

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L22120MH2005PLC151377

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCD1338F

(ii) (a) Name of the company

DILIGENT MEDIA CORPORATIO

(b) Registered office address

18th Floor, A Wing, Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai
Maharashtra
400013

(c) *e-mail ID of the company

companysecretary@dnaindia.r

(d) *Telephone number with STD code

02271061234

(e) Website

www.dnaindia.com

(iii) Date of Incorporation

17/02/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange	1
2	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 19/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J1	Publishing of Newspapers, Books, periodicals, etc. activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,635,500,000	117,708,018	117,708,018	117,708,018
Total amount of equity shares (in Rupees)	1,635,500,000	117,708,018	117,708,018	117,708,018

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,635,500,000	117,708,018	117,708,018	117,708,018
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,635,500,000	117,708,018	117,708,018	117,708,018

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,370,000,000	4,362,656,265	4,362,656,265	4,362,656,265
Total amount of preference shares (in rupees)	4,370,000,000	4,362,656,265	4,362,656,265	4,362,656,265

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	4,370,000,000	4,362,656,265	4,362,656,265	4,362,656,265
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	4,370,000,000	4,362,656,265	4,362,656,265	4,362,656,265

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	117,708,018	117,708,018	117,708,018	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	117,708,018	117,708,018	117,708,018	
Preference shares				
At the beginning of the year	4,362,656,265	4,362,656,265	4,362,656,265	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	4,362,656,265	4,362,656,265	4,362,656,265	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	250	10000000	2,500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,316,983,604
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			4,362,656,265
Deposit			0
Total			8,179,639,869

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	2,500,000,000	0	0	2,500,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

1,179,472,460

(ii) Net worth of the Company

-326,503,725

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	76,044,408	64.6	0	0
10.	Others	0	0	0	0
	Total	76,044,408	64.6	0	0

Total number of shareholders (promoters)

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(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	30,240,168	25.69	0	0
	(ii) Non-resident Indian (NRI)	846,985	0.72	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	2,271	0	0	0
5.	Financial institutions	905	0	0	0
6.	Foreign institutional investors	6,562,507	5.58	0	0
7.	Mutual funds	113	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	4,008,047	3.41	4,362,656,265	100
10.	Others OCBs & Trusts	2,614	0	0	0
	Total	41,663,610	35.4	4,362,656,265	100

Total number of shareholders (other than promoters)

90,704

**Total number of shareholders (Promoters+Public/
Other than promoters)**

90,712

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACACIA BANYAN PARTNERS, LP	CITIBANK N.A. CUSTODY SERVICES			648,765	
ACACIA CONSERVATION PARTNERS, LP	CITIBANK N.A. CUSTODY SERVICES			900,900	
ACACIA II PARTNERS, LP	CITIBANK N.A. CUSTODY SERVICES			150,150	
ACACIA INSTITUTIONAL PARTNERS, LP	CITIBANK N.A. CUSTODY SERVICES			1,296,653	
ACACIA PARTNERS, LP	CITIBANK N.A. CUSTODY SERVICES			2,008,533	
CAPITAL INTERNATIONAL	THE HONGKONG & SHANGHAI BANKING CO. LTD.			113	
DB FUND (MAURITIUS) LIMITED	C/O DEUTSCHE BANK AG SECURITIES SERVICES			13	
EMERGING MARKETS CAPITAL PARTNERS, LP	THE HONGKONG & SHANGHAI BANKING CO. LTD.			226	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
I L F MAURITIUS	CITIBANK N.A. (CUSTODY SERVICE			678	
INDIA MAX INVESTME	ICICI BANK LTD SMS DEPT 1ST FLO			31,250	
INDIA OPPORTUNITIES	Standard Chartered Bank, CRESCEN			1,525,000	
MORGAN STANLEY DE	MORGAN STANLEY DEAN WITTER			226	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	8
Members (other than promoters)	95,645	90,704
Debenture holders	5	5

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	3	1	5	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	2	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	5	0	0

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Uma Mandavgane	03156224	Director	0	17/05/2019
Vishal Malhotra	00129255	Director	0	
A V Ramachandran	06926801	Director	0	
Dinesh Garg	02048097	Additional director	0	
Ankit Dipak Shah	CAKPS9003F	Company Secretar	0	
Dinesh Kumar Agarwal	AHNPA7084N	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sanjeev Garg	ABZPG5782F	CEO	18/04/2018	Cessation
Mukund Galgali	01998552	Director	01/08/2018	Cessation
Ashok Venkatramani	02839145	Director	21/09/2018	Change in designation
AV Ramachandran	06926801	Director	21/09/2018	Change in designation
Prathamesh Joshi	AMAPJ9790L	Company Secretar	24/12/2018	Cessation
Ashok Venkatramani	02839145	Director	25/02/2019	Cessation
Ankit Shah	CAKPS9003F	Company Secretar	30/03/2019	Appointment
Dinesh Garg	02048097	Additional director	30/03/2019	Appointment
Ashok Venkatramani	02839145	Additional director	01/08/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
13th Annual General Meeting	21/09/2018	92,312	70	69.11

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2018	4	4	100
2	20/07/2018	4	4	100
3	10/09/2018	4	4	100
4	26/10/2018	4	4	100
5	30/01/2019	4	4	100
6	29/03/2019	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	18/05/2018	3	3	100
2	Audit Committee	20/07/2018	3	3	100
3	Audit Committee	26/10/2018	3	3	100
4	Audit Committee	30/01/2019	3	3	100
5	Audit Committee	29/03/2019	2	2	100
6	Nomination & Remuneration Committee	18/05/2018	3	3	100
7	Nomination & Remuneration Committee	20/07/2018	3	3	100
8	Nomination & Remuneration Committee	29/03/2019	2	2	100
9	Stakeholders Forum	19/04/2018	2	2	100
10	Stakeholders Forum	12/07/2018	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Uma Mandavga	6	6	100	8	8	100	
2	Vishal Malhotra	6	6	100	10	10	100	
3	A V Ramachandra	6	6	100	4	4	100	
4	Dinesh Garg	0	0	0	0	0	0	
5	Empty	0	0	0	0	0	0	
6	Empty	0	0	0	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	A V Ramachandran	Executive Director	3,407,724	0	0	0	3,407,724
2	Dinesh Agarwal	CFO	1,133,736	0	0	0	1,133,736
3	Prathamesh Joshi	Company Secretary	661,190	0	0	0	661,190
	Total		5,202,650	0	0	0	5,202,650

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Uma Mandavgane	Independent Director	0	0	0	280,000	280,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Vishal Malhotra	Independent Dir [+]	0	0	0	280,000	280,000
	Total		0	0	0	560,000	560,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Satish K Shah

Whether associate or fellow

Associate Fellow

Certificate of practice number

3142

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

Committee Meetings DNA 18-19.pdf
Diligent Media Corporation Limited_MGT7

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

