc.

- i) CPEs including VC are depreciated over their useful life of five years, as estimated by the management.
- ii) Aircraft is depreciated over the estimated useful life of ten years.

### **2) Intangible assets**

- i) Fees paid for acquiring licenses to operate DTH services is amortised over the period of license and other license fees are amortized over the management estimate of useful life of five years.
- ii) Software are amortised on straight line method over an estimated life of one year to five years.

Leasehold improvements are amortised over the period of lease or their useful lives, whichever is shorter.

## **f) Impairment**

The carrying amounts of the Group's assets (including goodwill) are reviewed at each balance sheet date in accordance with Accounting Standard 28 'Impairment of Assets', to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated as higher of its net selling price and value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, had no impairment loss been recognised.

## **g) Inventories**

Inventories of CPE related accessories and spares are valued at the lower of cost and net realisable value. Cost of inventories includes all costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

## **h) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

### **i) Service revenue:**

- Revenue from subscription services is recognised prorata over the subscription pack period during which the services are rendered and is net of taxes collected from the customer, collection charges and any discount given. Revenue from other services are recognised on accrual basis on rendering of the services.
- Lease rental is recognized as revenue as per the terms of the contract of operating lease over the period of lease on a straight line basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

- Activation fee is recognised on an upfront basis considering the level of services rendered on activation, the corresponding cost incurred and separate consideration charged for the subsequent continuing services.
- Infrastructure support fees is recognised on the basis of fixed rate agreement on the basis of active customers.

## ii) Sale of goods:

- Revenue from sale of stock -in- trade is recognised when the products are dispatched against orders to the customers in accordance with the contract terms, which coincides with the transfer of risks and rewards
- Sales are stated net of rebates, trade discounts, sales tax and sales returns.

## iii) Interest income:

Income from deployment of surplus funds is recognised using the time proportion method, based on interest rates implicit in the transaction.

## i) Foreign currency transactions and forward contracts

### *Foreign currency transactions*

- i) Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing at the date of the balance sheet. All exchange differences, other than in relation to acquisition of fixed assets and other long term foreign currency monetary liabilities are dealt with in the Consolidated Statement of Profit and Loss.
- ii) In accordance with Accounting Standard-11, "Accounting for the Effects of Changes in Foreign Exchange Rates", exchange differences arising in respect of long term foreign currency monetary items used for acquisition of depreciable capital asset, are added to or deducted from the cost of asset and are depreciated over the balance useful life of asset.
- iii) The premium or discount arising on entering into a forward exchange contract for hedging underlying assets and liabilities is measured by the difference between the exchange rate at the date of the inception of the forward exchange contract and the forward rate specified in the contract and is amortised as expense or income over the life of the contract. Exchange difference on a forward exchange contract is the difference between:
  - the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and;
  - the same foreign currency amount translated at the latter of the date of inception of the forward exchange contract and the last reporting date.

These exchange differences are recognised in the Consolidated Statement of Profit and Loss in the reporting period in which the exchange rates change.

## iv) Derivatives

Apart from forward exchange contracts taken to hedge existing assets or liabilities, the Group also uses derivatives to hedge its foreign currency risk exposure relating to firm commitments and highly probable transactions. In accordance with the relevant announcement of the Institute of Chartered Accountants of India, the company provides for losses in respect of such outstanding derivative contracts at the balance sheet date by marking them to market. Net gain, if any, is not recognised. The contracts are aggregated category-wise, to determine the net gain/loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### **j) Investments**

Long-term investments, including their current portion, are carried at cost less diminution, other than temporary in value. Current investments are carried at the lower of cost and fair value which is computed category wise.

### **k) Employee benefits**

#### **i) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus, etc., are recognised in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

#### **ii) Post-employment benefit**

##### *Defined contribution plan*

The Group deposits the contributions for provident fund and employees state insurance to the appropriate government authorities and these contributions are recognised in the Consolidated Statement of Profit and Loss in the financial year to which they relate.

##### *Defined benefit plan*

The Group's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out at the end of the year by an independent actuary, using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government Securities for relevant maturity. Actuarial gains and losses are recognized immediately in the Consolidated Statement of Profit and Loss.

#### **iii) Other long-term employee benefits**

Benefits under the Company's compensated absences constitute other long-term employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation done by an independent actuary using the projected unit credit method at the year end. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

### **l) Employee stock option scheme**

The Group calculates the compensation cost based on the intrinsic value method wherein the excess of value of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the employee stock option schemes of the Group, is recognised as deferred stock compensation cost and amortised over the vesting period on a graded vesting basis.

### **m) Leases**

#### *Operating lease*

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight line basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

**n) Earnings per share**

Basic earning/loss per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**o) Taxation**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However deferred tax arising from brought forward losses is recognised only when there is virtual certainty supported by convincing evidence that such asset will be realized.

**p) Provisions and contingent liabilities**

The Group recognises a provision when there is a present obligation as a result of a past event and it is more likely than not that there will be an outflow of resources embodying economic benefits to settle such obligations and the amount of such obligation can be reliably estimated. Provisions are not discounted to their present value and are determined based on the management's estimation of the outflow required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events, not wholly within the control of the Group. Contingent liabilities are also disclosed for the present obligations that have arisen from past events in respect of which it is not probable that there will be an outflow of resources or a reliable estimate of the amount of obligation cannot be made.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**q) Cash and cash equivalents**

Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, cheques in hand and short term investments with an original maturity of three months or less.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 3. Share capital

### Authorised

1,500,000,000 (previous year 1,500,000,000) equity shares of ₹ 1 each

### Issued, subscribed and fully paid-up

1,065,934,528 (previous year 1,065,830,337) equity shares of ₹ 1 each, fully paid up

### Issued, subscribed, but not fully paid-up

34,377 (previous year 34,498) equity shares of ₹ 1 each, fully called up (refer footnote b)

Less: calls in arrears (other than from directors/officers)\*

\* ₹ 13,373 as on 31 March 2017 and ₹ 13,403 as on 31 March 2016, rounded off to ₹ lacs

### Footnotes:

#### a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year (refer note 32)

Shares at the beginning of the year

Add: Further issued during the year under Employees Stock Option Plan

Shares at the end of the year

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
|  | 15,000                 | 15,000                 |
|  | 10,659                 | 10,659                 |
|  | 0                      | 0                      |
|  | (0)                    | (0)                    |
|  | 10,659                 | 10,659                 |
|  |                        |                        |
|  | Nos                    |                        |
|  | 1,065,864,835          | 1,065,571,585          |
|  | 104,070                | 293,250                |
|  | 1,065,968,905          | 1,065,864,835          |

#### b) Detail of shares not fully paid-up

15,262 (previous year 15,383) equity shares of ₹ 1 each, ₹ 0.75 paid up

19,115 (previous year 19,115) equity shares of ₹ 1 each, ₹ 0.50 paid up.

#### c) Rights, preferences, restrictions attached to the equity shares

The Company has only one class of equity shares, having a par value of ₹1 per share. Each shareholder is eligible to one vote per fully paid equity share held (i.e. in proportion to the paid up shares in equity capital). The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### d) Details of shareholders holding more than 5% shares of the Company

| Name   | As at 31 March 2017 |                                | As at 31 March 2016 |                                |
|--|---------------------|--------------------------------|---------------------|--------------------------------|
|  | Number of<br>shares | % holding<br>in the<br>Company | Number of<br>shares | % holding<br>in the<br>Company |
| Direct Media Distribution Ventures Private Limited                                       | 457,212,260         | 42.89%                         | 457,212,260         | 42.90%                         |
| Veena Investments Private Limited  | 86,094,822          | 8.08%                          | 100                 | 0.00%                          |
| Direct Media Solutions LLP (formerly known as<br>Direct Media Solutions Private Limited) | 76,905,278          | 7.21%                          | 180,000,000         | 16.89%                         |

#### e) Issued, subscribed and fully paid up shares include:

2,561,510 (previous year 2,457,440) equity shares of ₹ 1 each, fully paid up, issued to the employees, under Employee Stock Option Plan, i.e., ESOP 2007.

#### f) 4,282,228 (previous year 4,282,228) equity shares of ₹ 1 each are reserved for issue under Employee Stock Option Plan 2007. (refer note 32 for terms and amount etc.)

#### g) No share have been issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back in the current year and preceeding five year.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 4. Reserves and surplus

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| <b>Securities premium account</b>                  |                        |                        |
| Opening balance                                    | 154,340                | 154,175                |
| Add: received during the year                      | 60                     | 165                    |
| Closing balance                                    | 154,400                | 154,340                |
| <b>General reserves</b>                            |                        |                        |
| Balance at the beginning and end of the year       | 1,849                  | 1,849                  |
| <b>Deficit in the Statement of Profit and Loss</b> |                        |                        |
| Opening balance                                    | (128,777)              | (198,019)              |
| Profit for the year                                | 10,928                 | 69,242                 |
| Closing balance                                    | (117,849)              | (128,777)              |
|  | <b>38,400</b>          | <b>27,412</b>          |

## 5. Long-term borrowings

|   | As at<br>31 March<br>2017 | As at<br>31 March<br>2016 | As at<br>31 March<br>2017 | As at<br>31 March<br>2016 |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
|   | <b>Non current</b>        |                           | <b>Current maturities</b> |                           |
| <b>Secured loans:</b>   |                           |                           |                           |                           |
| Debentures*   | 10,000                    | 30,000                    | 20,000                    | -                         |
| From banks  |                           |                           |                           |                           |
| Term loans  | 1,875                     | 16,750                    | 1,250                     | -                         |
| Buyers' credits   | 46,464                    | 68,604                    | 34,693                    | 7,490                     |
|   | 58,339                    | 115,354                   | 55,943                    | 7,490                     |
| Less: amount disclosed under the head "Other current liabilities" (refer note 10) | -                         | -                         | 55,943                    | 7,490                     |
|   | <b>58,339</b>             | <b>115,354</b>            | <b>-</b>                  | <b>-</b>                  |

\* During the year ended 31 March 2016, Dish Infra Services Private Limited (Dish Infra), has issued 100 redeemable, non convertible debentures each having face value of ₹ 100 lacs through private placement. (refer note 46)

## Repayment terms, rate of interest and nature of security for the outstanding long-term borrowings as at 31 March 2017 and 31 March 2016

### Nature of security

#### a) Debentures

- Debentures of ₹ 20,000 lacs (previous year ₹ 20,000 lacs) is repayable after three years from the date of allotment along with cumulative interest at rate of 12.40% on ₹ 200 crores.
- Debentures of ₹ 10,000 lacs (previous year ₹ 10,000 lacs) is repayable after three years from the date of allotment along with cumulative interest at rate of 11.50% on ₹ 100 crores.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

Above debentures are secured by:

- (a) First ranking pari-passu charge on all present and future tangible i.e. movable and current assets of the Issuer.
- (b) The Promoter Group shall hold at least 51% equity shares in the Issuer at all times during the tenor of the Debentures. The Promoter Group will retain management control over the Issuer during the tenor of the Debentures. Further, a corporate guarantee is given by Dish TV India Limited."

### b) Term loans - Secured

- (i) Facility of ₹ 3,125 lacs (previous year ₹ 5,000 lacs), balance amount is repayable in 10 equal quarterly installments (previous year 16 equal quarterly installments) after 1st year Moratorium period and if used for buyer's credit, loan shall be repaid in 8 equal quarterly instalments (previous year 8 equal quarterly instalments). The rate of Interest is Base Rate plus 1.75% per annum . Last date of repayment is September 2019 (previous year March 2020) starting from June 2017 (previous year June 2016)
- (ii) Facility of ₹ Nil (previous year ₹ 3,125 lacs), balance amount is repayable in nil installments (previous year 5 equal quarterly installments) after 1st year Moratorium period and if used for buyer's credit, loan shall be repaid in 8 equal quarterly instalments (previous year 8 equal quarterly instalments). The rate of Interest is Base Rate plus 1.75% per annum . Previous year, last date of repayment was Apr 2017 starting from Apr 2016.
- (iii) Facility of ₹ Nil (previous year ₹ 500 lacs), balance amount is repayable in nil installment (previous year 1 quarterly installment) after 1st year Moratorium period and if used for buyer's credit, loan shall be repaid in 8 equal quarterly instalments (previous year 8 equal quarterly instalments). The rate of Interest is 11.50% per annum . Previous year, loan was repayable on June 16.
- (iv) Facility of ₹ Nil (previous year ₹ 125 lacs), balance amount is repayable in nil installments (previous year 2 equal quarterly installments) after 1st year Moratorium period and if used for buyer's credit, loan shall be repaid in 8 equal quarterly instalments (previous year 8 equal quarterly instalments). The rate of Interest is 11.50% per annum. Previous year last date of repayment was Apr 2017 starting from May 2016.

Above facilities are secured by:

- (a) First pari-passu charges on consumer premises equipment (CPE), (both present and future), of the Company.
- (b) First pari-passu charges on all current assets and fixed assets of the Company (both present and future).
- (c) Assignment of insurance policies pertaining to CPE charged, current assets and movable fixed assets of the Company.
- (d) DSRA to be created upfront for one Quarter interest.
- (e) Unconditional and Irrevocable corporate guarantee is given by Dish TV India Limited.
- (v) Facility of ₹ Nil (previous year ₹ 3,000 lacs), balance amount is repayable in nil installment (previous year 12 equal quarterly installments) after Moratorium period of 18 months. The rate of Interest is base rate plus 2.5% per annum. Previous year, last date of repayment was March 2019 starting from June 2016.
- (vi) Facility of ₹ Nil (previous year ₹ 5,000 lacs), balance amount is repayable in nil installment (previous year 14 equal quarterly installments) after Moratorium period of 18 months. The rate of Interest is base rate plus 2.5% per annum. Previous year, last date of repayment was December 2020 starting from September 2017.

