

Corporate Governance Report

Symbol: - DNAMEA / 540789

Quarter from: - October 1, 2018

Applicability of Corporate Governance Report: - Yes

Company Name: - Diligent Media Corporation Limited

Quarter to: - December 31, 2018

ISIN : INE016M01021

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	Chairperson & Non-Executive Non Independent Director	01.08.2018	-	0.5 years	3	4	1
		02839145				5 months			
Mrs.	Uma Mandavgane	ACUPM4540P	Non Executive Independent Director	19.12.2017	-	1.1 Years	2	1	2
		03156224				13 Months			
Mr.	Vishal Malhotra	AHKPM6949D	Non Executive Independent Director	26.03.2018	-	0.9 Years	1	2	-
		00129255				9 Months			
Mr.	A V Ramachandran	AIMPA2197C	Executive Director and CEO	01.09.2017	-	1.4 Years	1	1	-
		06926801				16 Months			

II. Composition of Committees					
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>DIN Nos.</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Category</i>
1. Audit Committee	Mrs. Uma Mandavgane Mr. Vishal Malhotra Mr. Ashok Venkatramani	03156224 00129255 02839145	26.03.2015 26.03.2015 01.08.2018	Not Applicable Not Applicable Not Applicable	Chairperson Member Member
2. Nomination & Remuneration Committee	Mrs. Uma Mandavgane Mr. Vishal Malhotra Mr. Ashok Venkatramani	03156224 00129255 02839145	26.03.2015 26.03.2015 01.08.2018	Not Applicable Not Applicable Not Applicable	Chairperson Member Member
3. Stakeholders Relationship Committee	Mr. Ashok Venkatramani Mr. A V Ramachandran Mr. Vishal Malhotra	02839145 06926801 00129255	01.08.2018 01.09.2017 01.08.2018	Not Applicable Not Applicable Not Applicable	Chairman Member Member
4. Risk Management Committee	Not Applicable				
5. Corporate Responsibility Committee	Not Applicable				
Notes: While dates of appointment of Independent Directors on the Board is as per their appointment in the current term, the dates of their nomination in Board Committees are in line with their original appointment as Director on the Board or member of the Committee as applicable. The Company is not required to constitute Corporate Social Responsibility Committee as per provisions of Section 135 of the Companies Act, 2013.					
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>	
20.07.2018		-		-	
10.09.2018		26.10.2018		45 days	
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	20.07.2018	26.10.2018	Yes	97 days	
Stakeholders Relationship Committee	12.07.2018	12.10.2018	Yes	91 days	
Nomination & Remuneration Committee	20.07.2018	-	NA	-	
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 ended December 31, 2018 shall be placed before Board of Directors at the ensuing meeting.

Note:

Filings relating to quarter and half year ended September 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**

A V Ramachandran
Executive Director & CEO

Place:- Mumbai

Date:- January 14, 2019

Name of the Director	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
Ashok Venkatramani	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited 2. Zee Media Corporation Limited 3. Iris Business Services Limited 	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited – Audit Committee 2. Zee Media Corporation Limited – Audit Committee 3. Zee Media Corporation Limited – Stakeholders Relationship Committee 4. Iris Business Services Limited – Audit Committee 	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited – Stakeholders Relationship Committee
Uma Mandavgane	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited 2. Zee Media Corporation Limited 	<ol style="list-style-type: none"> 1. Zee Media Corporation Limited – Stakeholders Relationship Committee 	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited – Audit Committee 2. Zee Media Corporation Limited – Audit Committee
Vishal Malhotra	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited 	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited – Audit Committee 2. Diligent Media Corporation Limited – Stakeholders Relationship Committee 	-
A V Ramachandran	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited 	<ol style="list-style-type: none"> 1. Diligent Media Corporation Limited – Stakeholders Relationship Committee 	-