

May 29, 2023

BSE Limited
National Stock Exchange of India Limited

Kind Attn.: Corporate Relationship Department

Subject: Annual Secretarial Compliance Report for the Financial Year 2022-23

Ref: Scrip Code - BSE - 540789/ NSE - DNAMEDIA - EQ

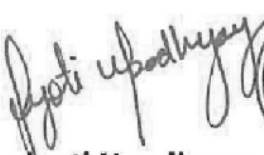

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the Company for the Financial Year 2022-23, issued by Mr. Jayant Gupta, Practicing Company Secretaries (PCS No. 9738), proprietor of M/s Jayant Gupta & Associates.

You are requested to kindly take the above on record.

Thanking You,

For **Diligent Media Corporation Limited**

Jyoti Upadhyay

Company Secretary & Compliance Officer

Membership No.: A37410

Contact No.: +91-120-715-3000

Encl. As above

Diligent Media Corporation Limited

Regd. Office: 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai-400 013

Tel: +91 22 71055001 Website: www.dnaindia.com CIN: L22120MH2005PLC151377 E-mail: complianceofficer@dnaindia.com

JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF DILIGENT MEDIA CORPORATION LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023

We, **Jayant Gupta & Associates, Company Secretaries** have conducted the review of the compliances of the applicable statutory provisions and the adherence to good corporate practices by **Diligent Media Corporation Limited** (hereinafter called "the listed entity"), having its **Registered Office at 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai, Maharashtra - 400013**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the **financial year ended on March 31, 2023**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **Jayant Gupta & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 *(not applicable during the review period)*;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 *(not applicable during the review period)*;
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 *(not applicable during the review period)*;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(not applicable during the review period)*;

and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:



I(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remark of the Practicing Company Secretary	Management Response	Remark
1	Outcome of Board Meeting shall be disclosed to the Exchange(s), within 30 minutes of the closure of the meeting	Regulation 30 read with Para A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements), 2015	Outcome of Circular Resolution for re-appointment of two Independent Directors passed on May 28, 2022 submitted on June 3, 2022	None	Not Applicable	Delay in submission of outcome of Board meeting by 6 days	Nil	Inadvertent delay.	The delay in disclosure occurred inadvertently due to oversight, and without any malafide / willful intention on the part of the company or any of its directors and reason thereof was intimated to the stock exchange in terms of Regulation 30(6) of SEBI (Listing Obligations and Disclosures Requirements), 2015.	None



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs.)	Observation/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulations 17(1), 18(1), 31 and 33 of SEBI LODR Regulations, 2015	Regulations 17(1), 18(1), 31 and 33 of SEBI LODR Regulations, 2015	The listed entity had non-complied during the financial year 2020-21	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).	Fines were levied	(a) Composition of Board and Audit Committee not as per regulations (b) Delay in quarterly financial results for June 2020 (c) Delay in submitting quarterly shareholding pattern for September 2020	3,41,020	Matter Closed	The fine had already been duly paid by the company in the last financial year	None



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

The reporting of clauses 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

The Company has appointed MGB & Co. LLP, Chartered Accountants (Firm Registration Number – 101169W/W-100035) as the Statutory Auditors of the Company in place of M/s. B S Sharma & Co., Chartered Accountants, the retiring statutory auditors, for term of five consecutive years, who hold office from the conclusion of 17th Annual General Meeting until the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2027.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks of PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI 	Yes Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website 	Yes Yes	None



	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable Not Applicable	No Subsidiary
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Not Applicable	None
9.	Disclosure of events or information: The listed entity has provided all the required Disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Please refer to our comments in table I



10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein .	Yes	None
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc.	Yes	None

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Jayant Gupta and Associates**


Jayant Gupta

Practicing Company Secretary

FCS : 7288

CP : 9738

PR No.: 759/2020

UDIN : F007288E000406819

Place : New Delhi

Date : May 29, 2023