Above facilities are secured by:

- (a) First pari-passu charge on consumer premises equipment (CPE) (both present and future).
- (b) First pari-passu charges by way of hypothecation on the Company's entire current assets which would include stocks of raw materials, semi finished and finished goods, consumable stores and spares and such other movables, including book debts, bills, outstanding monies receivables (both present and future) in a form and manner satisfactory to the bank.
- (c) First pari-passu charge on all movable fixed assets of the Company.
- (d) Assignment of insurance policies pertaining to CPE charged, current assets and movable fixed assets.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

(e) Corporate guarantee is given by Dish TV India Limited.

## c) Buyer's credits

- (i) Facility of ₹ 43,696 lacs (previous year ₹ 46,644 lacs).

### Rate of interest and terms of repayment

#### For the year ended 31 March 2017

Buyer's credit comprises of several loan transactions ranging between 1.5 to 3 years of maturities. Each transaction is repayable in full on maturity dates, falling between November' 2018 (being the farthest) and April 2017 (being the closest).

Interest on ₹ 4,040 lacs buyer's credit is payable in half yearly instalments ranging from Libor plus 105 bps to Libor plus 115 bps.

Interest on ₹ 39,656 lacs buyer's credit is payable in yearly installments ranging from Libor plus 55 bps to Libor plus 120 bps.

#### For the year ended 31 March 2016

Buyer's credit comprises of several loan transactions ranging between 1.5 to 3 years of maturities. Each transaction is repayable in full on maturity dates, falling between November' 2018 (being the farthest) and February' 2017 (being the closest).

Interest on ₹ 4,133 lacs buyer's credit is payable in half yearly instalments ranging from Libor plus 105 bps to Libor plus 115 bps.

Interest on ₹ 42,511 lacs buyer's credit is payable in yearly installments ranging from Libor plus 55 bps to Libor plus 120 bps.

Above facility is secured by:

- (a) First pari-passu charge on all present and future moveable and immovable assets, including but not limited to inventory of set-top-boxes and accessories etc., book debts, operating cash flows, receivables, commissions, revenue of whatever nature and wherever arising, present and future, and on all intangibles assets including but not limited to goodwill and uncalled capital, present and future, of the Company.
  - (b) Corporate guarantee is given by Dish TV India Limited and a personal guarantee by key managerial personnel in respect of this loan.
- (ii) Facility of ₹ 21,808 lacs (previous year ₹ 18,538 lacs)

### Rate of interest and terms of repayment

#### For the year ended 31 March 2017

- a) Buyer's credit of ₹ 14,645 lacs comprises of several loan transactions ranging between 2.5 to 3 years of maturities. Each transaction is repayable in full on maturity dates falling between February' 2019 (being the farthest) and April' 2017 (being the closest). Interest on ₹ 10,530 lacs buyer's credit is payable in half yearly instalments ranging from Libor plus 75 bps to Libor plus 115 bps. Interest on ₹ 4,115 lacs buyer's credit is payable in yearly instalments ranging from Libor plus 50 bps to Libor plus 120 bps.

- b) Buyer's credit of ₹ 7,163 lacs comprise of several loan transactions ranging between 1.95 to 2 years. Each transaction is repayable in full on maturity date falling between January'2018 (being the farthest) and October'2017 (being the closest). Interest is payable quarterly installment ranging at Libor plus 208 bps.

#### For the year ended 31 March 2016

- a) Buyer's credit of ₹ 11,209 lacs comprises of several loan transactions ranging between 2.5 to 3 years of maturities. Each transaction is repayable in full on maturity dates falling between September' 2018 (being the farthest) and March' 2017 (being the closest). Interest on ₹ 4,597 lacs buyer's credit is payable in half yearly instalments ranging from Libor plus 75 bps to Libor plus 115 bps. Interest on ₹ 6,613 lacs buyer's credit is payable in yearly instalments ranging from Libor plus 99 bps to Libor plus 120 bps.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

- b) Buyer's credit of ₹ 7,328 lacs comprise of several loan transactions ranging between 1.98 to 2 years. Each transaction is repayable in full on maturity date falling between January'2018 (being the farthest) and October'2017 (being the closest). Interest is payable quarterly installment ranging at Libor plus 208 bps."

Above facility is secured by:

- (a) First pari-passu charge on consumer premises equipment (CPE) (both present and future).
  - (b) First pari-passu charges by way of hypothecation on the Company's entire current assets which would include stock of raw materials, semi finished and finished good, consumable stores and spares and such other movables, including book debts, bills, outstanding monies receivables (both present and future) in a form and manner satisfactory to the bank.
  - (c) First pari-passu charge on all movable fixed assets of the Company.
  - (d) Assignment of insurance policies pertaining to CPE charged, current assets and movable fixed assets.
  - (e) Corporate guarantee is given by Dish TV India Limited.
- (iii) Buyer's credit of ₹ 12,210 lacs (previous year ₹ 7,654 lacs)

### **Rate of interest and terms of repayment**

#### **For the year ended 31 March 2017**

Buyer's credit comprises of several loan transactions ranging between 2.5 years to 3 years of maturities. Each transaction is repayable in full on maturity dates falling between December' 2018 (being the farthest) and July' 2017 (being the closest) payable in half yearly installments at Libor plus 78 bps to 115 bps.

#### **For the year ended 31 March 2016**

Buyer's credit comprises of several loan transactions ranging between 2.5 years to 3 years of maturities. Each transaction is repayable in full on maturity dates falling between November' 2018 (being the farthest) and July' 2017 (being the closest) payable in half yearly installments at Libor plus 89 bps to 115 bps."

Above facility is secured by:

- (a) First pari-passu charges on consumer premises equipment (CPE) (both present and future).
  - (b) First pari-passu charges on all current assets including stock of raw materials, semi finished and finished goods, consumable stores and spares and such other movable including book debts, bills, outstanding monies receivables (both present and future).
  - (c) First pari-passu charges on all movable and immovable fixed assets (both present and future).
  - (d) Assignment of insurance policies pertaining to CPE charged, current assets and movable fixed assets.
  - (e) Corporate guarantee is given by Dish TV India Limited.
- (iv) Facility of ₹ 3,443 lacs (previous year ₹ 3,258 lacs).

### **Rate of interest and terms of repayment**

#### **For the year ended 31 March 2017**

Buyer's credit comprises of several loan transactions ranging between 2.5 to 3 years of maturities. Each transaction is repayable in full on maturity dates falling between March' 2019 (being the farthest) and June' 2017 (being the closest).

Interest on ₹ 2864 lacs buyer's credit is payable in half yearly instalments ranging from Libor plus 75 bps to Libor plus 78 bps.

Interest on ₹ 579 lacs buyer's credit is payable in yearly instalments ranging from Libor plus 100 bps to Libor plus 130 bps.

#### **For the year ended 31 March 2016**

Buyer's credit comprises of several loan transactions ranging between 1.5 to 3 years of maturities. Each transaction is repayable in full on maturity dates falling between December' 2018 (being the farthest) and July' 2016 (being the closest).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

Interest on ₹ 429 lacs buyer's credit is payable in half yearly instalments ranging from Libor plus 75 bps to Libor plus 125 bps.

Interest on ₹ 2,829 lacs buyer's credit is payable in yearly instalments ranging from Libor plus 99 bps to Libor plus 150 bps.

Above facility is secured by:

- First pari-passu charges on consumer premises equipment (CPE), (both present and future), of the Company.
- First pari-passu charges on all current assets and fixed assets of the Company (both present and future).
- Assignment of insurance policies pertaining to CPE charged, current assets and movable fixed assets of the Company.
- DSRA to be created upfront for one Quarter interest;
- Corporate guarantee is given by Dish TV India Limited.

## 6. Other long-term liabilities

|   | As at<br>31 March<br>2017 | As at<br>31 March<br>2016 | As at<br>31 March<br>2017 | As at<br>31 March<br>2016 |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
|   | <b>Non current</b>        |                           | <b>Current</b>            |                           |
| Income received in advance  | 1,671                     | 1,652                     | 22,564                    | 22,809                    |
| Money received against partly paid up shares*                                     | 0                         | 0                         | -                         | -                         |
| Interest accrued but not due on borrowings  | 8,327                     | 4,697                     | -                         | -                         |
|   | <b>9,998</b>              | <b>6,349</b>              | <b>22,564</b>             | <b>22,809</b>             |
| Less: amount disclosed under the head "Other current liabilities" (refer note 10) | -                         | -                         | 22,564                    | 22,809                    |
|   | <b>9,998</b>              | <b>6,349</b>              | -                         | -                         |

\* ₹ 42,451 as on 31 March 2017 and ₹ 42,451 as on 31 March 2016, rounded off to ₹ Lacs

## 7. Long-term provisions

|   | As at<br>31 March<br>2017 | As at<br>31 March<br>2016 | As at<br>31 March<br>2017 | As at<br>31 March<br>2016 |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
|   | <b>Non current</b>        |                           | <b>Current</b>            |                           |
| Provision for employee benefits   |                           |                           |                           |                           |
| - Gratuity (refer note 33)  | 1,588                     | 1,112                     | 111                       | 27                        |
| - Compensated absences  | 719                       | 620                       | 62                        | 31                        |
|   | <b>2,307</b>              | <b>1,732</b>              | <b>173</b>                | <b>58</b>                 |
| Less: amount disclosed under the head "Short-term provisions" (refer note 11) | -                         | -                         | 173                       | 58                        |
|   | <b>2,307</b>              | <b>1,732</b>              | -                         | -                         |

## 8. Short-term borrowings

|                   | As at<br>31 March 2017 | As at<br>31 March 2016 |
|-------------------|------------------------|------------------------|
| Secured loans     |                        |                        |
| Other loans       |                        |                        |
| - Buyers' credits | -                      | 284                    |
|                   | -                      | 284                    |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

## Footnotes:

Buyer's credit of ₹ Nil (previous year ₹ 284 lacs).

## Rate of interest and terms of repayment

For the financial year ended 31 March 2016

Buyer's credit comprises of several loan transactions ranging between 2.5 yrs to 3 years of maturities. Each transaction is repayable in full on maturity dates falling between November' 2018 (being the farthest) and July' 2017 (being the closest) payable in half yearly installments at Libor plus 89 bps to 115 bps

Above facility is secured by:

- First pari-passu charges on consumer premises equipment (CPE) (both present and future).
- First pari-passu charges on all current assets including stock of raw materials, semi finished and finished goods, consumable stores and spares and such other movable including book debts, bills, outstanding monies receivables (both present and future).
- First pari-passu charges on all movable and immovable fixed assets (both present and future).
- Assignment of insurance policies pertaining to CPE charged, current assets and movable fixed assets.

## 9. Trade payables

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| Sundry creditors   |                        |                        |
| Total outstanding dues of micro enterprises and small enterprises (refer note below)   | -                      | -                      |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 17,109                 | 22,980                 |
|  | <b>17,109</b>          | <b>22,980</b>          |

Dues to small and micro enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006 #:

## Particulars

|   | As at<br>31 March 2017 | As at<br>31 March 2016 |
|---|------------------------|------------------------|
| i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;  | -                      | -                      |
| ii) the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;   | -                      | -                      |
| iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;   | -                      | -                      |
| iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and   | -                      | -                      |
| v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006. | -                      | -                      |

# The management has identified micro and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) on the basis of information made available by the supplier or vendors of the Company. Based on the information available with the Company, as at the year end, there are no dues to micro and small Enterprises that are reportable under the MSMED Act, 2006.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 10. Other current liabilities

|  |
|--|
| Current maturities of long-term borrowings (also refer note 5) |
| Interest accrued but not due on borrowings                     |
| Income received in advance (also refer note 6)                 |
| Security deposit   |
| Other payables   |
| - Statutory dues   |
| - Accrued loss on forward contracts                            |
| - Commission accrued   |
| - Employees' payables  |
| - Creditors for fixed assets                                   |

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 55,943                 | 7,490                  |
| 780                    | 564                    |
| 22,564                 | 22,789                 |
| 13,488                 | 12,101                 |
| 5,932                  | 8,083                  |
| 1,241                  | -                      |
| 2,557                  | 2,194                  |
| 579                    | 462                    |
| 43,822                 | 33,977                 |
| <b>146,906</b>         | <b>87,660</b>          |

## 11. Short-term provisions

|  |
|--|
| Provision for employee benefits (refer note 7)                                       |
| - Gratuity (refer note 33)   |
| - Compensated absences   |
| Other provisions   |
| - Regulatory dues (refer note 37)  |
| Provision for income tax [net of advance tax of ₹ 1 lac (previous year ₹ 1,975 lac)] |
| - Mark to market loss provision  |

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 111                    | 27                     |
| 62                     | 31                     |
| 139,740                | 119,271                |
| 1                      | 1,758                  |
| 2,456                  | 421                    |
| <b>142,370</b>         | <b>121,508</b>         |

