



June 19, 2021

BSE Limited
National Stock Exchange of India Limited

Kind Attn.: Manager- Corporate Relationship

Sub: Annual Secretarial Compliance Report for the Financial Year 2020-21

Re: Scrip Code: Equity - BSE 540789 & NSE - DNAMEDIA

Dear Sirs,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report for the Company issued by Mr. Satish K. Shah, Practicing Company Secretary for the Financial Year ended March 31, 2021.

This is for your information and records.

Thanking You,

Yours Truly,
For **Diligent Media Corporation Limited**

Dhaval Ashar
Company Secretary & Compliance Officer
Membership No. - A22281

Encl.: As above

Diligent Media Corporation Limited

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Tel: +91 22 7106 1234 **Fax:** +91 22 2300 2107

Website: www.dnaindia.com

CIN: L22120MH2005PLC151377

B-2/201, Lok Everest, Jata Shankar Dosa Road,
Mulund West, Mumbai - 400 080.

Telefax : 25649808 • Cell : 7738036028
E-mail: satshah@gmail.com



Satish K. Shah

B.A., LL.B. FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

Secretarial compliance report of Diligent Media Corporation Limited for the year ended 31st March, 2021

I, **Satish K. Shah**, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by **Diligent Media Corporation Limited**("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 **31st March, 2021**("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;





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

- (a) The listed entity has complied with the applicable 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The Board of Directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	Board of Directors comprising of 4 Directors from April 1, 2020 to July 29, 2020 for 120 days	Fines were imposed by National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The said fines has been paid by the listed entity.
2.	Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Two-thirds of the members of audit committee shall be independent directors.	3 Independent Directors out of 5 members of Audit Committee from July 30, 2020 to October 30, 2020 for 93 days	
3.	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Shareholding Pattern to be submitted to the stock exchanges within 21 days from the end of each quarter	Delay of 9 days in submission of shareholding pattern for the quarter ended September 30, 2020 from October 22, 2020 to October 30, 2020	
4.	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The listed entity shall submit quarterly standalone financial results to the stock exchanges within forty-five days of end of each quarter.	Delay of 45 days in submission of Unaudited Financial Results for the quarter ended June 30, 2020 from September 16, 2020 to October 30, 2020	

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.





- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited (NSE)	Regulation 17(1) Board of Directors not comprising 6 Directors from April 1, 2020 to July 29, 2020 for 120 days	Fine imposed - Rs. 7,08,000	The said fine has been paid by the listed entity.
		Regulation 18(1) Less than two-thirds of the members of Audit Committee were independent from July 30, 2020 to October 30, 2020 for 93 days	Fine imposed- Rs. 2,19,480	
		Regulation 31 Delay of 9 days in submission of shareholding pattern for the quarter ended September 30, 2020 from October 22, 2020 to October 30, 2020	Fine imposed- Rs. 21,240	
		Regulation 33 Delay of 45 days in submission of Unaudited Financial Results for the quarter ended June 30, 2020 from September 16, 2020 to October 30, 2020	Fine imposed- Rs. 2,65,500	
2.	BSE Limited (BSE)	Regulation 18(1) Less than two-thirds of the members of Audit Committee were independent from July 30, 2020 to October 30, 2020 for 93 days	Fine imposed- Rs. 2,19,480	The said fine has been paid by the listed entity.
		Regulation 31 Delay of 9 days in submission of shareholding pattern for the quarter ended September 30, 2020 from October 22, 2020 to October 30, 2020	Fine imposed- Rs. 21,240	
		Regulation 33 Delay of 45 days in submission of Unaudited Financial Results for the quarter ended June 30, 2020 from	Fine imposed- Rs. 2,65,500	



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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
		September 16, 2020 to October 30, 2020		

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

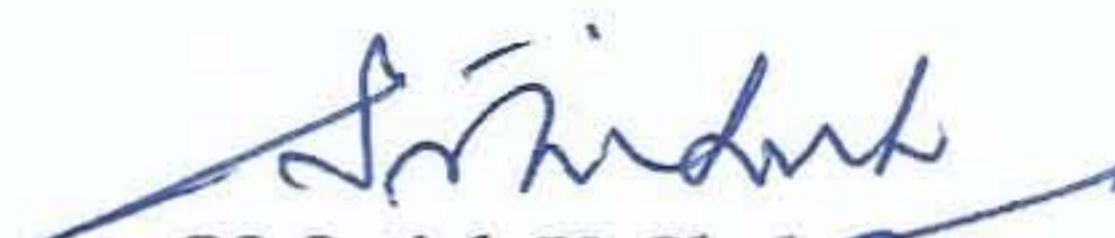
Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

UDIN: **F001313C000485709**

Place: Mumbai

Date: 18 June, 2021




CS Satish K. Shah
FCS 1313/CP 3142