



DILIGENT MEDIA CORPORATION LIMITED

(CIN L22120MH2005PLC151377)

Regd. Office: 18th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013

Tel: +91 22 7106 1234/ Website: www.dnaindia.com /Email: companysecretary@dnaindia.net

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "**Rules**"), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), to transact the Special Business set out below and proposed to be passed by the Members of Diligent Media Corporation Limited (the "**Company**"), by passing the Special Resolution through Postal Ballot Mechanism.

In view of the continuing COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and in compliance with the provisions of the Act and the Listing Regulations, the resolution as appended below is proposed before the Members of the Company through Postal Ballot Mechanism and remote e-voting by electronic means only.

In terms of MCA Circulars, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company or depository / depository participants and the communication of assent / dissent of the members on the resolution proposed in this notice will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Members are also requested to carefully read all the instructions given in the Notes forming part of this Postal Ballot Notice. The said notice of Postal Ballot is also available on the website of the Company at www.dnaindia.com.

Accordingly, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot.

Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and in accordance with MCA Circulars, the Company is pleased to provide Remote E-Voting facility through E-Voting Platform of National Securities Depository Limited ("**NSDL**"), which would enable Members to exercise their right to vote on the resolutions appended to this Notice, by electronic means only ("**e-voting**").

Your consideration and approval is sought for the Resolution annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013, read with rules made thereto, setting out the material facts and the reason for the Resolution, is also appended herewith. Mrs. Mita Sanghavi (FCS: 7205, COP: 6364), Partner - M P Sanghavi & Associates LLP, Company Secretaries, has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

After completion of the scrutiny of the electronic votes, the Scrutinizer will submit her report to the Chairman or any other authorized personnel of the Company who shall countersign the same. The result of Postal Ballot process (by way of remote e-voting) will be declared on or before December 16, 2021, by 5:00 p.m. (IST). The said result would be displayed at the Registered Office of the Company, on the website of the Company viz. www.dnaindia.com and on the website of NSDL at www.evoting.nsdl.com under download section. The results shall simultaneously be intimated to the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"), where the equity shares of the Company are listed. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.

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. **Tuesday, the 14th day of December, 2021.**

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE TERMS OF SETTLEMENT WITH ZEE MEDIA CORPORATION LIMITED

To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time

being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for entering into Settlement Agreement with Zee Media Corporation Limited ("ZMCL"), a related party of the Company, for the settlement of the outstanding amount of Rs. 309,33,13,829 (Rupees Three Hundred and Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only) payable by the Company to ZMCL, in lieu of which, the Company to convey, transfer, assign and deliver unto ZMCL, all rights, title and interest in and to the "DNA", "dna", "dna after hrs" trademarks and any adaptation thereto, for identified classes together with product permission and all Intellectual Property Rights including copyrights in the works of all the labels of Company's proprietorship in the goods in respect of the said trademarks, in respect of television rights ("Identified Trademarks"), for a consideration of Rs. 170,00,00,000 (Rupees One Hundred and Seventy Crores Only), on such terms and conditions as the Board of the Company in its absolute discretion deem fit and appropriate, and the Company to make a payment of Rs. 12,00,00,000 (Rupees Twelve Crores Only) to ZMCL as full and final settlement for the balance outstanding amount of Rs. 139,33,13,829 (Rupees One Hundred and Thirty Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation to do all lawful acts and things and make, execute and deliver, any and/or all other instruments in writing, and any/or all papers and necessary documents, take all other actions that may be necessary for securing, completing, or vesting in ZMCL full rights, title and interest in respect of the aforesaid identified Trademarks, to undertake all necessary actions or steps as may be required (including procuring all authorisations required from any relevant statutory and/or governmental authorities or other third parties) to perform all the acts and deeds required to be undertaken pursuant to this resolution; to enter into, sign and execute any contracts, arrangements, agreements, documents, papers, including settlement agreement; and to make application to the concerned governmental or regulatory authorities; and to authorize or delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

