



May 30, 2022

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai – 400 001	BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001
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Sub.: Annual Secretarial Compliance Report for the Financial Year 2021-22

Dear Sirs,

Pursuant to Regulation 24A of the 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. Jayant Gupta, Practicing Company Secretaries of M/s Jayant Gupta & Associates, for the Financial Year 2021-22.

This is for your information and records.

Thanking you.

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


Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership No. A37410



Encl: As Above

JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF DILIGENT MEDIA CORPORATION LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

I, Jayant Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us 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 March 31, 2022 ("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 (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/ guidelines issued thereunder;

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

- (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:-



S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

- (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/our 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.	Actions 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.	The National Stock Exchange of India Ltd. ("NSE")	Nonpayment of amount of fine levied in the financial year 2020-2021 for non compliance with the SEBI LODR 2015 regulations 17(1), 18(1) and 31 for the quarter ended 30 th September, 2020.	The NSE issued a reminder letter dated October 25, 2021 to the promoters of the Listed Entity for non payment of the fine amounts.	The fine had already been duly paid by the listed entity in the last financial year except for shortfall of Rs. 7225/-. The shortfall amount was also paid by the listed entity during the period under review.

- (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 secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



1.	Not applicable	The listed entity had non-complied with Regulations 17(1), 18(1), 31 and 33 of SEBI LODR Regulations, 2015 during the financial year 2020-21, for which fines were levied by National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).	The said fines were duly paid by the listed entity. Please also refer to matter stated in table (c) hereinabove. No further action is required.	No further comments except for matter stated in table (c) hereinabove.
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- e) 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.

**For Jayant Gupta & Associates
Company Secretaries**




FCS No.:7288

C P No.: 9738

P R No. : 759/2020

UDIN: F007288D000433538

Place: New Delhi

Date: May 30 ,2022