## 12.1. Fixed Assets - Property, plant and equipment

As at 31 March 2017

| Particulars                                  | Gross block               |               |                       | Accumulated Depreciation  |                          |                 |                       | Net block                |                           |
|--|---------------------------|---------------|-----------------------|---------------------------|--------------------------|-----------------|-----------------------|--------------------------|---------------------------|
|  | As at<br>01 April<br>2016 | Additions     | Sales/<br>adjustments | As at<br>31 March<br>2017 | Upto<br>01 April<br>2016 | For the<br>year | Sales/<br>adjustments | Upto<br>31 March<br>2017 | As at<br>31 March<br>2017 |
| Building                                     | 286                       | -             | -                     | 286                       | 13                       | 14              | -                     | 27                       | 259                       |
| Plant and machinery                          | 19,098                    | 1,512         | 11                    | 20,599                    | 13,361                   | 1,566           | 1                     | 14,926                   | 5,673                     |
| Consumer premises equipment (Refer note 36b) | 541,528                   | 74,115        | -                     | 615,643                   | 370,268                  | 63,606          | -                     | 433,874                  | 181,769                   |
| Computers                                    | 1,348                     | 778           | 28                    | 2,098                     | 1,167                    | 216             | 11                    | 1,372                    | 726                       |
| Office equipment                             | 617                       | 66            | 2                     | 681                       | 340                      | 101             | 1                     | 440                      | 241                       |
| Furniture and fixtures                       | 240                       | 14            | -                     | 254                       | 134                      | 22              | -                     | 156                      | 98                        |
| Vehicles and aircraft                        | 3,669                     | 35            | -                     | 3,704                     | 1,307                    | 368             | -                     | 1,675                    | 2,029                     |
| Leasehold improvements                       | 48                        | -             | -                     | 48                        | 46                       | 2               | -                     | 48                       | -0                        |
| <b>Total</b>                                 | <b>566,834</b>            | <b>76,520</b> | <b>41</b>             | <b>643,313</b>            | <b>386,636</b>           | <b>65,895</b>   | <b>13</b>             | <b>452,518</b>           | <b>190,795</b>            |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## As at 31 March 2016

| Particulars                                  | Gross block         |               |                    |                     | Accumulated Depreciation |               |                    |                    | Net block           |
|--|---------------------|---------------|--------------------|---------------------|--------------------------|---------------|--------------------|--------------------|---------------------|
|  | As at 01 April 2015 | Additions     | Sales/ adjustments | As at 31 March 2016 | Upto 01 April 2015       | For the year  | Sales/ adjustments | Upto 31 March 2016 | As at 31 March 2016 |
| Building                                     | -                   | 286           | -                  | 286                 | -                        | 13            | -                  | 13                 | 273                 |
| Plant and machinery                          | 15,468              | 3,630         | -                  | 19,098              | 11,747                   | 1,615         | 1                  | 13,361             | 5,737               |
| Consumer premises equipment (Refer note 36b) | 450,971             | 90,557        | -                  | 541,528             | 313,797                  | 56,472        | 1                  | 370,268            | 171,260             |
| Computers                                    | 1,335               | 49            | 36                 | 1,348               | 1,030                    | 148           | 11                 | 1,167              | 181                 |
| Office equipment                             | 538                 | 81            | 1                  | 617                 | 225                      | 116           | 1                  | 340                | 277                 |
| Furniture and fixtures                       | 237                 | 3             | -                  | 240                 | 109                      | 25            | -                  | 134                | 106                 |
| Vehicles and aircraft                        | 3,588               | 89            | 8                  | 3,669               | 947                      | 361           | 1                  | 1,307              | 2,362               |
| Leasehold improvements                       | 45                  | 3             | -                  | 48                  | 45                       | 1             | -                  | 46                 | 2                   |
| <b>Total</b>                                 | <b>472,182</b>      | <b>94,698</b> | <b>45</b>          | <b>566,834</b>      | <b>327,900</b>           | <b>58,751</b> | <b>15</b>          | <b>386,636</b>     | <b>180,198</b>      |

## 12.2. Fixed Assets - Intangible assets

### As at 31 March 2017

| Particulars  | Gross block         |            |                    |                     | Amortisation       |              |                    |                    | Net block           |
|--------------|---------------------|------------|--------------------|---------------------|--------------------|--------------|--------------------|--------------------|---------------------|
|              | As at 01 April 2016 | Additions  | Sales/ adjustments | As at 31 March 2017 | Upto 01 April 2016 | For the year | Sales/ adjustments | Upto 31 March 2017 | As at 31 March 2017 |
| Goodwill     | 4,512               | -          | -                  | 4,512               | 4,512              | -            | -                  | 4,512              | -                   |
| License fees | 1,192               | 342        | -                  | 1,534               | 1,191              | 19           | -                  | 1,210              | 324                 |
| Software     | 3,734               | 500        | -                  | 4,234               | 2,930              | 394          | -                  | 3,324              | 910                 |
| <b>Total</b> | <b>9,438</b>        | <b>842</b> | <b>-</b>           | <b>10,280</b>       | <b>8,633</b>       | <b>413</b>   | <b>-</b>           | <b>9,046</b>       | <b>1,234</b>        |

### As at 31 March 2016

| Particulars  | Gross block         |           |                    |                     | Amortisation       |              |                    |                    | Net block           |
|--------------|---------------------|-----------|--------------------|---------------------|--------------------|--------------|--------------------|--------------------|---------------------|
|              | As at 01 April 2015 | Additions | Sales/ adjustments | As at 31 March 2016 | Upto 01 April 2015 | For the year | Sales/ adjustments | Upto 31 March 2016 | As at 31 March 2016 |
| Goodwill     | 4,512               | -         | -                  | 4,512               | 4,512              | -            | -                  | 4,512              | -                   |
| License fees | 1,192               | -         | -                  | 1,192               | 1,186              | 5            | -                  | 1,191              | 1                   |
| Software     | 3,715               | 19        | -                  | 3,734               | 2,615              | 315          | -                  | 2,930              | 804                 |
| <b>Total</b> | <b>9,419</b>        | <b>19</b> | <b>-</b>           | <b>9,438</b>        | <b>8,313</b>       | <b>320</b>   | <b>-</b>           | <b>8,633</b>       | <b>805</b>          |

## 12.3 Capital work in progress

| Particulars                  | As at 31 March 2017 | As at 31 March 2016 |
|------------------------------|---------------------|---------------------|
| Consumer premises equipment* | 78,306              | 60,091              |
| Other tangible assets        | 371                 | 1,012               |
| <b>Total</b>                 | <b>78,677</b>       | <b>61,103</b>       |

\* Includes assets in transit of ₹ 8,778 lacs (previous year ₹ 5,991 lacs).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 13. Non-current investments (Unquoted)

Long term investments (at cost, unless specified otherwise)

### Trade investments

#### Investments in equity instruments

##### Other Investments

Dr. Subhash Chandra Foundation\*\*

1 (previous year nil) equity shares of ₹ 10, each fully paid up

(\*\* ₹ 10 as on 31 March 2017, rounded off to ₹ lacs)

### Others

Certificate of deposit

Represents deposits with SICOM Limited (a financial institution)

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 0                      | -                      |
| 15,000                 | 15,000                 |
| <b>15,000</b>          | <b>15,000</b>          |
| <b>15,000</b>          | <b>15,000</b>          |

Aggregate book value of unquoted investments

## 14. Deferred tax assets (also refer note 39)

### Deferred tax assets on account of:

Depreciation and amortisation expense

Provision for:

- Employee benefits

- Trade receivable doubtful debts

- Provision for bonus expenses

Expenses to be allowed under Income Tax on deduction of TDS

Other expenses to be allowable on payment basis

### Deferred tax assets (net)

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 48,221                 | 40,690                 |
| 871                    | 625                    |
| 612                    | 346                    |
| 21                     | -                      |
| 96                     | 85                     |
| 1,182                  | 1,854                  |
| <b>51,003</b>          | <b>43,600</b>          |

## 15. Long-term loans and advances

(Unsecured and considered good, unless otherwise stated)

Capital advances

Security deposits

Security deposits to related parties

Others:

Prepaid expenses

Income tax [net of provision ₹ 11,569 lac (previous year ₹ 260 lacs)]

Other taxes paid under protest

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 6,592                  | 7,320                  |
| 685                    | 360                    |
| 433                    | 433                    |
| 680                    | 2,115                  |
| 4,969                  | 4,143                  |
| 6,760                  | 2,769                  |
| <b>20,119</b>          | <b>17,140</b>          |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 16. Other non-current assets

Deposits with banks with maturity period more than 12 months

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 37                     | 274                    |
| <b>37</b>              | <b>274</b>             |

## 17. Current investments

### Non Trade Investment(at cost, unless specified otherwise) Investment in Mutual Funds

63,906 units (previous year 115,786 units) of DSP BlackRock Liquidity Fund  
23,402,089 units of Kotak Flexi Debt scheme Institutional-Growth (previous year Nil)

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 1,441                  | 2,503                  |
| -                      | 5,700                  |
| <b>1,441</b>           | <b>8,203</b>           |

Aggregate book value of unquoted investments

**1,441** 8,203

## 18. Inventories

(At the lower of cost and net realisable value)

Stock-in-trade

- Customer premises equipment related accessories and spares

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 1,308                  | 1,256                  |
| <b>1,308</b>           | <b>1,256</b>           |

## 19. Trade receivables

(Unsecured and considered good, unless otherwise stated)

Debts outstanding for a period exceeding six months

- Considered good

- Considered doubtful

Other debts

- Considered good

Less: Provision for doubtful debts

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 1,566                  | 2,740                  |
| 1,768                  | 998                    |
| <b>7,131</b>           | <b>4,506</b>           |
| <b>10,465</b>          | <b>8,244</b>           |
| <b>(1,768)</b>         | <b>(998)</b>           |
| <b>8,697</b>           | <b>7,246</b>           |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 20. Cash and bank balances

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| <b>Cash and cash equivalents</b>                             |                        |                        |
| Balances with banks :  |                        |                        |
| - in current accounts  | 17,041                 | 6,705                  |
| - deposits with maturity of upto 3 months                    | 86                     | 384                    |
| Cheques, drafts on hand                                      | 199                    | 1,994                  |
| Cash on hand   | 7                      | 10                     |
| <b>Other bank balances</b>                                   |                        |                        |
| - in current accounts <sup>#</sup>                           | 0                      | 0                      |
| - deposits with maturity of more than 3 months <sup>##</sup> | 11,892                 | 24,824                 |
|  | <b>29,225</b>          | <b>33,917</b>          |

<sup>#</sup> include ₹ 0.42 lacs (previous year ₹ 0.42 lacs) in share call money accounts in respect of rights issue.

<sup>##</sup> includes unutilised proceeds of GDR Issue amounting to ₹ 271 lacs (previous year ₹ 12,525 lacs) (refer note 45)

## 21. Short-term loans and advances

*(Unsecured and considered good, unless otherwise stated)*

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
| Loans and advances to related parties [refer note 35c] |                        |                        |
| - Security deposits                                    | 1,054                  | 1,487                  |
| - Recoverable from collection agent                    | 1,502                  | 629                    |
| Others   |                        |                        |
| - Prepaid expenses                                     | 4,523                  | 2,617                  |
| - Advances to vendors, distributors etc.               | 16,519                 | 9,001                  |
| - Customs duty, service tax and sales tax              | 3,607                  | 8,804                  |
| - Security deposits                                    | 227                    | 327                    |
|  | <b>27,432</b>          | <b>22,865</b>          |

## 22. Other current assets

|   | As at<br>31 March 2017 | As at<br>31 March 2016 |
|---|------------------------|------------------------|
| Income accrued but not due on fixed deposits      | 100                    | 53                     |
| Unamortised borrowing costs and guarantee charges | 434                    | 1,209                  |
| Accrued gains on forward contracts                | -                      | 1,167                  |
| Unamortised premium on forward contracts          | 538                    | 2                      |
| Other recoverable*                                | 48                     | 0                      |
|   | <b>1,120</b>           | <b>2,431</b>           |

\* ₹ 8,509 for 31 March 2016, rounded off to ₹ Lacs

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 23. Revenue from operations

Income from Direct to Home (DTH) subscribers:

- Subscription revenue (refer note 31)
- Infra Support Services
- Lease rentals

Teleport services

Bandwidth charges

Sales of customer premises equipment (CPE) and accessories

Advertisement income

Other operating income

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
|  | <b>181,398</b>                         | 195,817                                |
|  | <b>95,565</b>                          | 86,938                                 |
|  | <b>1,420</b>                           | 4,056                                  |
|  | <b>2,260</b>                           | 2,159                                  |
|  | <b>10,579</b>                          | 10,549                                 |
|  | <b>583</b>                             | 565                                    |
|  | <b>5,253</b>                           | 4,988                                  |
|  | <b>4,381</b>                           | 922                                    |
|  | <b>301,439</b>                         | 305,994                                |

### 24. Other income

Interest income from:

- long-term investments
- current investments
- fixed deposits/margin accounts
- others

Foreign exchange fluctuation (net)

Profit on redemption of units of mutual funds (non trade, current)

Liabilities written back

Miscellaneous income

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
|  | <b>1,787</b>                           | 2,125                                  |
|  | -                                      | -                                      |
|  | <b>1,390</b>                           | 1,372                                  |
|  | <b>179</b>                             | 772                                    |
|  | -                                      | 93                                     |
|  | <b>531</b>                             | 334                                    |
|  | <b>295</b>                             | 1,429                                  |
|  | <b>569</b>                             | 279                                    |
|  | <b>4,751</b>                           | 6,404                                  |

### 25. Changes in inventories of stock-in-trade (consumer premises equipments related accessories/ spares)

Opening stock

Less: Closing stock

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
|  | <b>1,256</b>                           | 987                                    |
|  | <b>1,308</b>                           | 1,256                                  |
|  | <b>(52)</b>                            | (269)                                  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 26. Operational expenses

|                                   | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|-----------------------------------|--|--|
| Transponder lease                 | 18,503                                 | 16,177                                 |
| License fees (refer note 37)      | 21,750                                 | 21,748                                 |
| Uplinking charges                 | 726                                    | 710                                    |
| Programming and other costs       | 91,765                                 | 85,546                                 |
| Entertainment tax (refer note 31) | -                                      | 16,584                                 |
| Call Center Charges               | 8,850                                  | 6,043                                  |
| Other Operating costs             | 731                                    | 4                                      |
|                                   | <b>142,325</b>                         | <b>146,812</b>                         |

### 27. Employee benefits expenses

|   | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---|--|--|
| Salary, bonus and allowance               | 13,331                                 | 11,398                                 |
| Contribution to provident and other funds | 770                                    | 652                                    |
| Staff welfare                             | 151                                    | 101                                    |
| Recruitment and training expenses         | 147                                    | 136                                    |
|   | <b>14,399</b>                          | <b>12,287</b>                          |

### 28. Finance costs

|                                     | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|-------------------------------------|--|--|
| Interest on:                        |  |  |
| - Debentures                        | 3,630                                  | 3,460                                  |
| - Term loans from banks             | 875                                    | 3,637                                  |
| - Buyer's credits from banks        | 2,224                                  | 1,572                                  |
| - Regulatory dues                   | 9,484                                  | 8,212                                  |
| - Others                            | 3,688                                  | 1,667                                  |
| Guarantee and other finance charges | 2,488                                  | 2,325                                  |
|                                     | <b>22,389</b>                          | <b>20,873</b>                          |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### 29. Other expenses

