

March 27, 2024

National stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 NSE Symbol: DNAMEDIA	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 BSE Scrip Code: 540789
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Kind Attn. : **Manager - Corporate Relationship Department**
Sub. : **Voting Results and Scrutinizer's Report on the Postal Ballot Notice dated February 14, 2024**

Dear Sir/Madam,

Pursuant to Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Voting Results of the business transacted by the Company by way of Postal Ballot Notice dated February 14, 2024 ('Notice').

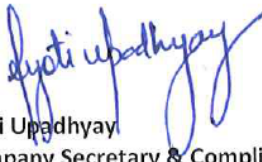
The Voting Results as required under Regulation 44 of Listing Regulations along with the Scrutinizer's Report dated March 27, 2024, issued pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, are enclosed herewith.

Based on the Scrutinizer's Report, we wish to inform you that the Ordinary resolution as set out in the Notice, was not approved by the members of the Company on March 27, 2024 (being the last date of receiving e-voting under the Postal Ballot).

The Voting Results along with the Scrutinizer's Report are also available on the Company's website i.e. www.dnaindia.com.

This is for your information and 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								
Resolution Required : Ordinary			1 - Approval of Material Related Party Transactions with Indiatocm Digital Private Limited					
Whether promoter/ promoter group are Interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting	73173769	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	5323900	4677355	87.8558	0	4677355	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	87.8558	0	4677355	0.0000	100.0000
Public Non Institutions	E-Voting	39210349	1240945	3.1648	1235561	5384	99.5661	0.4339
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1240945	3.1648	1235561	5384	99.5661	0.4339
Total		117708018	5918300	5.0279	1235561	4682739	20.8770	79.1230



NEELAM GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

ON POSTAL BALLOT E-VOTING OF DILIGENT MEDIA CORPORATION LIMITED

[Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,
DILIGENT MEDIA CORPORATION LIMITED**
14th Floor, A Wing,
Marathon Futurex, N M Joshi Marg,
Lower Parel, Mumbai – 400 013
{CIN: L22120MH2005PLC151377}

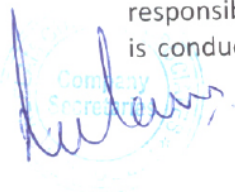
Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolution contained in the Postal Ballot Notice dated February 14, 2024 ('Notice').

Dear Sir,

I, Neelam Gupta, Practicing Company Secretary having office at D-2/16, Daryaganj, New Delhi - 110002, was appointed as a Scrutinizer by the Board of Directors of Diligent Media Corporation Limited ('the Company') at their Board Meeting held on February 14, 2024 for the purpose of scrutinizing the remote e-voting under the provisions of Section(s) 108 and 110 of the Act read with the Rules thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations for the time being in force (including any statutory modification(s) or re-enactments thereof), the resolution as mentioned below was put before the Members of the Company for voting through Postal Ballot mechanism. The voting was allowed by remote e-voting only and no physical postal ballot forms were dispatched to the members, in terms of applicable provisions.

The compliance with the provisions of the Act and the Rules made thereunder relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated February 14, 2024, is the responsibility of management. My responsibility as a Scrutinizer is to ensure that the voting process, through remote e-voting, is conducted in a fair and transparent manner and render the Scrutinizer's Report of the

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D-2/16, Darya Ganj, New Delhi - 110 002

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total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on this resolution, based on the reports generated from the remote e-voting system of National Securities Depository Limited ('NSDL'), the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby report as under:

1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing the facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/ Depositories/Registrar and Transfer Agent of the Company.
3. The Company dispatched the Notice by email on February 26, 2024, to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners as maintained by the Depositories as on the cut-off date *i.e.* February 23, 2024. Members as on cut-off date were considered for dispatch of Notice and entitled to vote on the Resolution as set out at Item No. 1 in the said Notice ('Resolution').
4. The Company has published an advertisement on February 23, 2024 informing the shareholders/Members about the Postal Ballot/E-voting in 'The Free Press Journal' (Mumbai Edition) in English and 'Nav Shakti' (Mumbai Edition) in Marathi.
5. The Company has also published an advertisement on February 27, 2024 about the dispatch of Notice through electronic mode only in 'The Free Press Journal' (Mumbai Edition) in English and 'Nav Shakti' (Mumbai Edition) in Marathi.
6. The voting through remote e-voting facility commenced on **February 27, 2024 at 9:00 A.M. (IST)** and concluded on **March 27, 2024 at 5:00 P.M. (IST)**, being the last date for remote e-voting. The voting during this period was considered for my scrutiny.
7. Pursuant to Rule 20(xii) of the Companies (Management & Administration) Rules, 2014, the remote e-voting on NSDL website was unblocked by me on **March 27, 2024 at 05:13 P.M. (IST)** in the presence of two independent witnesses *viz.* **Mr. Supreet Singh and Mr. Ashwani Sharma**, who are associated with me and not in employment of the Company.
8. I hereby report that **83258** Equity Shareholders holding in aggregate **11,77,08,018** Equity shares were provided with remote E-voting facility to cast their votes on the Resolution proposed in the Notice.
9. The results of **remote E-voting** are as under:
 - a) **As an Ordinary Resolution**

Item No.1: Approval of Material Related Party Transactions with Indiadotcom Digital Private Limited



Particulars	No. of Members	No. of Votes
Total E-Voting received	435	5918300
Less : Invalid E-Voting received	-	-
Total valid E-Voting received	435	5918300

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	384	1235561	20.877	51	4682739	79.123

Based on the above results, the Ordinary Resolution in Item No. 1 mentioned herein above, proposed to the Members of Diligent Media Corporation Limited, have failed to receive requisite number of votes in favour on March 27, 2024.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Ordinary Resolution mentioned in the Notice.

The register and other documents related to e-voting in my safe custody have been handed over to the Company Secretary of the Company for safe keeping in the manner applicable.

Thanking you,

Yours faithfully,

For Neelam Gupta & Associates

Neelam Gupta

Proprietor

Membership No. : F3135

PCS No. : 6950

PR No. : 747/2020

UDIN : F003135E003638283

Place: Delhi

Date: March 27, 2024