

February 14, 2024

DNA

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol : DNAMEDIA - EQ	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 Scrip Code : 540789
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Kind Attn.: Corporate Relationship Department
Subject : Outcome of the Board Meeting held on February 14, 2024

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this is to inform you that the Board of Directors of the Company at their meeting held today, *i.e.* February 14, 2024 has, *inter alia* considered and approved on the recommendation of Audit Committee:

- i. The Un-Audited Financial Results of the Company for the third quarter and nine months ended December 31, 2023 of the Financial Year 2023-24, prepared under Ind-AS, duly reviewed by M/s MGB & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, pursuant to Regulation 33 of Listing Regulations, together with Limited Review Report thereon; and
- ii. Material Related Party transaction with Indiadotcom Digital Private Limited, subject to Shareholders' approval through Postal Ballot process.

In respect of the above, we hereby enclose the following:

- The Un-Audited Financial results for the third quarter and nine months ended December 31, 2023 of the Financial Year 2023-2024, in the format specified under Listing Regulations; and
- Limited Review Report by M/s MGB & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, on the Un-Audited Financial results for the third quarter and nine months ended December 31, 2023 of the Financial Year 2023-2024.

The Board meeting commenced at 1610 Hrs and concluded at 1730 Hrs.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,
For Diligent Media Corporation Limited




Jyoti Upadhyay
Company Secretary and Compliance Officer
Membership No. A37410
Contact No.:+ 91-120-715 3000

Encl: As above

Regd. Office: Diligent Media Corporation Limited

14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai-400 013, Maharashtra

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

Diligent Media Corporation Limited

CIN: L22120MH2005PLC151377

Registered office: 14th Floor, "A" Wing, Marathon Future, N M Joshi Marg, Lower Parel, Mumbai -400013

www.dnaindia.com

Financial results for the quarter and nine months ended 31 December 2023



(Rs. in lakhs)

Particulars	Quarter ended			Nine months ended		For the year ended
	31-Dec-23	30-Sep-23	31-Dec-22	31-Dec-23	31-Dec-22	31-Mar-23
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
A Continuing operations						
1 Revenue from operations	264.75	236.35	296.81	652.59	524.67	944.44
2 Other income (Refer note 4 (b))	686.29	450.26	279.05	1,463.59	642.46	923.32
Total Income (1+2)	951.04	686.61	575.86	2,116.18	1,167.13	1,867.76
3 Expenses						
a) Employee benefit expense	140.06	130.32	117.80	396.34	323.14	455.24
b) Finance costs	0.07	0.12	0.11	0.35	0.45	0.67
c) Depreciation and amortisation expense	3.33	3.32	3.12	9.94	6.29	9.55
d) Marketing, distribution and business promotion expenses	1.15	31.00	0.55	59.94	1,101.76	1,101.99
e) Other expenses	82.95	44.81	45.97	164.18	135.06	271.43
Total expenses (3a to 3e)	227.56	209.57	167.55	630.75	1,566.70	1,838.88
4 Profit/(loss) before exceptional items and taxes (1+2-3)	723.48	477.04	408.31	1,485.43	(399.57)	28.88
5 Add:- Exceptional items (Refer note 3)	-	-	-	-	-	12,733.14
6 Profit/(loss) before tax (4-5)	723.48	477.04	408.31	1,485.43	(399.57)	12,762.02
7 Less: Tax expense (Refer note 5)						
a) Current tax	-	-	-	-	-	-
b) Deferred tax charge / (credit)	182.08	120.07	-	373.85	-	3,211.95
Total tax charge / (credit) (7a+7b)	182.08	120.07	-	373.85	-	3,211.95
8 Profit/(loss) after tax from continuing operations (6-7)	541.40	356.97	408.31	1,111.58	(399.57)	9,550.07
B Discontinued operation (refer note 4 & 5)						
9 a) Profit/(loss) before tax from discontinued operations	-	-	865.00	-	8,871.32	9,420.92
b) Tax expenses of discontinued operations (Refer note 5)						
Current tax	-	-	-	-	-	-
Deferred tax charge / (credit)	-	-	-	-	-	2,900.66
Total tax charge / (credit) of discontinued operations	-	-	-	-	-	2,900.66
c) Profit / (loss) from discontinued operations after tax (9a-9b)	-	-	865.00	-	8,871.32	6,520.26
10 Profit / (loss) for the year/period (8+9c)	541.40	356.97	1,273.31	1,111.58	8,471.75	16,070.33
11 Other comprehensive income (Items that will not be reclassified subsequently to profit or loss)						
a) Remeasurement gains and (losses) on defined benefits obligations	-	-	-	-	-	8.47
b) Tax impact on above	-	-	-	-	-	(2.13)
c) Total other comprehensive income / (loss) for the year/period (net of taxes)	-	-	-	-	-	6.34
12 Total comprehensive income / (loss) (10+11c)	541.40	356.97	1,273.31	1,111.58	8,471.75	16,076.67
Paid-up equity share capital (face value of Re.1/- each)	1,177.08	1,177.08	1,177.08	1,177.08	1,177.08	1,177.08
Other equity						(40,599.93)
Earning per share (of Re. 1 each) not annualised, except for year end.						
Basic & Diluted (for continuing operation (Rs.))	0.46	0.30	0.35	0.94	(0.34)	8.11
Basic & Diluted (for discontinued operation (Rs.))	-	-	0.73	-	7.54	5.54
Basic & Diluted (for continuing & discontinued operation (Rs.))	0.46	0.30	1.08	0.94	7.20	13.65