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| Electricity charges                                      | 517                                    | 595                                    |
| Rent   | 929                                    | 897                                    |
| Repairs and maintenance                                  |  |  |
| - Plant and machinery                                    | 289                                    | 168                                    |
| - Consumer premises equipments                           | 887                                    | 2,249                                  |
| - Building   | 11                                     | 10                                     |
| - Others   | 379                                    | 372                                    |
| Insurance  | 98                                     | 42                                     |
| Rates and taxes  | 372                                    | 87                                     |
| Legal and professional fees                              | 2,289                                  | 1,778                                  |
| Director's sitting fees                                  | 20                                     | 17                                     |
| Corporate Social Responsibility expenses (refer note 47) | 189                                    | 11                                     |
| Printing and stationary                                  | 96                                     | 103                                    |
| Communication expenses                                   | 1,174                                  | 1,091                                  |
| Travelling and conveyance                                | 1,489                                  | 1,495                                  |
| Service and hire charges                                 | 894                                    | 984                                    |
| Advertisement and publicity expenses                     | 9,531                                  | 7,934                                  |
| Business promotion expenses                              | 4,588                                  | 4,887                                  |
| Customer support services                                | 2,031                                  | 2,976                                  |
| Commission   | 14,933                                 | 12,564                                 |
| Service Fees   | 545                                    | 363                                    |
| Freight, cartage and demurrage                           | 12                                     | 138                                    |
| Bad debts and balances written off                       | 410                                    | 89                                     |
| Provision for doubtful debts                             | 770                                    | 922                                    |
| Foreign exchange fluctuation (net)                       | 595                                    | -                                      |
| Loss on sale/ discard of fixed assets                    | 1                                      | 2                                      |
| Loss on sale/ discard of capital work-in-progress        | 1,683                                  | 3,009                                  |
| Miscellaneous expenses*                                  | 1,056                                  | 634                                    |
|  | <b>45,788</b>                          | <b>43,416</b>                          |

\* Includes ₹ 50 lacs contribution to Bharatiya Janata Party during the year ended 31 March 2017

### 30. Prior period items

|                             | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|-----------------------------|--|--|
| Programming and other costs | 321                                    | -                                      |
| Salary, bonus and allowance | 253                                    | -                                      |
|                             | <b>574</b>                             | <b>-</b>                               |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

31. With effect from 01 April 2016, the Company has changed its business policy and started recovering entertainment tax from its subscribers and then paying it to the relevant authorities, therefore, entertainment tax has been netted off from subscription revenue.

### 32. Employee stock option plan (ESOP) 2007

At the Annual General Meeting held on 3 August 2007, the shareholders of the Company had approved Employee Stock Option Plan, i.e., ESOP 2007 ("the Scheme"). The Scheme provided for issuance of 4,282,228 stock options (underlying fully paid equity share of ₹ 1 each) to the employees of the Group at the exercise price which shall be equivalent to the market price determined as per the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ['SEBI (ESOP) Guidelines, 1999'].

The options granted under the Scheme shall vest between one year to six years from the date of grant of options with 20% vesting each year. Once the options vest as per the Scheme, they would be exercisable by the grantee at any time within a period of four years from the date of vesting and the shares arising on exercise of such options shall not be subject to any lock-in period.

The shareholders in their meeting held on 28 August 2008 approved the re-pricing of outstanding options which were granted till that date and consequently the outstanding options were re-priced at ₹ 37.55 per option, determined as per SEBI (ESOP) Guidelines, 1999.

However, in respect of options granted subsequent to 28 August 2008, the exercise price of the options has been maintained as equivalent to the market price determined as per the SEBI (ESOP) Guidelines, 1999.

As stated above, the options are granted to the employees at an exercise price, being the latest market price as per SEBI (ESOP) Guidelines, 1999. Further, since the Group follows intrinsic value method for accounting of the above options, there is no charge in the Consolidated Statement of Profit and Loss.

The activity relating to the options granted and movements therein are set out below:

| Particulars                                      | For the<br>year ended<br>31 March 2017<br>(Nos.) | For the<br>year ended<br>31 March 2016<br>(Nos.) |
|--|--|--|
| Options outstanding at the beginning of the year | 455,850  | 840,740  |
| Add: Options granted                             | 803,800  | 153,200  |
| Less: Exercised                                  | 104,070  | 293,250  |
| Less: Lapsed                                     | 149,620  | 244,840  |
| Options outstanding at the end of the year       | 1,005,960  | 455,850  |

The following table summarizes information on the share options outstanding as of 31 March 2017:

| Particulars | Date of grant   | Number of<br>shares remaining<br>out of options | Remaining<br>contractual life<br>(year) | Exercise price (₹) |
|-------------|-----------------|---|---|--------------------|
| Lot 1       | 21 August 2007  | -   | -                                       | -                  |
| Lot 2       | 24 April 2008   | -   | -                                       | -                  |
| Lot 3       | 28 August 2008  | 1,500   | 1.41                                    | 37.55*             |
| Lot 4       | 28 May 2009     | -   | -                                       | -                  |
| Lot 5       | 27 October 2009 | -   | -                                       | -                  |
| Lot 6       | 26 October 2010 | -   | -                                       | -                  |
| Lot 7       | 21 January 2011 | -   | -                                       | -                  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

| Particulars                                | Date of grant   | Number of shares remaining out of options | Remaining contractual life (year) | Exercise price (₹) |
|--|-----------------|---|-----------------------------------|--------------------|
| Lot 8                                      | 20 July 2011    | -   | -                                 | -                  |
| Lot 9                                      | 19 July 2012    | -   | -                                 | -                  |
| Lot 10                                     | 23 May 2013     | 77,420                                    | 5.65                              | 68.00              |
| Lot 11                                     | 26 July 2013    | 16,000                                    | 5.82                              | 57.10              |
| Lot 12                                     | 27 May 2014     | 27,240                                    | 6.16                              | 52.90              |
| Lot 13                                     | 29 October 2014 | -   | -                                 | -                  |
| Lot 14                                     | 20 March 2015   | 40,000                                    | 5.97                              | 79.35              |
| Lot 15                                     | 26 May 2015     | 40,000                                    | 6.16                              | 84.90              |
| Lot 16                                     | 28 July 2015    | -   | -                                 | -                  |
| Lot 17                                     | 23 May 2016     | 618,800                                   | 7.15                              | 93.90              |
| Lot 18                                     | 24 March 2017   | 185,000                                   | 7.99                              | 108.15             |
| Options outstanding at the end of the year |                 | 1,005,960                                 | 7.05#                             | 91.81#             |

The following table summarizes information on the share options outstanding as of 31 March 2016:

| Particulars                                | Date of grant   | Number of shares remaining out of options | Remaining contractual life (year) | Exercise price (₹) |
|--|-----------------|---|-----------------------------------|--------------------|
| Lot 1                                      | 21 August 2007  | 19,440                                    | 1.39                              | 37.55*             |
| Lot 2                                      | 24 April 2008   | -   | -                                 | -                  |
| Lot 3                                      | 28 August 2008  | 3,000                                     | 1.91                              | 37.55*             |
| Lot 4                                      | 28 May 2009     | 8,000                                     | 3.16                              | 47.65              |
| Lot 5                                      | 27 October 2009 | -   | -                                 | -                  |
| Lot 6                                      | 26 October 2010 | -   | -                                 | 57.90              |
| Lot 7                                      | 21 January 2011 | -   | -                                 | 58.95              |
| Lot 8                                      | 20 July 2011    | 40,000                                    | 3.31                              | 93.20              |
| Lot 9                                      | 19 July 2012    | -   | -                                 | -                  |
| Lot 10                                     | 23 May 2013     | 136,970                                   | 5.77                              | 68.00              |
| Lot 11                                     | 26 July 2013    | 24,000                                    | 6.32                              | 57.10              |
| Lot 12                                     | 27 May 2014     | 36,320                                    | 6.66                              | 52.90              |
| Lot 13                                     | 29 October 2014 | 34,320                                    | 7.08                              | 55.80              |
| Lot 14                                     | 20 March 2015   | 63,800                                    | 6.97                              | 79.35              |
| Lot 15                                     | 26 May 2015     | 40,000                                    | 7.16                              | 84.90              |
| Lot 16                                     | 28 July 2015    | 50,000                                    | 7.33                              | 117.75             |
| Options outstanding at the end of the year |                 | 455,850                                   | 5.96#                             | 74.19#             |

\* re-priced as per Shareholders' approval on 28 August 2008. Refer note above

# on a weighted average basis.

As permitted by the Guidance Note on accounting for Employee Share - based payment, issued by the Institute of Chartered Accountants of India, the Company has elected to account for stock options based on their intrinsic value (i.e., the excess of fair market value of the underlying share over the exercise price) at the grant date rather than their fair value at that date. Had the compensation cost for employee stock options been

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

determined on the basis of the fair value method as described in the said Guidance Note, the impact on the Company's net profit after tax and basic/diluted earnings per share would have been as stated below.

| Particulars                         | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|-------------------------------------|--|--|
| Profit for the year                 | 10,928                                 | 69,242                                 |
| Additional compensation cost*       | 101                                    | 46                                     |
| Profit after additional expenses    | 10,827                                 | 69,196                                 |
| Decrease in profit rupees per share | 0.009                                  | 0.004                                  |

\* Additional compensation cost had the Company recorded employee stock option expenses based on the fair value of option (using black scholes method)

For purposes of the above proforma disclosures, the fair values are measured based on the Black-Scholes-Merton formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant-date fair values are as follows:

| Particulars                      | As at 31 Mar 2017 |               | As at 31 Mar 2016 |             |
|----------------------------------|-------------------|---------------|-------------------|-------------|
|                                  | 23 May 2016       | 24 March 2017 | 26 May 2015       | 28 Jul 2015 |
| Date of grant                    |                   |               |                   |             |
| Number of options granted        | 618,800           | 185,000       | 80,000            | 73,200      |
| Fair value on grant date (in ₹)  | 42.97             | 48.03         | 39.97             | 55.14       |
| Share price at grant date (in ₹) | 93.90             | 108.15        | 84.90             | 117.75      |
| Expected volatility (%)          | 39.14             | 38.49         | 39.92             | 39.49       |
| Expected life (no. of years)     | 5.00              | 5.01          | 5.01              | 5.01        |
| Expected dividends (in %)        | -                 | -             | -                 | -           |
| Risk-free interest rate (in %)   | 7.36              | 6.79          | 7.84              | 7.84        |
| (based on government bonds)      |                   |               |                   |             |

## 33. Disclosure pursuant to Accounting Standard 15 on "Employee Benefits"

### Defined contribution plans

An amount of ₹ 712 lacs (previous year ₹ 606 lacs) and ₹ 6 lacs (previous year ₹ 2 lacs) for the year, have been recognized as expenses in respect of the Group's contributions to Provident Fund and Employee's State Insurance Fund respectively, deposited with the government authorities and have been included under "Employee benefits expenses" in the Consolidated Statement of Profit and Loss.

### Defined benefit plans

Gratuity is payable to all eligible employees of the Group on superannuation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act or as per the Group's Scheme, whichever is more beneficial.

The following table sets forth the status of the gratuity plan of the Group and the amounts recognised in the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss:



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

### Particulars

#### Changes in present value of obligation

|   |       |       |
|---|-------|-------|
| Present value of obligation as at the beginning of the year | 1,139 | 954   |
| Acquisition adjustment                                      | 62    | 9     |
| Interest cost   | 91    | 74    |
| Past Service Cost   | 253   | -     |
| Current service cost  | 362   | 277   |
| Benefits paid   | (103) | (161) |
| Actuarial (gain)/loss on obligation                         | (105) | (14)  |
| Present value of obligation as at end of the year           | 1,699 | 1,139 |
| Short term  | 111   | 27    |
| Long term   | 1,588 | 1,112 |
|   | 1,699 | 1,139 |

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
|  | 1,139                                  | 954                                    |
|  | 62                                     | 9                                      |
|  | 91                                     | 74                                     |
|  | 253                                    | -                                      |
|  | 362                                    | 277                                    |
|  | (103)                                  | (161)                                  |
|  | (105)                                  | (14)                                   |
|  | 1,699                                  | 1,139                                  |
|  | 111                                    | 27                                     |
|  | 1,588                                  | 1,112                                  |
|  | 1,699                                  | 1,139                                  |

### Particulars

#### Expenses recognized in the Consolidated Statement of Profit and Loss

|  |       |      |
|--|-------|------|
| Current service cost   | 362   | 277  |
| Past service cost  | 253   | -    |
| Interest cost on benefit obligation                                  | 91    | 74   |
| Net actuarial (gain)/loss recognised in the year                     | (105) | (14) |
| Expenses recognised in the Consolidated Statement of Profit and Loss | 601   | 337  |

|  | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
|  | 362                                    | 277                                    |
|  | 253                                    | -                                      |
|  | 91                                     | 74                                     |
|  | (105)                                  | (14)                                   |
|  | 601                                    | 337                                    |

The principal assumptions used in determining gratuity for the Group's plans are shown below:

### Particulars

|                                    |        |        |
|------------------------------------|--------|--------|
| Discount rate                      | 7.35%  | 8.00%  |
| Salary escalation rate (per annum) | 10.00% | 10.50% |

#### Withdrawal rates

|                     |                |                |
|---------------------|----------------|----------------|
| Age - Upto 30 years | 13%            | 13%            |
| 31-44 years         | 2%             | 2%             |
| Above 44 years      | 1%             | 1%             |
| Mortality rate      | IALM (2006-08) | IALM (2006-08) |

|  | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
|  | 7.35%                  | 8.00%                  |
|  | 10.00%                 | 10.50%                 |
|  | 13%                    | 13%                    |
|  | 2%                     | 2%                     |
|  | 1%                     | 1%                     |
|  | IALM (2006-08)         | IALM (2006-08)         |

**Discount rate:** The discount rate is estimated based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligation.

**Salary escalation rate:** The estimates of salary increases, considered in actuarial valuation, take account of inflation, promotion and other relevant factors.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

## Experience adjustment:-

| Particulars                              | As at<br>31 March<br>2013 | As at<br>31 March<br>2014 | As at<br>31 March<br>2015 | As at<br>31 March<br>2016 | As at<br>31 March<br>2017 |
|--|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Plan projected benefit obligation (PBO)  | 832                       | 936                       | 954                       | 1,139                     | 1,699                     |
| Plan assets                              | -                         | -                         | -                         | -                         | -                         |
| Net liability                            | (832)                     | (936)                     | (954)                     | (1,139)                   | (1,699)                   |
| Experience adjustment on PBO-Gain (Loss) | 73                        | 105                       | 233                       | 30                        | 146                       |

**Note:** There is no provision made for gratuity and compensated absences in Dish TV Lanka (Private) Limited for the year ended 31 Mar 2017 and 31 March 2016.