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

Sd/-

Dhaval Ashar
Company Secretary and Compliance Officer
Membership No. A22281

Place: Mumbai

Date: November 12, 2021

Registered Office:

18th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai – 400 013
CIN: L22120MH2005PLC151377
E-Mail: companysecretary@dnaindia.net
Website: www.dnaindia.com

NOTES:

1. In terms of the MCA circulars, the company will send Postal Ballot Notice by e-mail to all its members/ beneficial owners who have registered their e-mail addresses with the Company or Depository/ Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.
2. Explanatory Statement in terms of Section 102 read with Section 110 of the Companies Act, 2013, setting out the material facts are appended herein below. This Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process can be downloaded from the link '<https://www.evoting.nsdl.com/>' and shall also be available on the website of the Company viz. www.dnaindia.com. The said Postal Ballot Notice shall also be available at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).
3. The Postal Ballot Notice is being sent to all the Members/Beneficiaries, whose names appear in the Register of Members/Record of Depositories as on Thursday, the 11th day of November, 2021 viz. the cut-off date, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA circulars. A person who is not a shareholder as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on Thursday, the 11th day of November, 2021 will be considered for the purpose of e-voting. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date.
5. Voting period will commence on and from **Monday, the 15th day of November, 2021 at 9:00 A.M. (IST)** and ends on **Tuesday, the 14th day of December, 2021 at 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. Thursday, the 11th day of

November, 2021, may cast their vote by e-voting (remote). The e-voting module shall be disabled by National Securities Depository Limited ('NSDL') after the prescribed date and time for e-voting. Once the vote on resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. Voting Rights in the Postal Ballot cannot be exercised by a proxy.

6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to companysecretary@dnaindia.net
7. Members are requested to notify immediately about any change in their postal address / E-Mail address to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Shareholders holding Equity Shares of the Company in physical form may register their E-Mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company by E-Mail, by sending appropriate communication on rnt.helpdesk@linkintime.co.in
8. The Members who have not received any communication regarding this Postal Ballot/ e-voting for any reason whatsoever, 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. companysecretary@dnaindia.net or contact their Depository Participants or Link Intime India Pvt. Ltd., between 09:00 Hours to 18:00 Hours on all working days, except Saturday and Sunday.
9. 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 – 400 083, at email at rnt.helpdesk@linkintime.co.in
10. The Scrutinizer will submit her report upon completion of scrutiny of the 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 before 16th day of December, 2021 by 5:00 P.M. (IST). The Result of the Postal Ballot would be displayed at the Registered Office of the Company, on the website of the Company viz. www.dnaindia.com and shall also be communicated through Newspaper Advertisement. In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the Resolutions, if approved with requisite majority, shall deemed to have been passed on the last date specified by the Company for E-Voting *i.e.* **Tuesday, the 14th day of December 2021.**

INSTRUCTIONS FOR E-VOTING

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 e-mail 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"> 1. 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 (Diligent Media Corporation Limited) or e-Voting service provider <i>i.e.</i> NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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 3. 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>i.e.</i> 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>i.e.</i> NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B. Login Method for e-Voting 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?

- 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, 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.

- 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 118745 then user ID is 118745001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.nsd.com.
 - b) Physical User Reset Password? "(If you are holding shares in physical mode) Option available on www.evoting.nsd.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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
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 is in active status.
2. Select "EVEN" of company (viz. Diligent Media Corporation Limited) 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 mita@mpsanghavi.com with a copy marked to evoting@nsdl.co.in.
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.nsd.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.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

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), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@dnaindia.net with a copy to rnt.helpdesk@linkintime.co.in. 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), AADHAR (self-attested scanned copy of Aadhaar Card) to companysecretary@dnaindia.net with a copy to rnt.helpdesk@linkintime.co.in. 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).
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE POSTAL BALLOT NOTICE DATED NOVEMBER 12, 2021, PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THERETO

