



DILIGENT MEDIA CORPORATION LIMITED

Registered Office: 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400013

Corporate Office: FC-19 & 20, 4th Floor, Film City, Sector 16 A, Noida - 201301, U.P.

E-mail: complianceofficer@dnaindia.com, **CIN:** L22120MH2005PLC151377

Website: www.dnaindia.com **Tel:** +91-22-71055001

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the resolution appended below is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ('e-voting').

The proposed resolution and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ('Notice'), is annexed hereto.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Link Intime India Private Limited, Registrar and Share Transfer Agent ('RTA') to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The postal ballot results will be submitted within prescribed timelines. The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.dnaindia.com, on the website of the NSDL and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE

Limited where the equity shares of the Company are listed. The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Wednesday, March 27, 2024.

SPECIAL BUSINESS:**ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH INDIADOTCOM DIGITAL PRIVATE LIMITED**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any amendment, modification, variation or re-enactment thereof for the time being in force), and subject to such other approvals, consents, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to approve / ratify existing contract(s)/ arrangement(s)/ agreement(s)/transaction(s) and to enter into any new/ further contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (including any modifications, alterations or amendments thereto), in the ordinary course of business and on an arm’s length basis, with Indiadotcom Digital Private Limited (‘IDPL’), a related party of the Company, within the meaning of the Act and the Listing Regulations, as more particularly enumerated in the explanatory statement to this resolution and on such terms and conditions as may be agreed between the Company and IDPL.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For **Diligent Media Corporation Limited**

Place: Noida
Date: February 14, 2024

Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership. No. A37410

Registered Office:

14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai 400 013
CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

NOTES:

1. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013 ('the Act') and other applicable provisions, which sets out the details relating to the Special Business to be transacted through Postal Ballot, is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ('DPs') or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on Friday, February 23, 2024 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013 (the 'Act'), read with Rules made thereunder and MCA Circulars. In accordance with the MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. Shareholders may please note that this Notice will be available on the Company's website at www.dnaindia.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsd.com.
4. In compliance with provisions of Section(s) 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote E-Voting facility to all the Members of the Company.
5. E-voting period will commence on and from Tuesday, February 27, 2024 at 9:00 A.M. (IST) and ends on Wednesday, March 27, 2024, till 5:00 P.M. (IST). During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 23, 2024, may cast their vote by Remote E-Voting. The voting rights of shareholder(s) for Remote E-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Remote E-Voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Registrar & Share Transfer Agent (RTA) i.e. M/s. Link Intime India Private Limited having its office at, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083. Email: rnt.helpdesk@linkintime.co.in.
7. The Members who have not received any communication regarding this Postal Ballot/ Remote E-Voting for any reason whatsoever but holding shares as on cut-off date, are also entitled to vote and may obtain the User ID and Password or instructions for Remote E-Voting by sending a request at e-mail of the Company viz. complianceofficer@dnaindia.com or contact their Depository Participants or Link Intime India Pvt. Ltd., between 9:00 Hours to 18:00 Hours on all working days, except Saturday and Sunday. In case of any queries, connected with E-voting, the members may contact Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai — 400083, at email at rnt.helpdesk@linkintime.co.in.

8. The Company has appointed Mrs. Neelam Gupta (CP No. 6950) Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report upon completion of scrutiny on the basis of Remote E-Voting data provided by National Securities Depository Limited ('NSDL'), in a fair and transparent manner and the result of the Postal Ballot will be announced within prescribed timelines. In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the Resolution, if approved with requisite majority, shall deemed to have been passed on the last date specified by the Company for E-voting i.e. Wednesday, March 27, 2024. The declared results along with the report of the Scrutinizer shall be forwarded to BSE Limited and National Stock Exchange Limited and shall also be uploaded on the website of the Company.
9. The instructions for Shareholders for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="780 311 1091 495" style="text-align: center;"> <p>NSDL Mobile App is available on App Store Google Play</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the **" Initial password"** or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to neelamrna@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to complianceofficer@dnaindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) to complianceofficer@dnaindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors
For **Diligent Media Corporation Limited**

Place: Noida
Date: February 14, 2024

Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership. No. A37410

Registered Office:

14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai 400 013
CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Act, SS-2 and Listing Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated February 14, 2024:

Item No. 1

The Company is currently *inter-alia* engaged in the business of Digital Media through its digital properties which include Company's website and social platforms such as Twitter, Facebook, YouTube, Instagram etc. ('Digital Properties'). To increase the consumption of the digital properties of the Company, the Company has a subsisting 'Content Sharing and Revenue Share Arrangement' with Indiadotcom Digital Private Limited (hereinafter referred to as 'IDPL') with effect from April 1, 2021. Prior to the said date, the marketing and distribution of the Digital Properties was being undertaken through another entity. IDPL is a related party of the Company and the said transaction of the Company with IDPL is in its regular course of business and a material related party transaction of the Company. In terms of the applicable provisions, the said arrangement was duly approved by the members of the Company at their 16th Annual General Meeting held on September 27, 2021, being a material related party transaction. Under the said arrangement, the Company has granted IDPL a non-sublicensable, non-transferable, limited and specific license of the Company's Digital Properties, for the purpose of promoting, marketing and distributing the digital properties of the Company which *inter-alia* include Company's website and social platforms such as Twitter, Facebook, YouTube, Instagram etc. In consideration whereof, IDPL was entitled to 15% of the total revenue so generated. In terms of the said duly approved transaction, the Company has been having regular transactions with IDPL since the financial year 2021-22. The current approved arrangement of the Company with IDPL is valid upto March 31, 2024. The said arrangement of the Company with IDPL has been instrumental in the business operations of the Company, as even reflected in the financial statements of the Company, in view of which, the Audit Committee and the Board of the Company, have approved the renewal of the said arrangement of the Company with IDPL.

While, the content strategy for the Digital Properties of the Company is finalized by the Company however, through the marketing strategy adopted by IDPL in furtherance to the existing agreement, the digital properties of the Company has witnessed huge traction of the users which has resulted into increased advertisement revenues. The Monthly Average Users ('MAU') increased from 23 million (FY 2022-23) to 41 million (Upto January, 2024), thereby witnessing a growth of approximately 80%. The increased MAU and increased page views has resulted in growth in the revenue of the Company. The Company witnessed a growth in revenue to the tune of Rs. 94.44 Million (FY 2022-23) from Rs.64.82 Million (FY 2021-22). From the performance of IDPL, it is evident that the Company has been reaping benefits and accordingly the Company believes that higher level of engagement with IDPL will continue to strengthen the reach and distribution of the Digital Properties as well as that of the financial parameters of the Company.

The Company has had discussions with IDPL for finalizing the terms of arrangement under which the said arrangement can be extended. IDPL has confirmed to the Company that they have been using all their experience and putting all their efforts towards the said arrangement and that they shall be taking further steps towards the said arrangement more beneficial for both the parties. After detailed discussions and looking at the benefits derived by the Company with the association of IDPL, the management has agreed to renew the existing agreement at a revenue share of 20% to IDPL with effect from April 1, 2024, subject to receipt of requisite approvals.

The approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments, new arrangement or renewal thereto) with IDPL with effect from April 1, 2024, subject to the terms mentioned herein. Details of the proposed related party transaction between the Company and IDPL, including the information required to be disclosed in the explanation pursuant to the applicable SEBI Circular, are as follows:-

S. No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):	Indiadotcom Digital Private Limited, a related party of the Company.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Not Applicable
3	Type of the proposed transaction	Content Sharing and Revenue Share Arrangement, as a part of regular business operations
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>The related party transactions between Company and IDPL involves the following:</p> <p>a) Company continuing to grant IDPL a non-sublicensable, non-transferable, limited and specific license of the Company's web-sites & You Tube Channels, for distribution, licensing, sharing etc., for advertisement operations and search engine optimization by IDPL;</p> <p>b) In consideration of the above, IDPL shall be entitled to 20% of the revenue generated for Media (non-video) and Video;</p> <p>c) The said transaction shall be in the ordinary course of business and on an arm's length basis.</p> <p>d) The tenure of the arrangement / agreement shall be effective from April 1, 2024 and shall subsist till March 31, 2027</p>
5	Tenure of the transaction	Three Financial years, commencing from April 1, 2024
6	Value of the transaction	Not Applicable, since it is a revenue sharing arrangement.
7	Percentage of Annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	IDPL will be entitled to 20% of total revenue generated by them.

8	Justification for the transaction	As set out in this explanatory statement
9	Details of the valuation report or external party report (if any) enclosed with the Notice	Nil
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	Details of the source of funds in connection with the proposed transaction	Not Applicable
b)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	Not Applicable
c)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013.

The Audit Committee and the Board at their meeting(s) held on August 14, 2023, had considered the said revision in the terms of the arrangement of the Company with IDPL, to be effective from April 1, 2024. Post the said approval of the Board, the said proposal was placed before the shareholders of the Company at the 18th Annual General Meeting held on 28th day of September, 2023, wherein the same was not approved with requisite majority. The Audit Committee and the Board has re-evaluated the said arrangement, and opined that the said arrangement of the Company with IDPL is in the interest of the Company and is a major contributor to the revenue of the Company. Accordingly, the Audit Committee and the Board at their respective meetings held on February 14, 2024 have considered the matter in significant detail and have *inter-alia* considered that said transaction of the Company with IDPL is of significant importance to the business operations of the Company. The said transaction immensely supports the Company in generation of its revenue and business enhancement, while catering to it business requirements.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

By Order of the Board of Directors
For **Diligent Media Corporation Limited**

Place: Noida
Date: February 14, 2024

Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership. No. A37410

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