## 34. Segmental information

Effective 1 April 2015, Company has reorganized its segment to focus on the core activity of the Company. Consequent to the internal reorganization, Company had hived off its non-core business to Dish Infra Services Private Limited. Accordingly in terms of Accounting Standard 17 the company has reported Segment Information for (a) DTH, (b) Infra Support Services and (c) Teleport Services.

| Particulars  | DTH<br>Year<br>ended<br>31 March<br>2017 | Infra<br>support<br>services<br>Year ended<br>31 March<br>2017 | Others<br>Year<br>ended<br>31 March<br>2017 | Unallocated<br>Year<br>ended<br>31 March<br>2017 | Elimination<br>Year<br>Ended<br>31 March<br>2017 | Total<br>Year<br>ended<br>31 March<br>2017 |
|--|--|--|---|--|--|--|
| <b>1. Segment revenue</b>                                |  |  |   |  |  |  |
| External sales   | 198,176                                  | 101,002  | 2,260                                       | -  | -  | 301,438                                    |
| Inter segment sales                                      | (4,952)                                  | 11,552   | -   | -  | 6,600  | -  |
| <b>Total revenue</b>                                     | <b>193,224</b>                           | <b>112,554</b>   | <b>2,260</b>                                | <b>-</b>   | <b>6,600</b>                                     | <b>301,438</b>                             |
| <b>2. Segment results</b>                                |  |  |   |  |  |  |
| <b>Operating profit/(loss) before interest &amp; tax</b> | 25,832                                   | 3,166  | 1,105                                       | -  | 875  | 30,978                                     |
| Interest expenses  | -  | -  | -   | (22,389)   | -  | (22,389)                                   |
| Interest income  | -  | -  | -   | 3,723  | (367)  | 3,356                                      |
| Unallocated Income                                       | -  | -  | -   | 1,515  | (120)  | 1,395                                      |
| <b>Profit / (loss) before tax</b>                        | <b>25,832</b>                            | <b>3,166</b>   | <b>1,105</b>                                | <b>(17,151)</b>                                  | <b>388</b>                                       | <b>13,340</b>                              |
| Current tax  | -  | -  | -   | -  | -  | 10,349                                     |
| Deferred tax   | -  | -  | -   | -  | -  | (7,403)                                    |
| Short Provision in earlier years                         | -  | -  | -   | -  | -  | (534)                                      |
| <b>Profit / (loss) after tax</b>                         | <b>25,832</b>                            | <b>3,166</b>   | <b>1,105</b>                                | <b>(17,151)</b>                                  | <b>388</b>                                       | <b>10,928</b>                              |
| <b>3. Capital employed</b>                               |  |  |   |  |  |  |
| <b>Segment assets</b>                                    | 146,395                                  | 268,363  | 1,611                                       | 104,722  | (95,003)   | 426,088                                    |
| <b>Total assets</b>                                      | <b>146,395</b>                           | <b>268,363</b>   | <b>1,611</b>                                | <b>104,722</b>                                   | <b>(95,003)</b>                                  | <b>426,088</b>                             |
| <b>Segment liabilities</b>                               | 173,079                                  | 162,780  | 76  | 115,064  | (73,970)   | 377,029                                    |
| <b>Total liabilities</b>                                 | <b>173,079</b>                           | <b>162,780</b>   | <b>76</b>                                   | <b>115,064</b>                                   | <b>(73,970)</b>                                  | <b>377,029</b>                             |
| <b>Capital expenditure</b>                               | 13,074                                   | 64,288   | -   | -  | -  | 77,362                                     |
| <b>Depreciation/amortisation</b>                         | 8,303                                    | 58,247   | -   | -  | (243)  | 66,308                                     |
| <b>Non-cash expenses</b>                                 | 1,161                                    | 19   | -   | -  | -  | 1,180                                      |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

| Particulars  | DTH<br>Year<br>ended<br>31 March<br>2016 | Infra<br>support<br>services<br>Year ended<br>31 March<br>2016 | Others<br>Year<br>ended<br>31 March<br>2016 | Unallocated<br>Year ended<br>31 March<br>2016 | Elimination<br>Year<br>ended<br>31 March<br>2016 | Total<br>Year<br>ended<br>31 March<br>2016 |
|--|--|--|---|---|--|--|
| <b>1. Segment revenue</b>                                |  |  |   |   |  |  |
| External sales   | 211,397                                  | 92,438   | 2,159                                       | -   | -  | 305,994                                    |
| Inter segment sales                                      | 11,038                                   | 10,943   | -   | -   | (21,981)   | -  |
| <b>Total revenue</b>                                     | <b>222,435</b>                           | <b>103,381</b>   | <b>2,159</b>                                | <b>-</b>                                      | <b>(21,981)</b>                                  | <b>305,994</b>                             |
| <b>2. Segment results</b>                                |  |  |   |   |  |  |
| <b>Operating profit/(loss) before interest &amp; tax</b> | 35,710                                   | 6,852  | 1,327                                       | -   | (468)  | 43,421                                     |
| Interest expenses  | -  | -  | -   | (20,873)                                      | -  | (20,873)                                   |
| Interest income  | -  | -  | -   | 4,776   | (506)  | 4,270                                      |
| Unallocated Income                                       | -  | -  | -   | 2,604   | (470)  | 2,134                                      |
| <b>Profit / (loss) before tax</b>                        | <b>35,710</b>                            | <b>6,852</b>   | <b>1,327</b>                                | <b>13,493</b>                                 | <b>(1,444)</b>                                   | <b>28,952</b>                              |
| Current tax  | -  | -  | -   | -   | -  | 3,310                                      |
| Deferred tax   | -  | -  | -   | -   | -  | (43,600)                                   |
| <b>Profit / (loss) after tax</b>                         | <b>35,710</b>                            | <b>6,852</b>   | <b>1,327</b>                                | <b>13,493</b>                                 | <b>(1,444)</b>                                   | <b>69,242</b>                              |
| <b>3. Capital employed</b>                               |  |  |   |   |  |  |
| <b>Segment assets</b>                                    | 110,453                                  | 246,313  | 1,171                                       | 114,091                                       | (78,090)   | 393,938                                    |
| <b>Total assets</b>                                      | <b>110,453</b>                           | <b>246,313</b>   | <b>1,171</b>                                | <b>114,093</b>                                | <b>(78,090)</b>                                  | <b>393,938</b>                             |
| <b>Segment liabilities</b>                               | 163,338                                  | 127,166  | 51  | 123,952                                       | (58,640)   | 355,867                                    |
| <b>Total liabilities</b>                                 | <b>163,338</b>                           | <b>127,166</b>   | <b>51</b>                                   | <b>123,952</b>                                | <b>(58,640)</b>                                  | <b>355,867</b>                             |
| <b>Capital expenditure</b>                               | 16,358                                   | 207,651  | -   | -   | (129,292)  | 94,717                                     |
| <b>Depreciation/amortisation</b>                         | 6,366                                    | 52,833   | -   | -   | (128)  | 59,071                                     |
| <b>Non-cash expenses</b>                                 | 1,011                                    | -  | -   | -   | -  | 1,011                                      |

## 35. Related party disclosures

### a) Related parties with whom the Group had transactions:

|   |   |
|---|---|
| Key management personnel  | Mr. Jawahar Lal Goel  |
| Relative of key management personnel  | Mr. Gaurav Goel   |
| Enterprises over which key management personnel/ their relatives have significant influence | ATL Media Limited (Formerly known as Asia Today Limited)<br>Cyquator Media Services Private Limited (referred to as Cyquator)<br>Diligent Media Corporation Limited.<br>Direct Media Distribution Ventures Private Limited<br>E-City Property Management & Services Private Limited<br>E-City Bioscope Entertainment Private Limited<br>Essel Agro Private Limited<br>Essel Corporate Resources Private Limited<br>Interactive Finance and Trading Services Private Limited.<br>ITZ Cash Card Limited |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

|   |  |
|---|--|
| Enterprises over which key management personnel/ their relatives have significant influence | Media Pro Enterprise India Private Limited<br>Maurya TV Private Limited<br>PAN India Network Infravest Private Limited (formerly known as PAN India Network Infravest Private Limited)<br>PAN India Network Limited<br>Procall Private Limited<br>Rama Associates Limited<br>Essel Business Excellence Services Limited<br>Satnet Private Limited<br>Sprit Textiles Private Limited<br>Taj Television (India) Private Limited<br>Zee Akaash News Private Limited<br>ZEE Digital Convergence Limited<br>Zee Entertainment Enterprises Limited<br>ZEE Media Corporation Limited (formerly known as Zee News Limited) |
|---|--|

## b) Transactions with related parties:

| Particulars  | For the year ended<br>31 March 2017 |                                | For the year ended<br>31 March 2016 |                                |
|--|-------------------------------------|--------------------------------|-------------------------------------|--------------------------------|
|  | Total<br>amount                     | Amount<br>for major<br>parties | Total<br>amount                     | Amount for<br>major<br>Parties |
| <b>(i) With key management personnel</b>                       | <b>227</b>                          |                                | <b>93</b>                           |                                |
| Managerial remuneration <sup>#</sup>                           |                                     | 227                            |                                     | 93                             |
| <b>(ii) Relative of key management personnel</b>               | <b>119</b>                          |                                | <b>67</b>                           |                                |
| Remuneration <sup>#</sup>                                      |                                     | 119                            |                                     | 67                             |
| <b>(iii) With other related parties:</b>                       |                                     |                                |                                     |                                |
| <b>Revenue from operations and other income (net of taxes)</b> | <b>3,360</b>                        |                                | <b>3,137</b>                        |                                |
| Zee Entertainment Enterprises Limited                          |                                     | 1,500                          |                                     | 1,652                          |
| ZEE Media Corporation Limited                                  |                                     | 1,079                          |                                     | 1,058                          |
| Satnet Private Limited   |                                     | 38                             |                                     | 4                              |
| Zee Akaash News Private Limited                                |                                     | 225                            |                                     | 223                            |
| Siti Networks Limited  |                                     | 312                            |                                     | -                              |
| Other related parties  |                                     | 206                            |                                     | 200                            |
| <b>Purchase of goods and services</b>                          | <b>25,679</b>                       |                                | <b>26,926</b>                       |                                |
| Zee Entertainment Enterprises Limited                          |                                     | 17,859                         |                                     | 467                            |
| ITZ Cash Card Limited  |                                     | 1,342                          |                                     | 1,726                          |
| Taj Television (India) Private Limited                         |                                     | 3,648                          |                                     | 20,257                         |
| Cyquator   |                                     | 364                            |                                     | 2,922                          |
| Essel Business Excellence Services Limited                     |                                     | 521                            |                                     | -                              |
| Satnet Private Limited   |                                     | 29                             |                                     | 27                             |
| Other related parties  |                                     | 1,916                          |                                     | 1,527                          |
| <b>Rent paid</b>   | <b>359</b>                          |                                | <b>349</b>                          |                                |
| Zee Entertainment Enterprises Limited                          |                                     | 305                            |                                     | 296                            |
| Rama Associates Limited  |                                     | 50                             |                                     | 49                             |
| Satnet Private Limited   |                                     | 4                              |                                     | 4                              |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

| Particulars   | For the year ended<br>31 March 2017 |                                | For the year ended<br>31 March 2016 |                                |
|---|-------------------------------------|--------------------------------|-------------------------------------|--------------------------------|
|   | Total<br>amount                     | Amount<br>for major<br>parties | Total<br>amount                     | Amount for<br>major<br>Parties |
| <b>Rent Received</b>  | <b>4</b>                            |                                | <b>-</b>                            |                                |
| Satnet Private Limited  |                                     | 4                              |                                     | -                              |
| <b>Interest received</b>  | <b>-</b>                            |                                | <b>672</b>                          |                                |
| Cyquator  |                                     | -                              |                                     | 672                            |
| <b>Reimbursement of expenses paid</b>                             | <b>521</b>                          |                                | <b>602</b>                          |                                |
| Zee Entertainment Enterprises Limited                             |                                     | 463                            |                                     | 528                            |
| E-City Bioscope Entertainment Pvt. Ltd.                           |                                     | 58                             |                                     | 74                             |
| <b>Short-term loans and advances made</b>                         | <b>531</b>                          |                                | <b>1,994</b>                        |                                |
| ITZ Cash Card Limited<br>(## ₹ 7,741)                             |                                     | ##                             |                                     | 387                            |
| Cyquator  |                                     | 527                            |                                     | 1,593                          |
| Essel Corporate Resources Private Limited                         |                                     | 4                              |                                     | -                              |
| E-City Bioscope Entertainment Private Limited<br>(^ ₹ 28,554)     |                                     | ^                              |                                     | 12                             |
| Other related parties<br>(@ ₹ 8,204)                              |                                     | @                              |                                     | 2                              |
| <b>Refunds received against short-term loans<br/>and advances</b> | <b>91</b>                           |                                | <b>13,702</b>                       |                                |
| Cyquator  |                                     | 91                             |                                     | 13,700                         |
| ITZ Cash Card Limited<br>(& ₹ 43,117)                             |                                     | &                              |                                     | 1                              |
| Essel Corporate Resources Private Limited                         |                                     | -                              |                                     | 1                              |
| Other related parties<br>(\$ ₹ 8,204)                             |                                     | \$                             |                                     | -                              |

