

Corporate Governance Report

Symbol: - DNAMEDIA / 540789

Quarter from: - April 1, 2018

Applicability of Corporate Governance Report: - Yes

Company Name: - Diligent Media Corporation Limited

Quarter to: - June 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.	Mukund Galgali	ACQPG6557Q	Chairman & Non-Executive Director	19.02.2013	-	5.4 Years	2	2	1
		01998552				64 Months			
Mrs.	Uma Mandavgane	ACUPM4540P	Independent Director	19.12.2014	-	3.6 Years	2	1	2
		03156224				42 Months			
Mr.	Vishal Malhotra	AHKPM6949D	Independent Director	25.09.2015	-	2.9 Years	1	1	-
		00129255				33 Months			
Mr.	A V Ramachandran	AIMPA2197C	Executive Director	01.09.2017	-	0.10 Years	1	1	-
		06926801				10 Months			

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. Mukund Galgali		Chairperson Member Member
2. Stakeholders Relationship Committee		Mr. Mukund Galgali Mr. A V Ramachandran		Chairman Member
3. Nomination & Remuneration Committee		Mrs. Uma Mandavgane Mr. Vishal Malhotra Mr. Mukund Galgali		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>
January 31, 2018		May 18, 2018		106
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	January 31, 2018		Yes	-
	March 27, 2018	May 18, 2018		51
Stakeholders Relationship Committee	January 18, 2018	April 19, 2018	-	90
Nomination & Remuneration Committee	March 27, 2018	May 18, 2018	Yes	51
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				NA
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 year ended March 31, 2018 shall be placed before Board of Directors at the ensuing meeting.

For **Diligent Media Corporation Limited**

Prathamesh Joshi
Company Secretary

Place:- Mumbai

Date:- July 11, 2018