ITEM NO. 1 : TO APPROVE THE TERMS OF SETTLEMENT WITH ZEE MEDIA CORPORATION LIMITED

Zee Media Corporation Limited ("ZMCL") had issued a Corporate Guarantee on 29 June, 2015, to IDBI Trusteeship Services Limited ("Debenture Trustee") for guaranteeing the payment obligations of Pri – Media Services Private Limited, (the then Wholly Owned Subsidiary of ZMCL) in relation to Non-Convertible Debentures aggregating to Rs. 250,00,00,000.- (Rupees Two Hundred Fifty Crores only) ("DMCL NCDs") issued by Pri – Media Services Private Limited ("Corporate Guarantee"). Subsequently Pri – Media Services Private Limited merged with the Company in pursuance of a Scheme of Arrangement and Amalgamation approved by Hon'ble National Company Law Tribunal *vide* order passed on June 8, 2017. Accordingly, the Corporate Guarantee issued by ZMCL stood novated for guaranteeing the payment obligations for the Company.

The Debenture Trustee, *vide* its letter dated 17 October, 2020 informed ZMCL that despite their discussions with the Company, the Company has not yet redeemed the DMCL NCDs in full and therefore, in terms of the aforesaid Corporate Guarantee, the Debenture Trustee, invoked the Corporate Guarantee and called upon ZMCL to make payment towards principle, interest and associated costs, aggregating to Rs. 457,11,05,831/- (Rupees Four Hundred Fifty Seven Crores Eleven Lakhs Five Thousand Eight Hundred Thirty One Only) as on 17 October, 2020.

Based on the discussions and settlement arrived at between the parties, the said liability on invocation of Corporate Guarantee was settled by ZMCL at a total consideration of Rs. 290,00,00,000 (Rupees Two Hundred and Ninety Crores only) and the same was discharged by ZMCL. Consequently, ZMCL received the No Dues Certificate dated February 3, 2021 from the Debenture Trustee for the said DMCL NCDs. In addition, ZMCL and the Company have had continuous business transactions over a period of time pursuant to which, an amount of Rs. 19,33,13,829 (Rupees Nineteen Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only) is payable by the Company to ZMCL. Accordingly, as on the date of this Notice, the total liability of the Company towards ZMCL is Rs. 309,33,13,829 (Rupees Three Hundred and Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only).

In order to recover the above outstanding amount, ZMCL has had several discussions with the Company. During the said discussions, the Company has expressed its inability, due to stressed financial position, to make the payment of the above mentioned entire outstanding amount to ZMCL. After considering the current financial status of the Company and its inability to settle the aforesaid liability of ZMCL, entirely in cash, your Board had discussed/deliberated all the possible ways/options available to deal with the prevailing situation.

Accordingly, the Company has proposed to enter into Settlement Agreement with ZMCL for the settlement of the said outstanding amount in lieu of which, the Company shall convey, transfer, assign and deliver unto ZMCL, all rights, title and interest in and to the "DNA", "dna", "dna after hrs" trademarks and any adaptation thereto, for identified classes together with product permission and all Intellectual Property Rights including copyrights in the works of all the labels of the Company's proprietorship in the goods in respect of the said trademarks, in respect of television rights ("**Identified Trademarks**"), for an agreed consideration and the Company to make a one-time payment of Rs. 12,00,00,000 (Rupees Twelve Crores Only) to ZMCL as a full and final settlement for the balance outstanding amount. The Company has obtained the valuation report from independent valuer for said Identified Trademarks.

