

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
[SETTLEMENT ORDER NO. SO/SM/DD/2020-21/6268]

UNDER SECTION 15JB OF SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH REGULATION 23(1) OF THE SEBI (SETTLEMENT OF ADMINISTRATIVE AND CIVIL PROCEEDINGS) REGULATIONS, 2018.

In respect of:

Application No. 4208/2020 of

Direct Media Distribution Ventures Private Limited. (PAN: AADCDI1940Q)

In the matter of DISH TV INDIA LIMITED

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1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**'), was informed by Dish TV India Limited (hereinafter referred to as '**DTIL/Company**') vide its letters dated May 15, 2019 and May 23, 2019, about certain non-compliances and violations observed with regard to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "**SEBI PIT Regulations**") and Code of Conduct for Prevention of Insider Trading (hereinafter referred to as '**Code**') by its promoter, namely, Direct Media Distribution Ventures Private Limited (hereinafter referred to as '**DMDVPL/Noticee/Applicant**'). Based on this, SEBI carried out an examination covering the period from December 21, 2016 to September 30, 2019 to ascertain any violation of SEBI PIT Regulations or SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as '**SEBI SAST Regulations**') and observed certain violations of provisions of SEBI PIT Regulations, alleged to have been committed by the Noticee.
 2. Pursuant to the examination, above, SEBI, vide its order dated July 20, 2020, appointed Shri B.J. Dilip, as the Adjudicating Officer (hereinafter referred to as '**AO**') under section 19 read with section 15-I of the SEBI Act, 1992 (hereinafter referred to as '**SEBI Act**') and rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as '**SEBI Adjudication Rules**'), to inquire into and adjudge under section 15A(b) of the SEBI Act, the aforesaid alleged violations committed by the Noticee. Pursuant to transfer of Shri B. J. Dilip to another department, the undersigned

was appointed as the AO in the said matter by SEBI vide Communiqué dated December 31, 2020.

3. In this regard, a Show Cause Notice ref.no. EAD/ADJ/BJD/AB/OW/15032/3/2020 dated September 11, 2020 (hereinafter referred to as '**SCN**') was issued to the Noticee. The observations and allegations levelled against the Noticee in the aforesaid SCN are given hereunder in brief:

- a) It was observed during the examination that there were certain transactions in the done by the Noticee in the scrip of DTIL wherein there was a delay in making necessary disclosures to DTIL. It was observed that there were delay in making disclosures by the Noticee on nine occasions. Out of these nine occasions, two of the disclosures were related to invocation of pledge and both these transactions were reported with a delay of 72 days, while the remaining seven disclosures related to creation of pledge, for which the delay ranged from one to three days.
- b) Thus, it was observed that the Noticee had made delayed disclosures under Regulation 7(2) (a) of PIT Regulations to DTIL on nine occasions.
- c) Further, during the examination, it was observed that there was a delay of one hundred and forty days in making disclosures of invocation of encumbered shares by the Noticee to DTIL and to National Stock Exchanges of India Limited/ Bombay Stock Exchange Limited under Regulation 31 of SEBI SAST Regulations. Therefore, it was alleged that the Noticee has violated Regulation 31(2) r/w Regulation 31(3) of the SEBI SAST Regulations.

4. Pending adjudication proceedings, the Noticee (applicant), vide its application dated October 09, 2020, proposed SEBI to settle the instant proceedings initiated against it, without admitting or denying the findings of fact and conclusions of law, through a settlement order and filed settlement application (reference no. 4208/2020) with SEBI in terms of Regulations 3(1) and 3(2) of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2018 (hereinafter referred to as '**Settlement Regulations**').

5. After attending meeting with the Internal Committee of SEBI on November 27,2020 in terms of the Settlement Regulations, the applicant vide email dated December 10,2020, proposed revised settlement terms. The High Powered Advisory Committee

(hereinafter referred to as 'HPAC') in its meeting held on December 30, 2020, considered the settlement terms proposed and recommended that the case may be settled upon payment of Rs. 29,08,594/- (Rupees Twenty Nine Lakh Eight Thousand Five Hundred Ninety Four) towards settlement charges by the applicant.

6. The Panel of Whole Time Members of SEBI approved the said recommendation of the HPAC on January 11, 2021 and the same was communicated by SEBI to Applicant vide email dated January 13, 2021. Accordingly, as communicated by Applicant to SEBI, the settlement amount has been remitted to SEBI on February 08, 2020 and duly received by SEBI.
7. Therefore, in view of the acceptance of the settlement terms and the receipt of settlement amount as above by SEBI, the instant adjudication proceedings initiated against DMDVPL vide SCN dated September 11, 2020 are disposed of in terms of Section 15JB of the SEBI Act, 1992 read with regulation 23(1) of the Settlement Regulations on the basis of the settlement terms.
8. This order shall come into force with immediate effect. Further, in terms of Regulation 28 of the Settlement Regulations, this order is without prejudice to the right of SEBI to take any enforcement action including restoring or initiating the proceedings in respect to which this settlement order is passed, if:
 - i. Any representation made by the Applicant in the settlement proceedings are subsequently discovered to be untrue; or
 - ii. The Applicant breaches any of the clauses/conditions of undertakings/waivers filed during the current settlement proceedings.
9. In terms of Regulation 25 of the Settlement Regulations, a copy of this order is sent to the Applicant and the order is also published on the website of SEBI.

Date: February 17, 2021

Place: Mumbai

SOMA MAJUMDER

Adjudicating Officer