# since an actuarial valuation is done for gratuity and leave encashment for respective Companies as a whole, details of contribution in respect of each individual are not available for the computation of remuneration

### c) Balances at the year end:

| Particulars                                      | As at 31 March 2017 |                             | As at 31 March 2016 |                             |
|--|---------------------|-----------------------------|---------------------|-----------------------------|
|  | Total amount        | Amount for<br>major parties | Total amount        | Amount for<br>major parties |
| <b>With related parties:</b>                     |                     |                             |                     |                             |
| <b>Short-term loans and advances</b>             | <b>1,502</b>        |                             | <b>1,062</b>        |                             |
| ITZ Cash Card Limited                            |                     | 386                         |                     | 386                         |
| Cyquator   |                     | 1,098                       |                     | 663                         |
| E-City Bioscope Entertainment Private<br>Limited |                     | 13                          |                     | 12                          |
| Essel Corporate Resources Private<br>Limited     |                     | 4                           |                     | -                           |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

| Particulars  | As at 31 March 2017 |                          | As at 31 March 2016 |                          |
|--|---------------------|--------------------------|---------------------|--------------------------|
|  | Total amount        | Amount for major parties | Total amount        | Amount for major parties |
| Interactive Financial & Trading Services Private Limited |                     | 1                        |                     | 1                        |
| <b>Security deposit given</b>                            | <b>1,487</b>        |                          | <b>1,487</b>        |                          |
| Rama Associates Limited                                  |                     | 1,000                    |                     | 1,000                    |
| Essel Business Excellence Services Limited               |                     | 433                      |                     | 433                      |
| Other related parties                                    |                     | 54                       |                     | 54                       |
| <b>Trade payables</b>                                    | <b>1,054</b>        |                          | <b>2,739</b>        |                          |
| Zee Entertainment Enterprises Limited                    |                     | 488                      |                     | 371                      |
| Taj Television (India) Private Limited                   |                     | -                        |                     | 1,646                    |
| Satnet Private Limited                                   |                     | 2                        |                     | 2                        |
| Essel Business Excellence Services Limited               |                     | 222                      |                     | -                        |
| Cyquator   |                     | -                        |                     | -                        |
| Other related parties                                    |                     | 342                      |                     | 720                      |
| <b>Trade receivables</b>                                 | <b>1,927</b>        |                          | <b>1,378</b>        |                          |
| ATL Media Limited (Formerly known as Asia Today Limited) |                     | 115                      |                     | 21                       |
| Zee Media Corporation Limited                            |                     | 1,027                    |                     | 678                      |
| Zee Entertainment Enterprises Limited                    |                     | 377                      |                     | 405                      |
| Maurya TV Private Limited                                |                     | -                        |                     | 215                      |
| Zee Akaash News Private Limited                          |                     | 59                       |                     | 59                       |
| Other related parties                                    |                     | 348                      |                     | -                        |

**d) Guarantees etc. given by related parties in respect of secured loans:**

As at 31 March 2017, personal guarantees by key managerial personal amounting to ₹ 30,000 lacs (previous year ₹ 30,000 lacs) are outstanding as at the year end.

## 36. Leases

**a) Obligation on operating lease:**

The Group significant leasing arrangements are in respect of operating leases taken for offices, residential premises, transponder, etc. These leases are cancellable operating lease agreements that are renewable on a periodic basis at the option of both the lessee and the lessor. The initial tenure of the lease generally is for 11 months to 69 months. The details of lease rental charges in respect of assets taken on operating leases are as under:

| Particulars   | For the year ended<br>31 March 2017 | For the year ended<br>31 March 2016 |
|---|-------------------------------------|-------------------------------------|
| Lease rental charges during the year (net of shared cost) | 17,685                              | 16,238                              |
| Sub-lease payment received (being shared cost)            | 898                                 | 889                                 |

**b) Assets given under operating lease:**

The Group has leased out assets by way of operating lease. The gross book value of such assets, its accumulated depreciation and depreciation for the year are as given below:

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

| Particulars               | As at<br>31 March 2017 | As at<br>31 March 2016 |
|---------------------------|------------------------|------------------------|
| Gross value of assets     | 35,112                 | 35,048                 |
| Accumulated depreciation  | 31,320                 | 20,696                 |
| Net block                 | 3,792                  | 14,352                 |
| Depreciation for the year | 10,624                 | 20,696                 |

The lease rental income recognised during the year in respect of non-cancellable operating leases and minimum obligations on long term non-cancellable operating lease receivable as per the rentals stated in the agreements are as follows:

| Particulars                                    | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|--|
| Lease rental income recognised during the year | 1,420                                  | 4,057                                  |

| Particulars                                       | Total future<br>minimum<br>lease rentals<br>receivable as at<br>31 March 2017 | Total future<br>minimum<br>lease rentals<br>receivable as at<br>31 March 2016 |
|---|---|---|
| Within one year                                   | 299   | 1,420   |
| Later than one year and not later than five years | 137   | 436   |

37. a) The Company has been making payment of license fee to the Ministry of Information and Broadcasting considering the present legal understanding. However, in view of the ongoing dispute (refer note 'b' below), the Company has made provision on a conservative basis considering the terms and conditions of the License given by the Regulatory Authority

### Provision for regulatory dues (including interest)

| Particulars                    | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--------------------------------|------------------------|------------------------|
| Opening provision              | 119,271                | 105,047                |
| Add: Created during the year   | 30,415                 | 29,201                 |
| Less: Utilised during the year | 9,946                  | 14,977                 |
| Closing provision              | 139,740                | 119,271                |

The outflow of economic benefits with regard to the disputed portion would be dependent on the final decision by the Regulatory Authority. Presently, it has been considered under the 'Short-term provisions'.

- b) The Company has filed Petition [205(C) of 2014] before the Hon'ble Telecom Disputes Settlement & Appellate Tribunal (TDSAT) against Union of India challenging the propriety and legality of the demand of ₹ 62,420 lacs including interest of ₹ 15,967 lacs raised by the Ministry of Information and Broadcasting by way of a demand letter dated 19 March 2014 towards alleged short payment of license fee for the period 2003-2004 to 2012-2013. The matter is pending before the TDSAT.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 38. Earnings per share

Reconciliation of basic and diluted shares used in computing earnings per share

| Particulars   | For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|---|--|--|
| Profit for the year attributable to equity shareholders                             | 10,928                                 | 69,242                                 |
| Nominal value of equity share (in ₹)  | 1                                      | 1                                      |
| Total number of equity shares outstanding at the beginning of the year              | 1,065,864,835                          | 1,065,571,585                          |
| Total number of equity shares outstanding at the end of the year                    | 1,065,968,905                          | 1,065,864,835                          |
| Weighted-average number of equity shares  | 1,065,899,406                          | 1,065,746,554                          |
| <b>Basic earnings per share (in ₹)</b>  | <b>1.03</b>                            | <b>6.50</b>                            |
| Nominal value of equity share (in ₹)  | 1                                      | 1                                      |
| Weighted-average number of equity shares used to compute diluted earnings per share | 1,065,938,279                          | 1,065,855,997                          |
| <b>Diluted earnings per share (in ₹)</b>  | <b>1.03</b>                            | <b>6.50</b>                            |

## 39. Deferred tax assets (net)

Deferred tax in Dish T V Lanka (Private) Limited, one of the subsidiary company, has not been recognised on tax losses carried forward and Property, Plant and Equipment as management is of the opinion that it is not probable that future taxable profit will be available against which the Company can utilise the benefit thereon since commercial operation has commenced from current year ended 31 March 2017 only and the subsidiary company is still making losses.

## 40. Foreign currency transactions

- a) In accordance with the Accounting Standard 11 (AS-11) and related notifications, the foreign currency exchange gain of ₹ 104 lacs (previous year loss of ₹ 3,550 lacs) has been adjusted in the value of fixed assets and the foreign currency exchange gain of ₹ 112 lacs (previous year ₹ 112 lacs) in the capital work in progress.
- b)
  - i) The Group has outstanding derivative/forward contracts of US Dollars 1,186 lacs (previous year US Dollar 766 lacs) which will be settled at future date. These derivative contracts are for the repayment of Buyers' credit loans.
  - ii) Foreign currency transactions outstanding as on the balance sheet date that are not hedged by derivative instruments or otherwise are as under:

(Amount in ₹ lacs)

| Particulars                 | As at 31 March 2017 |                |                   |                |                  |                |
|-----------------------------|---------------------|----------------|-------------------|----------------|------------------|----------------|
|                             | Amount in<br>AUD    | Amount<br>in ₹ | Amount in<br>EURO | Amount<br>in ₹ | Amount in<br>USD | Amount<br>in ₹ |
| Balances with bank          | -                   | -              | -                 | -              | 4                | 271            |
| Loans and advances given    | #                   | 1              | 1 <sup>a</sup>    | 4              | 240              | 15,094         |
| Receivables                 | -                   | -              | -                 | -              | 62               | 4,044          |
| Loans and borrowings#       | -                   | -              | -                 | -              | 212              | 13,776         |
| Advances/ deposits received | -                   | -              | -                 | -              | 1                | 57             |
| Trade Payable               | -                   | -              | -                 | -              | 1                | 81             |
| Other Current Liabilities   | -                   | -              | -                 | -              | 193              | 13,172         |

# Amount in AUD 1,322 rounded off to lacs

<sup>a</sup> Amount in EURO 6,202 rounded off to lacs



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

(Amount in ₹ lacs)

| Particulars                       | As at 31 March 2016 |             |                |             |               |             |
|-----------------------------------|---------------------|-------------|----------------|-------------|---------------|-------------|
|                                   | Amount in AUD       | Amount in ₹ | Amount in EURO | Amount in ₹ | Amount in USD | Amount in ₹ |
| Balances with bank                | -                   | -           | -              | -           | 189           | 12,525      |
| Loans and advances given          | *                   | 1           | 1              | 92          | 5             | 279         |
| Receivables                       | -                   | -           | -              | -           | 62            | 4,102       |
| Loans and borrowings <sup>#</sup> | -                   | -           | -              | -           | 393           | 26,040      |
| Advances/ deposits received       | -                   | -           | -              | -           | 1             | 58          |
| Trade Payable                     | -                   | -           | -              | -           | 122           | 8,118       |
| Other Current Liabilities         | -                   | -           | -              | -           | 370           | 24,540      |

<sup>#</sup> includes interest accrued

\* Amount in AUD 1,322

## 41. Contingent liabilities, litigations and commitments

### a) Claims against the Company (including unasserted claims) not acknowledged as debt:

| Particulars                              | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--|------------------------|------------------------|
|  |                        |                        |
| Income-tax                               | 313                    | 362                    |
| Sales tax, value added tax and entry tax | 6,505                  | 4,733                  |
| Customs duty                             | 109                    | 795                    |
| Service tax*                             | 7,195                  | 7,195                  |
| Wealth tax                               | 1                      | 2                      |
| Entertainment tax                        | 14,319                 | 11,069                 |
| Other claims                             | 485                    | 489                    |

\* Penalty, if any, levied on conclusion of this matter is currently not ascertainable.

Other than above, the Company has certain litigations involving customers and based on the legal advise of in-house legal team, the management believe that no material liability will devolve on the Company in respect of these litigations.

### Income tax

In earlier years, the Company had received demand notices for TDS and interest thereon amounting to ₹ 760 lacs (excluding penalty levied amounting ₹ 16 lacs) relating to matters pertaining to alleged short deduction of tax at source on certain payments for the Assessment Year's 2009-10 to 2013-14. In respect of the demand received the Company had made payment under protest of ₹ 726 lacs out of which ₹ 141 lacs had been paid in the FY 2015-16 and ₹ 39 lacs has been paid in the year ended 31 March 2017 and remaining was paid in the previous years. Further, the amount paid under protest, as a matter of abandoned caution, based on management estimate has been provided for in the books. Accordingly, the remaining amount ₹ 34 lacs has been included under the head contingent liabilities above. However, the Company has disputed all these matters and filed appeal against the above said demands with the tax authorities.

Further, for the assessment year 2004-05, in case of Siti Cable Network Limited (now merged with the Company), demand under section 271(1)(c) amounting ₹ 263 lacs on account of additions of loans and advances and bandwidth charges has been raised by assessing officer vide order dated 29 March 2016. The Company has preferred an appeal before higher appellate authorities on 29 April 2016 and same is pending for disposal.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## Sales tax, value added tax, entry tax, service tax, entertainment tax and other claims

The Company has received notices/ assessment orders in relation to applicability of above-mentioned taxes. The Company has contested these notices at various Appellate Forums / Courts and the matter is subjudice.

Based on the advice from independent tax experts, and development on the appeals, the Company is confident that the additional tax so demanded will not be sustained on the completion of appellate proceedings and accordingly, pending the decisions by the appellate authorities, no provision has been made in these financial statements.

## b) Commitments

### Particulars

Estimated amount of contracts remaining to be executed on capital account

| As at<br>31 March 2017 | As at<br>31 March 2016 |
|------------------------|------------------------|
| 85,407                 | 75,778                 |

## c) Others

- During the year, the Delhi High Court (HC) passed an order restraining the Company from operation in MENA (Middle east and North Africa) region, on a plea brought by the UAE-based company Gulf DTH FZ, about copyright infringement by Dish TV in the region. An application for interim stay filed by Gulf DTH FZ LLC has been allowed by the Single Judge bench of High Court vide its order dated 30 August 2016 which is further confirmed by Division Bench of High Court. The Company has filed appeals against the said order and same is pending for disposal. Based on management's assessment and independent expert's advice, the Company believes no significant claim will devolve upon the Company and no provision has been recognised.
- The Company's DTH license was valid upto 30 September 2013. Ministry of Information and Broadcasting (MIB) has been extending the validity of the DTH License on yearly basis and as per the letter dated 31 March 2017 of the MIB, the DTH License is valid upto 31 December 2017.
- Management believes that it is appropriate to prepare these financial statements on a going concern basis considering available resources, current level of operations of the Company, and those projected for foreseeable future.
- The Dish Infra Services Private Limited, one of the subsidiary company, has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the company has reviewed and ensured that adequate provision as required under the law / Accounting Standards for the material foreseeable losses on such long term contract (including derivative contracts) has been made in the books of accounts.

