

November 25, 2022

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: - DISHTV	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: - 532839
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Kind Attn.: Corporate Relationship Department

Subject: Comments of the Board of Directors on Non Compliance with respect to Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended September 30, 2022, in relation to Stock Exchanges Notices dated November 21, 2022

Dear Sir/Madam,

This is to inform you that BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges') have issued communication(s) dated November 21, 2022, to the Company, in respect of non-compliance with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to 'Non-compliance with the requirements pertaining to the composition of the Board' for the quarter ended September 30, 2022, under which the Stock Exchanges have imposed a fine of Rs. 4,60,000/- (each exchange) on the Company.

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

"The Board at its meeting held on July 29, 2022, upon receipt of requisite approval from the Ministry of Information and Broadcasting and on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Rakesh Mohan as an Independent Director with effect from July 29, 2022, consequent to which the total number of directors on the Board increased to five (05). The Nomination and Remuneration Committee at its meeting held on August 3, 2022 & August 30, 2022, considered the candidatures of six (06) individuals for appointment as Directors and advised the management to file the necessary application(s) with the MIB for obtaining the prior approval of the MIB.

Further, upon resignation of Mr. Jawahar Lal Goel as a Director with effect from September 19, 2022, non-approval of the appointment of Mr. Rakesh Mohan as an Independent Director at the 34th Annual General Meeting ("AGM") of Company held on September 26, 2022, and vacation of office of Mr. Bhagwan Das Narang as an Independent Director of the Company upon completion of his second term at the said AGM, the Company's Board strength reduced to two (02), as on September 26, 2022. The Board immediately at its meeting held on September 28, 2022, appointed Mr. Rajeev Kumar Dalmia, the existing Chief Financial Officer, as an Additional Director (whole time) with effect from September 28, 2022, who was already approved by the MIB, thereby bringing the total number of directors on the Board to three (03).

The Nomination and Remuneration Committee and the Board have been continuously taking steps to fulfil the requirement of Regulation 17(1)(c) of the Listing Regulations. The number of Directors on the Board is less than the required number is due to non-approval of the appointment of Directors by the Shareholders. In terms of the requirement of Teleport License, prior approval of the Ministry of Information and Broadcasting ('MIB') was required for appointment of new Directors. The Nomination and Remuneration Committee and the Board have considered the names of the proposed Directors and applications to the MIB have been duly made and the Company is awaiting the approval of the MIB. During the quarter ended September 30, 2022, application for appointment of Six Directors have been made to the MIB.

The Nomination and Remuneration Committee and Board of the Company have continuously taken steps to ensure compliance with Regulation 17(1)(c) of Listing Regulations and the non-compliance is beyond the control of the Nomination and Remuneration Committee and Board of the Company. ”

This is for your information and record.

Thanking you,

Yours faithfully,

For **Dish TV India Limited**

**RANJIT
SINGH**

Digitally signed
by RANJIT SINGH
Date: 2022.11.25
14:45:58 +05'30'



Ranjit Singh

Company Secretary & Compliance Officer

Membership No. A15442