

Corporate Governance Report

Symbol: - DNAMEDIA / 540789

Quarter from: - July 1, 2018

Applicability of Corporate Governance Report: - Yes

Company Name: - Diligent Media Corporation Limited

Quarter to: - September 30, 2018

Annexure I

I. Composition of Board of Directors									
Title	Name of the Director	PAN & DIN	Category	Date of Appointment in the current term	Date of Cessation	Tenure (In years and months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Ashok Venkatramani	ADXPA6170D	Chairman & Non-Executive Director	01.08.2018	-	-	2	3	1
		02839145				-			
Mrs.	Uma Mandavgane	ACUPM4540P	Independent Director	19.12.2014	-	3.9 Years	2	1	2
		03156224				45 Months			
Mr.	Vishal Malhotra	AHKPM6949D	Independent Director	25.09.2015	-	3 Years	1	1	-
		00129255				36 Months			
Mr.	A V Ramachandran	AIMPA2197C	Executive Director	01.09.2017	-	1.1 Years	1	1	-
		06926801				13 Months			
Mr.	Mukund Galgali	ACQPG6557Q	Chairman & Non-Executive Director	19.02.2013	01.08.2018	-	2	2	1
		01998552				-			

II. Composition of Committees				
<i>Name of Committee</i>		<i>Name of Committee members</i>		<i>Category</i>
1. Audit Committee		Mrs. Uma Mandavgane Mr. Vishal Malhotra Mr. Ashok Venkatramani		Chairperson Member Member
2. Stakeholders Relationship Committee		Mr. Ashok Venkatramani Mr. A V Ramachandran Mr. Vishal Malhotra		Chairman Member Member
3. Nomination & Remuneration Committee		Mrs. Uma Mandavgane Mr. Vishal Malhotra Mr. Ashok Venkatramani		Chairperson Member Member
4. Risk Management Committee		Not Applicable		
III. Meeting of Board of Directors				
<i>Date(s) of Meeting (if any) in the previous quarter</i>		<i>Date(s) of Meeting (if any) in the relevant quarter</i>		<i>Maximum gap between any two consecutive in number of days</i>
May 18, 2018		July 20, 2018		62
-		September 10, 2018		51
IV. Meeting of Committees				
<i>Type of Meeting</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee	May 18, 2018	July 20, 2018	Yes	62
Stakeholders Relationship Committee	April 19, 2018	July 12, 2018	-	83
Nomination & Remuneration Committee	May 18, 2018	July 20, 2018	Yes	62
V. Related Party Transactions				
<i>Subject</i>				<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained				Yes
Whether shareholder approval obtained for material RPT				Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes
VI. Affirmations				
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes				
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -				
a. Audit Committee - Yes				
b. Nomination & Remuneration Committee - Yes				
c. Stakeholders Relationship Committee - Yes				
d. Risk Management Committee (applicable to the top 100 listed entities) - Not Applicable				

3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
5. The report submitted for the quarter and half-year ended September 30, 2018 shall be placed before Board of Directors at the ensuing meeting.

Note:

Filings relating to quarter ended June 30, 2018 were placed before and taken on record by the Board of Directors. There were no comments/observations of the Board members in this regard.

For **Diligent Media Corporation Limited**

Prathamesh Joshi
Company Secretary

Place:- Mumbai

Date:- October 15, 2018

Annexure III

I Affirmations		
Broad heading	Regulation Number	Compliance Status (Yes/No/NA)
Copy of the annual report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes *
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>* The Company is not required to prepare and include the Business Responsibility Report in its Annual Report.</p> <p>For Diligent Media Corporation Limited</p> <p>Prathamesh Joshi Company Secretary</p> <p>Place:- Mumbai Date:- October 15, 2018</p>		