## 42. Auditors' remuneration

### Particulars

As auditors\* (excluding service tax)

- Statutory audit
- Limited review of quarterly results
- Certifications
- Reimbursement of expenses

### Total

| For the<br>year ended<br>31 March 2017 | For the<br>year ended<br>31 March 2016 |
|--|--|
| 46                                     | 51                                     |
| 21                                     | 21                                     |
| 8                                      | 5                                      |
| 4                                      | 1                                      |
| <b>79</b>                              | <b>78</b>                              |

\* Disclosed only for statutory auditors of holding company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

## 43. Additional information pursuant to schedule III of Companies Act ,2013.

| Name of the Company   | Net assets i.e. total assets minus total liabilities |                                   | Share in profit or (loss) |  |
|---|--|-----------------------------------|---------------------------|--|
|   | Amount   | As a % of consolidated net assets | Amount                    | As a % of consolidated net profit/(loss) |
| <b>Parent Company</b>   |  |                                   |                           |  |
| Dish TV India Limited   | 27,307   | 56                                | 16,269                    | 149                                      |
| <b>Indian subsidiary</b>  |  |                                   |                           |  |
| Dish Infra Services Private Limited                                     | 40,355   | 82                                | (2,432)                   | (22)                                     |
| <b>Foreign subsidiary</b>   |  |                                   |                           |  |
| Dish T V Lanka (Private) Limited  | (6,483)  | (13)                              | (3,539)                   | (32)                                     |
| <b>Joint Venture</b>  |  |                                   |                           |  |
| C&S Medianet Private Limited<br>(# ₹43,603, ## 0.0009% and ### 0.0008%) | 0  | 0                                 | (1)                       | 0  |
| Intra group elimination   | (12,120)   | (25)                              | 631                       | 5  |
| <b>Grand Total</b>  | <b>49,059</b>  | <b>100</b>                        | <b>10,928</b>             | <b>100</b>                               |

Profit or Loss attributable to “minority interest” and to owners of the parent in the Statement of Profit and Loss shall be presented as allocation for the period.

### Particulars

Profit for the year  
Profit attributable to owners of the Group  
Profit attributable minority interests  
**Total**

| For the year ended 31 March 2017 | For the year ended 31 March 2016 |
|----------------------------------|----------------------------------|
| 10,928                           | 69,242                           |
| 10,928                           | 69,242                           |
| -                                | -                                |
| <b>10,928</b>                    | <b>69,242</b>                    |

## 44. Rights issue

The Company during the financial year ended 31 March 2009 issued 518,149,592 equity shares of ₹ 1 each at a premium of ₹ 21 per share for cash to the existing equity shareholders on the record date. The terms of payment were as under:

| Particulars    | Total amount due (per share) | Towards face value (per share) | Towards securities premium (per share) | Total amount | Due on (from the date of allotment, at the option of the Company) | Date of making the Call  |
|----------------|------------------------------|--------------------------------|--|--------------|---|--|
|                | (₹)                          | (₹)                            | (₹)                                    | (in ₹ lacs)  |   |  |
| On application | 6.00                         | 0.50                           | 5.50                                   | 31,089       | Along with application  | Not applicable   |
| On first call  | 8.00                         | 0.25                           | 7.75                                   | 41,452       | After 3 months but within 9 months                                | The Board at its meeting held on 18 June 2009 decided to make the First Call, payable on or before 31 July 2009* |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

| Particulars                 | Total<br>amount<br>due (per<br>share) | Towards<br>face value<br>(per<br>share) | Towards<br>securities<br>premium<br>(per<br>share) | Total<br>amount | Due on (from<br>the date of<br>allotment, at<br>the option of<br>the Company) | Date of making the Call  |
|-----------------------------|---------------------------------------|---|--|-----------------|---|--|
|                             | (₹)                                   | (₹)                                     | (₹)  | (in ₹ lacs)     |   |  |
| On second and<br>final call | 8.00                                  | 0.25                                    | 7.75   | 41,452          | After 9 months<br>but within 18<br>months                                     | The Board at its<br>meeting held on<br>22 January 2010<br>decided to make the<br>Second and Final Call,<br>payable on or before<br>1 March 2010* |
| <b>Total</b>                | <b>22.00</b>                          | <b>1.00</b>                             | <b>21.00</b>                                       | <b>113,993</b>  |   |  |

\* Shareholders are entitled to make the call payment after due date with simple interest @ 8% p.a.

Upto the financial year ended 31 March 2017, the Company has received ₹ 31,089 lacs (previous year ₹ 31,089 lacs) towards the application money on 518,149,592 (previous year 518,149,592) equity shares issued on Rights basis; ₹ 41,450 lacs (previous year ₹ 41,450 lacs) towards the first call money on 518,130,477 (previous year 518,130,477) equity shares; and ₹ 41,450 lacs (previous years ₹ 41,450 lacs) towards the second and final call money on 518,115,215 (previous year 518,115,094) equity shares.

The Company has also received ₹ 0.42 Lacs (previous year ₹ 0.42 lacs) towards first call and/ or second and final call. Pending completion of corporate action, the amount has been recorded as Share call money pending adjustments under 'Other long term liabilities'.

The utilisation of Rights Issue proceeds have been in accordance with the revised manner of usage of Rights Issue proceeds, as approved by the Board of Directors of the Company, in their meeting held on 28 May 2009. The utilization of the Rights Issue proceeds as per the revised usage aggregating to ₹ 113,989 lacs (previous year ₹ 113,989 lacs) is as under. The monitoring agency, IDBI Bank Limited, has issued its report dated 25th January 2016 on utilization of the Rights Issue proceeds upto 31 December 2016.

The details of utilisation of Rights Issue proceeds by the Company, on an overall basis, are as below:

| Particulars   | Upto<br>31 March 2017 | Upto<br>31 March 2016 |
|---|-----------------------|-----------------------|
| Amount utilized                                       |                       |                       |
| Repayment of loans                                    | 28,421                | 28,421                |
| Repayment of loans, received after right issue launch | 24,300                | 24,300                |
| General corporate purpose/ operational expenses       | 34,723                | 34,723                |
| Acquisition of Consumer Premises Equipment (CPE)      | 26,000                | 26,000                |
| Right issue expenses                                  | 545                   | 545                   |
| <b>Total money utilized</b>                           | <b>113,989</b>        | <b>113,989</b>        |

## 45. Issue of Global Depository Receipts (GDR Issue):-

Pursuant to the approvals obtained by the Company and in accordance with the applicable laws including the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, as amended, the Global Depository Receipt (GDR) Offer of the Company for 117,035 GDRs opened for subscription on 23 November 2009 at a price of US \$ 854.50 per GDR, each GDR representing 1000 fully paid equity shares. The pricing of the GDR, as per the pricing formula prescribed under Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Mechanism) Scheme, 1993, as amended, was ₹ 39.80 per fully paid equity share and the relevant date for this purpose was 23 November 2009.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

Upon opening, the GDR issue for USD 1,000 lacs (approx.) was fully subscribed and the Company received USD 1,000 lacs (approx.), towards the subscription money. Upon receipt of the subscription money, the Issue Committee of the Board at its meeting held on 30 November 2009, issued and allotted 117,035,000 fully paid equity shares @ ₹ 39.80 per fully paid equity share to M/s Deutsche Bank Trust Company Americas (being the depository) in lieu of the Global Depository Receipts issued. The GDR's were listed at the Luxembourg Stock Exchange.

During the year ended 31 March 2016, 85,035 GDRs were sold into the domestic market and converted into 85,035,000 equity shares of ₹ 1 each by the holder and accordingly GDR outstanding thereafter are nil.

The detail of utilisation of GDR proceeds by the Company, on an overall basis, is as below:-

| Particulars   | Upto<br>31 March 2017 | Upto<br>31 March 2016 |
|---|-----------------------|-----------------------|
| <b>Amount utilized</b>  |                       |                       |
| Acquisition of fixed assets including CPEs  | 7,670                 | 7,670                 |
| GDR issue expenses  | 345                   | 345                   |
| Advance against share application money given to subsidiaries                           | 56                    | 56                    |
| Repayment of bank loan  | 755                   | 755                   |
| Operational expenses including interest payments, bank charges and exchange fluctuation | 51,101                | 38,459                |
| <b>Total (A)</b>  | <b>59,927</b>         | <b>47,285</b>         |
| <b>Unutilised amount lying with:</b>  |                       |                       |
| Balance with bank in fixed deposit in foreign currency                                  | 271                   | 12,525                |
| <b>Total (B)</b>  | <b>271</b>            | <b>12,525</b>         |
| <b>Total (A+B)</b>  | <b>60,198</b>         | <b>59,810</b>         |

46. During the financial year ended 31 March 2016, Dish Infra Services Private Limited has issued debentures as per detail below:

|  |  |
|--|--|
| Date of Issue  | 28 May 2015  |
| Maturity date  | 28 May 2018  |
| Number of debentures issued                          | 100  |
| Face value per debenture                             | ₹ 10,000,000   |
| Coupon rate  | 11.50 % per annum  |
| Repayment term                                       | Repayable on maturity  |
| Nature of security given                             | First ranking pari-passu charge on all present and future tangible i.e. movable and current assets of the Company.<br>Unconditional & Irrevocable Corporate Guarantee of Dish TV India Limited |
| Gross proceeds received from the issue of Debentures | ₹ 10,000 lacs  |

Details of utilisation of non-convertible debenture proceeds as below:-

| Particulars                    | As at<br>31 March 2017 | As at<br>31 March 2016 |
|--------------------------------|------------------------|------------------------|
| Amount utilised till year end  | 10,000                 | 2,625                  |
| Amount un-utilised at year end | -                      | 7,375                  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

[All amounts in ₹ lacs, unless stated otherwise]

47. In accordance with the provisions of Section 135 of the Companies Act, 2013, the Board of Directors of the Company had constituted a Corporate Social Responsibility ('CSR') Committee. In terms with the provisions of the said Act, the Company was to spend a sum of approx ₹ 189 lacs during the year ended 31 March 2017 (previous year Nil) towards CSR activities. The details of amount actually paid by the Company are:

| Particulars   | Amount Paid | Amount yet to be paid | Total |
|---|-------------|-----------------------|-------|
| <b>31 March 2017</b>  |             |                       |       |
| <b>Donation paid for the purposes:</b>  |             |                       |       |
| Measures for the benefit of armed forces veterans, war widows and their dependents. | 19          | -                     | 19    |
| Education   | 170         | -                     | 170   |

48. Information pursuant to G.S.R. 308(E) dated 30 March 2017 issued by Ministry of Corporate Affairs.

(a) Deposited by the Group

[Amount ₹ in absolute figure]

| Particulars  | Specified bank notes (SBN) (₹) | Other denomination (₹)  | Total (₹) |
|--|--------------------------------|-------------------------|-----------|
| Closing cash in hand as on 08.11.2016 <sup>#</sup> | 475,500                        | 155,451                 | 630,951   |
| (+) Permitted receipts                             | 7,000 <sup>®</sup>             | 2,365,833               | 2,372,833 |
| (-) Permitted payments                             | -                              | 1,685,524 <sup>##</sup> | 1,685,524 |
| (-) Amount deposited in Banks <sup>#</sup>         | 482,500                        | -                       | 482,500   |
| Closing cash in hand as on 30.12.2016              | -                              | 835,760                 | 835,760   |

<sup>#</sup> ₹ 475,500 under SBN includes imprest amount of ₹ 189,500 in closing balance as at 8 November 2016 in Dish Infra Services Private Limited (Dish Infra, one of the subsidiary of Company).

<sup>®</sup> Include SBNs aggregating to ₹ 7,000 lying with employees of the Company as at 8 November 2016, which were subsequently returned to the Company and deposited into the bank account of the Company.

<sup>##</sup> ₹ 1,685,524 under other denomination includes imprest amount of ₹ 189,500 to staff in Dish Infra.

- (b) Deposited directly by the distributors into Dish Infra's bank accounts during the period 8 November 2016 to 30 December 2016

[Amount ₹ in absolute figure]

| Particulars  | Specified bank notes (SBN) (₹) | Other denomination (₹) | Total (₹)  |
|--|--------------------------------|------------------------|------------|
| Closing cash in hand as on 08.11.2016  | -                              | -                      | -          |
| Cash of the distributors & customers with them <sup>**</sup>                               | 25,073,000                     | 50,746,380             | 75,819,380 |
| (-) Amount deposited in company's Banks directly by distributors & customers <sup>**</sup> | 25,073,000                     | 50,746,380             | 75,819,380 |
| Closing cash in hand as on 30.12.2016  | -                              | -                      | -          |

<sup>\*\*</sup> ₹75,819,380 were directly deposited by customers in to the bank account of the Dish Infra during the period 8 November 2016 to 30 December 2016, out of these ₹ 25,073,000 were in SBN, as detailed herein above.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(All amounts in ₹ lacs, unless stated otherwise)

**49.** Figures of the previous year have been regrouped / rearranged, wherever considered necessary to conform to the current year's presentation.

