

Corporate Governance Report

Symbol: - DNAMEDIA / 540789

Quarter from: - October 1, 2017

Applicability of Corporate Governance Report: - Yes

Company Name: - Diligent Media Corporation Limited

Quarter to: - December 31, 2017

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 | - | 4.10 Years | 2 | 2 | 1 |
| | | 01998552 | | | | 58 Months | | | |
| Mrs. | Uma Mandavgane | ACUPM4540P | Independent Director | 19.12.2014 | - | 3 Years | 2 | 1 | 2 |
| | | 03156224 | | | | 36 Months | | | |
| Mr. | Vishal Malhotra | AHKPM6949D | Independent Director | 25.09.2015 | - | 2.3 Years | 1 | 1 | - |
| | | 00129255 | | | | 27 Months | | | |
| Mr. | A V Ramachandran | AIMPA2197C | Executive Director | 01.09.2017 | - | 0.4 Years | 1 | 1 | - |
| | | 06926801 | | | | 4 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> |
| September 1, 2017 | | October 9, 2017 | | 37 |
| 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 | - | October 9, 2017 | Yes | |
| Stakeholders Relationship Committee | - | - | - | - |
| Nomination & Remuneration Committee | September 1, 2017 | - | Yes | - |
| Note: Since the Company got listed with effect from December 11, 2017, the requirement of the SEBI Listing Regulations <i>inter alia</i> relating to maximum gap between two Audit Committee Meetings was applicable to the Company from the date of listing. | | | | |
| 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 |
| Note: 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. | | | | |
| 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 - Yes | | | | |
| a. Audit Committee | | | | |

- b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - 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 December 31, 2017 shall be placed before Board of Directors at the ensuing meeting.

For **Diligent Media Corporation Limited**

Prathamesh Joshi
Company Secretary

Place:- Mumbai

Date:- January 12, 2018