Notes to the financial results

- The above financial results, prepared in accordance with the Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India, have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 14 February 2024. The statutory auditors have carried out a limited review of the result for the quarter and nine months ended 31 December 2023.
- The Company has only one identifiable business segment namely digital media business.
- The Corporate Guarantee provided by Zee Media Corporation Limited (ZMCL) in relation to the non-convertible debentures issued by the Company, was invoked and subsequently the said liability was settled by ZMCL at Rs. 29,000.00 lakhs. The Company and ZMCL mutually agreed to settle the entire outstanding amount of Rs 30,933.14 lakhs, comprising of corporate guarantee obligation of Rs 29,000.00 lakhs and other payable of Rs 1,933.14 lakhs, by way of transfer / assignment of identified Trademarks of the Company valued at Rs. 17,000.00 lakhs and payment of Rs. 1,200.00 lakhs, total aggregating to Rs. 18,200.00 lakhs. The said terms of settlement and draft settlement agreement were approved by the Board of Director in its meeting held on 12 November 2021 and 1 September 2022 respectively. The shareholders of the Company in its meeting held on 30 September 2022 had approved the said terms of settlement. Basis the requisite approvals in place, Settlement Agreement was executed on 31 March 2023 and accordingly, the Company had made payment of Rs 1,200.00 lakhs and written back the balance liability of Rs 12,733.14 lakhs, which has been disclosed as an exceptional item for the quarter and year ended 31 March 2023. The Company is in the process of transferring the identified trademarks to ZMCL and pending transfer of the trademarks Rs. 17,000.00 lakhs has been considered as other payables under "Other current financial liabilities".
- Profit / (loss) from discontinued operation relates to business of print publication viz English Daily Newspaper 'DNA' and weekly magazine 'Zee Marathi Disha discontinued in October 2019.

(Rs. in lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	31-Dec-23	30-Sep-23	31-Dec-22	31-Dec-23	31-Dec-22	31-Mar-23
a) Profit/ (loss) from discontinued operations includes:						
Revenue from sale of images	-	-	-	-	4,822.02	5,785.57
Exceptional items: Reversal of provision for doubtful debts and advances, excess provision/liability written back and amount written off	-	-	860.41	-	4,545.21	4,542.00
b) Other income includes:						
Liabilities/excess provision written back related to discontinued operation	312.36	61.09	-	388.89	-	-

