

1. Name of Listed Entity : Iris Mediaworks Limited

2. Quarter ending : For the Quarter Ended 31<sup>st</sup> December, 2015

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN <sup>*</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation#	Tenure <sup>*</sup>	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No of memberships in Audit/Stakeholder Committee (s) including this listed entity (Refer Regulation 26 (1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)
Mr.	Rajendra Karnik	AACPK8192M & 02220343	Chairman & Managing Director	17.06.2008**	NA	NA	2	Nil
Mr.	Rakesh Naik	AMLPN7081K & 05236731	Executive Director	14.06.2012***	NA	1	1	1
Mr.	Sandesh Sawant	AMGPS1282A & 02577432	Executive Director & CFO	30.09.2014****	NA	NA	Nil	Nil
Mr.	Kunal Ranjan	AGIPR6637E & 01152371	Non Executive - Independent Director	30.09.2014	1.3 Years	1	1	1
Mr.	Allan Rebello	AABPR3932K & 06621157	Non Executive- Independent Director	30.09.2014	1.3 Years	1	Nil	Nil
Mrs.	Neha Gupta	AIQPG8111Q & 07145514	Non Executive - Independent Director	29.09.2015	0.3 Years	1	2	Nil

\* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.

#Original date of Appointment.



\*\* Re-appointed as Managing Director w.e.f. 1<sup>st</sup> October, 2014 for the tenure of 5 years.

\*\*\* Regularization of appointment was done on 28<sup>th</sup> September, 2012.

\*\*\*\* Appointed as CFO w.e.f. 12<sup>th</sup> November, 2014.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	a) Kunal Ranjan b) Rajendra Karnik c) Neha Gupta	Chairman, Non Executive- Independent Director Member, Executive Director Member, Non Executive- Independent Director
2. Nomination & Remuneration Committee	a) Kunal Ranjan b) Allan Rebello c) Neha Gupta	Chairman, Non Executive- Independent Director Member, Non Executive- Independent Director Member, Non Executive- Independent Director
3. Risk Management Committee	a) Kunal Ranjan b) Rajendra Karnik c) Neha Gupta	Chairman, Non Executive- Independent Director Member, Executive Director Member, Non Executive- Independent Director
4. Stakeholders Relationship Committee	a) Kunal Ranjan b) Rajendra Karnik c) Neha Gupta	Chairman, Non Executive- Independent Director Member, Executive Director Member, Non Executive -Independent Director

## III. Meeting of Board of Directors

Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive ( in number of days)
12.08.2015	01.10.2015	34 days
05.09.2015	05.11.2015	
	10.11.2015	



**IV. Meeting of Committees**

**1. Audit Committee**

Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
05.11.2015	Yes	04.08.2015	69 days
	Yes	27.08.2015	


**2. Stakeholders Relationship Committee**

Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
05.11.2015	Yes	04.08.2015	69 days
	Yes	27.08.2015	

**3. Nomination and Remuneration Committee**

Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	Yes	27.08.2015	-



V. Related Party Transactions		Compliance Status (Yes/No/NA) refer note below
Subject		
Whether prior approval of audit committee obtained		NA
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.		NA
VI. Affirmations		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015		
a. Audit Committee		
b. Nomination & remuneration committee		
c. Stakeholders relationship committee		
d. Risk management committee (applicable to the top 100 listed entities)		
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
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.		
For Iris Mediaworks Limited		
		
Rajendra Karnik		
Compliance Officer		
DIN: 02220343		