As per our report attached to the balance sheet

**For Walker Chandiok & Co. LLP**  
*Chartered Accountants*

**per Sumit Mahajan**  
*Partner*

Place: Noida  
Dated: 24 May, 2017

For and on behalf of the Board of Directors of  
**Dish TV India Limited**

**Jawahar Lal Goel**  
*Chairman & Managing Director*  
DIN: 00076462

**Rajeev K. Dalmia**  
*Chief Financial Officer*

Place: Noida  
Dated: 24 May, 2017

**B. D. Narang**  
*Director*  
DIN: 00826573

**Ranjit Singh**  
*Company Secretary*  
Membership No: A15442

## DISH TV INDIA LIMITED

Regd. Office: 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400 013, Maharashtra  
Corporate Office: FC-19, Sector-16A, Noida, U.P. – 201 301,  
Tel No.: 0120-2467000/2467005, Fax No.: 0120-4357078,  
Website: www.dishtv.in, E-mail: investor@dishtv.in,  
CIN: L51909MH1988PLC287553

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L51909MH1988PLC287553  
Name of the Company : DISH TV INDIA LIMITED  
Registered Office : 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400013, Maharashtra

|                          |  |
|--------------------------|--|
| Name of the member(s)    |  |
| Registered address       |  |
| E-mail Id                |  |
| Folio No./Client ID No.* |  |
| DP ID No.*               |  |

\* Applicable for shareholders holding shares in Electronic form

I/We, being the member(s) of ..... shares of the Dish TV India Limited, hereby appoint

- |    |                |                                 |
|----|----------------|---------------------------------|
| 1. | Name: _____    | E-mail Id: _____                |
|    | Address: _____ | Signature: _____ or failing him |
| 2. | Name: _____    | E-mail Id: _____                |
|    | Address: _____ | Signature: _____ or failing him |
| 3. | Name: _____    | E-mail Id: _____                |
|    | Address: _____ | Signature: _____                |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 28<sup>th</sup> day of September 2017 at 11:00 A.M. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

I wish my above Proxy to vote in the manner as indicated in the box below<sup>§</sup>:

| S. No.            | Resolution  | Vote |         |         |
|-------------------|---|------|---------|---------|
|                   |   | For  | Against | Abstain |
| Ordinary Business |   |      |         |         |
| 1                 | Adoption of Audited Financial Statements - on a Standalone and Consolidated basis, for the Financial Year ended March 31, 2017.   |      |         |         |
| 2                 | To appoint Director in place of Mr. Ashok Mathai Kurien (DIN-00034035), who retires by rotation and being eligible, offers himself for re-appointment.                                  |      |         |         |
| 3                 | To appoint M/s Walker Chandiok & Co LLP, Chartered Accountants, New Delhi, (Firm Registration No. 001076N/N-500013) as Statutory Auditors of the Company and to fix their remuneration. |      |         |         |
| Special Business  |   |      |         |         |
| 4                 | To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2017   |      |         |         |
| 5                 | To approve the remuneration of Cost Auditors for the financial year ending March 31, 2018   |      |         |         |
| 6                 | To re-appoint Mr. Bhagwan Das Narang (DIN- 00826573) as an Independent Director   |      |         |         |
| 7                 | To re-appoint Mr. Arun Duggal (DIN- 00024262) as an Independent Director  |      |         |         |
| 8                 | To maintain Register of Members and other Statutory Registers and copies of Annual Returns at a place other than the Registered Office of the Company                                   |      |         |         |

<sup>§</sup> This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder

Signature of Proxy holder(s)

#### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A Proxy need not be a member of the Company.**
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members. The signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
- A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy and such person shall not act as Proxy for any other person or shareholder.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 29th Annual General Meeting.



**DISH TV INDIA LIMITED**

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Mumbai – 400 013, Maharashtra  
Corporate Office: FC-19, Sector 16A, Noida – 201 301 (U.P.)  
Tel: 0120-2467005/2467000, Fax: 0120-4357078  
Website: www.dishtv.in, E-mail: investor@dishtv.in  
CIN: L51909MH1988PLC287553

**ATTENDANCE SLIP**  
**29<sup>th</sup> ANNUAL GENERAL MEETING**

Venue of the Meeting : Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018  
Date and Time : Thursday, September 28<sup>th</sup>, 2017 at 11:00 AM

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

|  |  |
|--|--|
| Name and Address of Equity Shareholder<br>(In Block Letters) |  |
| Name and Address of the Proxy<br>(In Block Letters)          |  |
| Reg. Folio No.   |  |
| Client ID No.*   |  |
| DP ID No.*   |  |
| No. of Shares  |  |

\*Applicable for shareholders holding shares in Electronic form

I/We hereby record my/our presence at the 29<sup>th</sup> Annual General Meeting of the Company, convened on Thursday, the 28<sup>th</sup> Day of September, 2017 at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Signature of the Equity Shareholder/Proxy

**Route Map to the Venue of the 29<sup>th</sup> Annual General Meeting of Dish TV India Limited**

**Hall of Culture, Nehru Centre,  
Dr. Annie Besant Road, Worli, Mumbai - 400 018**





## DISH TV INDIA LIMITED

Registered Office: 18th Floor, A Wing, Marathon Futorex, N M Joshi Marg, Lower Parel, Mumbai-400013  
Corporate Office: FC-19, Sector 16A, Noida - 201 301 (U P)

Tel: 0120-2467005/2467006, Fax: 0120-4357070

CIN: L51909MH1989PLC207553, E-Mail: investor@dishtv.in, Web Site: www.dishtv.in

## RESULT OF E-VOTING/POLL AT THE 29TH ANNUAL GENERAL MEETING

It is hereby informed that pursuant to applicable provisions, the Company has duly held its Twenty Ninth (29th) Annual General Meeting on Thursday, 28th September 2017, at 11.00 A.M. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018. The Company had conducted e-voting / Poll for passing the following resolutions, proposed before the members of the Company. Based on the scrutineers report dated September 28, 2017, the results of the e-voting / poll are as under:

| S.No. | Resolutions  | No. of Shares and % of total votes cast in favour |            | No. of shares and % of total votes cast against |            |
|-------|--|---|------------|---|------------|
|       |  | Number of Shares                                  | % of Votes | Number of Shares                                | % of Votes |
| 1.    | Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2017  | 936841983   | 100.0000%  | 218   | 0.0000%    |
| 2.    | To appoint Director in place of Mr. Ashok Mathai Kurien who retires by rotation and being eligible, offers himself for re-appointment. | 893163440   | 95.3682%   | 43378761  | 4.6318%    |
| 3.    | To appoint Statutory Auditors of the Company   | 939939151   | 99.9421%   | 544293  | 0.0579%    |
| 4.    | To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2017  | 940482793   | 99.9999%   | 598   | 0.0001%    |
| 5.    | To approve the remuneration of Cost Auditors for the financial year ending March 31, 2018  | 940481378   | 99.9990%   | 2098  | 0.0002%    |
| 6.    | To re-appoint Mr. Bhagwan Das Harang as an Independent Director  | 790520913   | 85.2622%   | 138021269                                       | 14.7373%   |
| 7.    | To re-appoint Mr. Arun Duggal as an Independent Director   | 797072134   | 85.1080%   | 139470067                                       | 14.8920%   |
| 8.    | To maintain Register of Members and other Statutory Registers and copies of Annual Returns at a place other than the Registered Office | 940482375   | 99.9999%   | 1340  | 0.0001%    |

The above resolutions have been duly passed by the Members of the Company with requisite majority. This information is also available on the website of the company at www.dishtv.in and the website of Stock Exchanges where the Company's shares are listed i.e. www.nseindia.com and www.bseindia.com.

For DISH TV INDIA LIMITED

Sd/-

Ranjit Singh

Company Secretary & Compliance Officer

Membership No. - A15442

Date: September 29, 2017

Place: Mumbai



## INDIAN OVERSEAS BANK

Asset Reconstruction

Maker Tower E

Phone: 022-25555555

e-AUCTION

## SALE OF IMMOVABLE PROPERTY SECURITIZATION AND RECONSTRUCTION OF SECURITY INTEREST ACT, 2002.

Whereas M/s. Shesha Sai Infraproject Pvt & Mrs. Rajshree Praveen Sankpal had a Branch against mortgage of immovable property and the Bank has issued a demand notice dated 10.01.2014 calling upon the borrower M/s. Shesha Sai Infraprojects Business Solution Pvt. Ltd. (hereinafter referred to as 'Borrower') to pay Rs. 11,82,07,681/- together with for the date of the said notice.

Whereas, the borrowers and guarantors have failed to pay the said demand notice, the Bank has more fully described in the schedule hereunder. The physical possession of the Property has been taken by the Bank. Whereas the borrower and guarantor have failed to pay the said demand notice, the Bank has more fully described in the schedule hereunder. The physical possession of the Property has been taken by the Bank. Whereas the borrower and guarantor have failed to pay the said demand notice, the Bank has more fully described in the schedule hereunder. The physical possession of the Property has been taken by the Bank.

## SCHEDULE OF PROPERTIES

Property details

Office No. 1107, 11<sup>th</sup> fl, Real Tech Park, D. Vashi, Navi Mumbai. Thane-400703 stan Praveen Tulsiram Sankpal & Mrs Rajshree details: 963 sq. ft. carpet area + 2 cars park

## DETAILS OF AUCTION

|   |  |
|---|--|
| Date and time of e-auction                                      | 24.10.2017<br>minutes 5                                |
| EMD Remittance  | Deposit of Rs. 10 Lakhs by e-auction Indian C Code: 00 |
| Bid Multiplier  | Rs. 0.50 Lakhs   |
| Inspection of Property  | 12.10.2017   |
| Submission of online application for bid with EMD               | 03.10.2017   |
| Last date for submission of online application for BID with EMD | 23.10.2017   |

Terms and conditions

- The property will be sold by e-auction through procurement Technologies Ltd. under the terms and conditions of the e-auction tender document containing the conditions of online auction sale are available on the website of the Bank.
- Intending bidders shall hold a valid M/s. e-procurement Technologies Ltd. 40230828/830/813/814/815/816/820). (09067799646, Email: tlah@auctiontiger.net, mail: vijay.shetty@auctiontiger.net)
- In addition to the sale consideration, the bidder shall pay 1% of the sale consideration as a fee for the sale.





# संवर्धक

मुंबई, शनिवार, ३० सप्टेंबर २०१७



## डिशटीवी इंडिया लिमिटेड

संस्थापक कार्यालय: १८ आ मजला, ए. विंग, सॅन्डबॉक्स फ्लायव्हा, एन एम रोडी मार्गे, लोअर पॅरेल, मुंबई - ४०००१३  
 कॉर्पोरेट कार्यालय: एकाडी-१९, नैकट १६ए, सोफ्ट-२०१३३१ (उ.प्र.)  
 दूरध्वनी: ०१२०-२४६७००५/२४६७०००, फॅक्स: ०१२०-४३५७९७८  
 CIN: १५१९०५MH1703PLC287553, ई-मेल: investor@dishtv.in, वेबसाइट: www.dishtv.in

## २९ व्या वार्षिक सर्वसाधारण बैठकीतील ई-गोटींग/मतदानाचा निकाल

साधारण कळविण्यात येते की लागू वास्तुव्यावस्थापने, कंपनीने आपली एकीकृतित्वार्थी (२९ वी) वार्षिक सर्वसाधारण सभा गुरुवारी, २९ सप्टेंबर, २०१७ रोजी सकाळी ११.०० वाजता व मॉल ऑफ क्लब्स, नेहरू सेंटर, सी. डी. डी. रोड बॅरक मार्गे, वरळी, मुंबई ४०००१८ येथे घेतली आहे. कंपनीच्या सदस्यांच्या तयार प्रस्तावित, खालील प्रमाणे मंजूर करण्यासाठी कंपनीने ई-गोटींग/मतदान घेतले होते. छाननीकार्यांनी २९ सप्टेंबर, २०१७ रोजी दिलेल्या अहवालाच्या आधारे, ई-गोटींग/मतदानाचे निकाल खालीलप्रमाणे आहेत:

| अ.सं.<br>क्र. | उद्देश   | गोटांशी शक्य आणि वाचून दिलेल्या एकूण मतांची टक्केवारी |                  | गोटांशी शक्य आणि विपक्ष दिलेल्या एकूण मतांची टक्केवारी |                  |
|---------------|--|---|------------------|--|------------------|
|               |  | गोटांशी संख्या  | मतांची टक्केवारी | गोटांशी संख्या   | मतांची टक्केवारी |
| १.            | ३१ मार्च, २०१७ रोजी संपलेल्या वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर.  | ९३६५४१९८३   | ७०८.००००%        | २१८  | ०.००००%          |
| २.            | वित्तीय वर्षाचे निवृत्त होत असलेल्या सी. डी. डी. रोड बॅरक मार्गे वरळी येथील कंपनीचे वित्तीय वर्षाचे निवृत्त होत असलेल्या वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर. | ८९३१६३४४०   | ९९.३६९२%         | ४३३७८६१  | ४.६३१८%          |
| ३.            | कंपनीचे वार्षिक ऑडिटद्वारे निवृत्त होत असलेल्या वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर.  | ९३९७३९१५१   | ९९.९४२१%         | ५४६२९३   | ०.०५७९%          |
| ४.            | ३१ मार्च, २०१७ रोजी संपलेल्या वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर.  | ९४०४८२७९३   | ९९.९९९९%         | ५९८  | ०.०००१%          |
| ५.            | ३१ मार्च, २०१६ रोजी संपलेल्या वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर.  | ९४०४८१३७८   | ९९.९९९८%         | २०९८   | ०.०००२%          |
| ६.            | सी. डी. डी. रोड बॅरक मार्गे वरळी येथील कंपनीचे वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर.   | ७९८५२०९१३   | ८५.२६२७%         | १३००२१२९३  | १४.७३७३%         |
| ७.            | सी. डी. डी. रोड बॅरक मार्गे वरळी येथील कंपनीचे वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर.   | ७९७०७२१३४   | ८५.१०८०%         | १३९४७०३६७  | १४.८९२०%         |
| ८.            | वित्तीय वर्षासाठी वार्षिक ऑडिटद्वारे सातत्यानेमार्फत स्टेटमेंट्स मंजूर.  | ९४०४८२३७५   | ९९.९९९९%         | १३४०   | ०.०००१%          |

वरील उद्देश कंपनीच्या सदस्यांनी आपल्याकडून वाचून घेतले आहेत. ही माहिती कंपनीच्या [www.dishtv.in](http://www.dishtv.in) वेबसाइटवर आणि कंपनीचे शेअर्स सुविमते असलेल्या स्टॉक एक्सचेंजच्या वेबसाइटवर म्हणजे [www.nseindia.com](http://www.nseindia.com) आणि [www.bseindia.com](http://www.bseindia.com) वर देखील उपलब्ध आहे.

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हस्ता/-

व्यक्तिग सिंग

कंपनी सेक्रेटरी आणि आनुपालन अधिकारी

दिनांक: २९ सप्टेंबर, २०१७

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