- No provision for current tax is required in view of the available brought forward tax losses and unabsorbed depreciation as per the provisions of the Income Tax Act, 1961 ("the IT Act"). During year ended 31 March 2023, the Company elected to exercise the option permitted under Section 115BAA of the IT Act. Accordingly, the Company had re-measured its net deferred tax assets basis the rate prescribed in the said Section of the IT Act. Further the Company had reassessed its net deferred tax assets and restricted the same to the extent it is probable that taxable profits will be available against which such deferred tax assets can be utilised. Exercise of option u/s 115BAA of the IT Act and re-measurement of deferred tax assets had resulted in reversal of deferred tax assets (net) by Rs 529.61 lakhs and the same has been included under the tax expenses of discontinued operations for the year ended 31 March 2023.
- The accumulated losses of the Company as at 31 December 2023 are more than its paid-up capital and reserves and current liabilities have also exceeded current asset as on that date. The Company has entered into an agreement as referred to note 3 above to settle the balance corporate guarantee obligation of Rs 17,000.00 lakhs which is included under "Other current financial liabilities". Further the management has taken steps to expand its digital media operations which has resulted in improvement in revenue and profit for the year ended 31 March 2023, quarter ended 30 September 2023 and quarter and nine months ended 31 December 2023. Considering all these factors and funds available with the Company, the management is confident that the Company will be able to continue its operations and meet funds requirements in the foreseeable future and accordingly, has prepared the Statement on going concern basis.

For Diligent Media Corporation Limited

Place : Noida
Date : 14 February 2024



Shilpi Asthana
Chairperson
DIN:- 08465502

Independent Auditor's Review Report

To
The Board of Directors,
Diligent Media Corporation Limited

Re: Limited Review Report on unaudited financial results for the quarter and nine months period ended 31 December 2023

1. We have reviewed the accompanying Statement of unaudited financial results of **Diligent Media Corporation Limited** (the "Company") for the quarter and nine months period ended 31 December 2023 ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of Companies Act, 2013 read with rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard (Ind AS) and other recognised accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. **Material uncertainty relating to Going Concern**
As stated in note 6 of the Statement, accumulated losses of the Company as at 31 December 2023 are more than it paid up capital and reserves, and also current liabilities exceeded the current assets as on that date. These events indicate existence of material uncertainty that may cast significant doubt on the Company's ability to continue as going concern. However, the management, based on steps taken to expand its digital media operation and fund available with the Company and other reasons as stated in note 6 to the Statement, has prepared the Statement on going concern basis.

Our conclusion on the Statement is not modified in respect to the above matter.



6. Emphasis of matter

As stated in the note 3, the Corporate Guarantee provided by Zee Media Corporation Limited (ZMCL) in relation to the non-convertible debentures issued by the Company, was invoked and subsequently the said liability was settled by ZMCL at Rs. 29,000.00 Lakhs. The Company and ZMCL mutually agreed to settle the entire outstanding amount of Rs 30,933.14 Lakh, comprising of corporate guarantee obligation of Rs 29,000.00 Lakh and other payable of Rs 1,933.14 Lakh, by way of transfer / assignment of identified Trademarks of the Company valued at Rs. 17,000.00 Lakhs and payment of Rs. 1,200.00 Lakh, total aggregating to Rs. 18,200.00 Lakh. The said terms of settlement and draft settlement agreement were approved by the Board of Director in its meeting held on 12 November 2021 and 1 September 2022 respectively. The shareholders of the Company in its meeting held on 30 September 2022 had approved the said terms of settlement. Basis the requisite approvals in place, Settlement Agreement was executed on 31 March 2023 and accordingly, the Company had made payment of Rs 1,200.00 Lakh and written back the balance liability of Rs 12,733.14 Lakh as an exceptional item for the and year ended 31 March 2023. The Company is in the process of transferring the identified trademarks to ZMCL and pending transfer of the trademark Rs 17,000.00 Lakh has been considered as 'Other payable' under 'Other current financial liabilities'.

Our conclusion is not modified in respect to the above matter.

For **MGB & Co. LLP**
Chartered Accountants
Firm Registration Number: 101169W/W-100035


Lalit Kumar Jain
Partner

Membership Number 072664



Noida, 14 February 2024
UDIN: 24072664BKHCCG6408