

**Corporate Governance Report**

Symbol: - DNAMEDIA / 540789

Quarter from: - January 1, 2018

Applicability of Corporate Governance Report: - Yes

Company Name: - Diligent Media Corporation Limited

Quarter to: - March 31, 2018

**Annexure I**

<b>I. Composition of Board of Directors</b>									
<b>Title</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category</b>	<b>Date of Appointment in the current term</b>	<b>Date of Cessation</b>	<b>Tenure (In years and months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Mukund Galgali	ACQPG6557Q	Chairman & Non-Executive Director	19.02.2013	-	5.1 Years	2	2	1
		01998552				61 Months			
Mrs.	Uma Mandavgane	ACUPM4540P	Independent Director	19.12.2014	-	3.3 Years	2	1	2
		03156224				39 Months			
Mr.	Vishal Malhotra	AHKPM6949D	Independent Director	25.09.2015	-	2.6 Years	1	1	-
		00129255				30 Months			
Mr.	A V Ramachandran	AIMPA2197C	Executive Director	01.09.2017	-	0.7 Years	1	1	-
		06926801				7 Months			

<b>II. Composition of Committees</b>				
<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		
<b>III. Meeting of Board of Directors</b>				
<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>
October 9, 2017		January 31, 2018		113
<b>IV. Meeting of Committees</b>				
<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	October 9, 2017	January 31, 2018	Yes	113
		March 27, 2018	Yes	54
Stakeholders Relationship Committee	-	January 18, 2018	Yes	-
Nomination & Remuneration Committee	-	March 27, 2018	Yes	-
<b>V. Related Party Transactions</b>				
<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	
<p><b>Note:</b> The Company was listed w.e.f. December 11, 2017. Related Party Transactions Compliances before the listing were in line with the Companies Act, 2013. Considering the impending listing, the Audit Committee had granted its omnibus approval for ongoing transactions with Related Parties as per the Companies Act, 2013 and Accounting Standard.</p>				

**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.

**Note:**

Filings relating to quarter ended December 31, 2017 were placed before and taken on record by the Board of Directors. There were no comments/observations of the Board members in this regard.

**Annexure II****I. Disclosure on website in terms of Listing Regulations**

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various Committees of Board of Directors	Yes
Code of conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'Material' Subsidiaries	NA
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the Media Companies and/or their Associates	NA
New name and the old name of the listed entity	NA

**Note:**

1. Criteria for making payments to Non-Executive Directors will form part of the Annual Report. Further, Remuneration Policy of the Company covering *inter-alia* the criteria for payments to Non-Executive Directors is uploaded on website of the Company.

**II. Annual Affirmations**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	NA
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of Listed Entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors & Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - **Note Applicable** as the Company doesn't have any Subsidiary Company(ies) from the date of listing of Equity Shares i.e. on and from December 11, 2017 till the date of filing of this Report.

**For Diligent Media Corporation Limited**

Place:- Mumbai

Date:- April \_\_, 2018

**Prathamesh Joshi**  
**Company Secretary**