

July 3, 2025

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

**Subject: Comments of the Board of Directors on Stock Exchanges Notices dated May 29, 2025 with respect to Non-Compliance of Regulations 17(1), 19 (1) & 19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2025**

Dear Sir/Madam,

This is to inform you that National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges') had issued notice(s) dated May 29, 2025, to the Company in respect of 'Non-compliance with the requirements pertaining to the composition of the Board and composition of Nomination and Remuneration Committee of the Board' for the quarter ended March 31, 2025. The Company had duly intimated the same to the Stock Exchanges *vide* its communication dated May 29, 2025.

*Vide* the said notice(s), the Stock Exchanges under applicable SOP Circular had imposed fines on the Company for the said non-compliances as per details below:

| Name of Stock Exchange                   | Applicable Regulation of Listing Regulations | Amount of Fine |
|--|--|----------------|
| National Stock Exchange of India Limited | Regulation 17(1)                             | Rs. 4,50,000   |
| National Stock Exchange of India Limited | Regulation 19(1)/19(2)                       | Rs. 1,80,000   |
| BSE Limited                              | Regulation 17(1)                             | Rs. 4,50,000   |
| BSE Limited                              | Regulation 19(1)/19(2)                       | Rs. 1,80,000   |

The aforesaid Stock Exchange Notices were placed before the Board of Directors at their meeting held today i.e. July 3, 2025, and the members of the Board after discussion and deliberation, have provided their comments as under:

**1. Non-Compliance of Regulation 17(1) of Listing Regulations for the Quarter ended March 31, 2025**

*"Owing to non-approval of appointment of Directors by the shareholders, including non-approval of appointment of two Directors by the shareholders of the Company on December 12, 2024, the strength of the Board has been less than what has been mandated under SEBI Listing Regulations.*

*Upon the said non-approval of appointment of Directors by the shareholders of the Company, the appointment of Mr. Mayank Talwar and Mr. Gurinder Singh, as Independent Director(s) of the Company became effective from December 12, 2024. The said appointments were in compliance with applicable provision of law including the provisions of the Up-linking Guidelines of the Ministry of Information and Broadcasting.*

*Accordingly, the Company, Board and the Management have continuously taken required and immediate steps to ensure compliance with Regulation 17(1) of the Listing Regulations and the said non-compliance in reduction of Directors in terms of SEBI Listing Regulations, is beyond the*

*control of the Company, Board and the Management and is on account of non-approval of appointment(s) of Directors by the Shareholders of the Company and requirement of prior approval of Ministry of Information and Broadcasting for appointment of Directors.”*

**2. Non-Compliance of Regulation 19(1) / 19(2) of Listing Regulations for the Quarter ended March 31, 2025**

*“The appointment of Directors of the Company, which includes members of the Nomination and Remuneration Committee (‘NRC’), were placed before the shareholders of the Company, from time to time and the said proposals were not approved with requisite majority by the Shareholders, thereby reducing the Board strength. The Board appointed Mr. Mayank Talwar (Independent Director) and Mr. Gurinder Singh (Independent Director) with effect from December 12, 2024. Since the said Board strength was not having requisite number of Non-Executive Directors, in terms of the extant regulations, the composition of the NRC was not in line with the applicable provisions upon re-constitution. In view of the above, the said reduction in Directors was beyond the control of Board / NRC / Company and was on account of shareholders not approving the appointment of Directors, and requirement of prior approval of Ministry of Information and Broadcasting for appointment of Directors. Accordingly, since the Company was not having adequate number of Non-Executive Directors to constitute the NRC, the composition of NRC was not in line with applicable provisions.*

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

This is for your information and record.

Yours Truly,  
For **Dish TV India Limited**



**Ranjit Singh**  
**Company Secretary & Compliance Officer**  
Membership No. A15442  
Contact No.: +91-120-504 7000