Accordingly, after considering the recommendation and approval of the Audit Committee of the Company at its meeting held on November 12, 2021, the Board of the Company, at its meeting held on November 12, 2021, has approved entering into Settlement Agreement with ZMCL for the settlement of the aforesaid outstanding amount of Rs. 309,33,13,829 (Rupees Three Hundred and Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only) payable by the Company to ZMCL, in lieu of which, the Company to convey, transfer, assign and deliver unto ZMCL, all rights, title and interest in and to the "DNA", "dna", "dna after hrs" trademarks and any adaptation thereto, for identified classes together with product permission and all Intellectual Property Rights including copyrights in the works of all the labels of Company's proprietorship in the goods in respect of the said trademarks, in respect of television rights ("**Identified Trademarks**"), on an arm's length basis, for a consideration of Rs. 170,00,00,000 (Rupees One Hundred and Seventy Crores Only), after considering and taking on record the valuation report from an Independent Valuer, which in the opinion of the Audit Committee and the Board of the Company is fair and the Company to make a one-time payment of Rs. 12,00,00,000 (Rupees Twelve Crores Only) to ZMCL as full and final settlement for the balance outstanding amount of Rs. 139,33,13,829 (Rupees One Hundred and Thirty Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only).

Accordingly, the parties have agreed that the Company shall undertake the following steps to settle the entire outstanding payment obligation towards ZMCL under following terms and conditions against below:

- Convey, transfer, assign and deliver unto ZMCL, all rights, title and interest in and to the "DNA", "dna", "dna after hrs" trademarks and any adaptation thereto, for identified classes together with product permission and all Intellectual Property Rights including copyrights in the works of all the labels of Company's proprietorship in the goods in respect of the said trademarks, in respect of television rights (herein after referred to as "**Identified Trademarks**"); and
- Payment of Rs. 12,00,00,000 (Rupees Twelve Crores Only) to ZMCL as full and final settlement towards the balance outstanding amount within a period not exceeding ten months from the date of execution of settlement agreement.

Upon execution of the Settlement Agreement with ZMCL (which will be subject to the Company obtaining its shareholder's approval), all the obligations and duties of the Company towards ZMCL will stand extinguished.

Considering that the above transaction being a material related party transaction, the approval of the shareholders under Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force)

and under other applicable laws and Regulations, is sought for entering into Settlement Agreement with ZMCL for settlement of outstanding payment obligation of Rs. 309,33,13,829 (Rupees Three Hundred and Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only) towards ZMCL as mentioned herein above. The said settlement shall be effected upon approval of the Members of the respective Companies.

Further, pursuant to the Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of the proposed related party transaction are set-out below:

Particulars	Remarks
Name of the related party	Zee Media Corporation Limited ("ZMCL")
Name of the director or key managerial personnel who is related, if any	NIL
Nature of relationship	Related party through common control
Nature, material terms, monetary value and particulars of the contract or arrangements	Settlement Agreement proposed to be executed between the Company and ZMCL for the settlement of outstanding amount of Rs. 309,33,13,829 (Rupees Three Hundred and Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only) payable by the Company to ZMCL, as on the date of this Notice, in lieu of which, the Company to convey, transfer, assign and deliver unto ZMCL, all rights, title and interest in and to the "DNA", "dna", "dna after hrs" trademarks and any adaptation thereto, for identified classes together with product permission and all Intellectual Property Rights including copyrights in the works of all the labels of Company's proprietorship in the goods in respect of the said trademarks, in respect of television rights (herein after referred to as " Identified Trademarks "), on an arm's length basis, for a consideration of Rs. 170,00,00,000 (Rupees One Hundred and Seventy Crores Only), after considering the valuation report and the Company to make a payment of Rs. 12,00,00,000 (Rupees Twelve Crores Only) to ZMCL as full and final settlement for the balance outstanding amount of Rs. 139,33,13,829 (Rupees One Hundred and Thirty Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine Only).
Any other information relevant or important for the members to take a decision on the proposed resolution.	As mentioned above

All the material documents referred to in the explanatory statements will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to companysecretary@dnaindia.net

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Ordinary Resolution, save and except to the extent of their respective interest as shareholders of the Company.

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 1 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Board of Directors believe that the above settlement of Rs.309,33,13,829 (Rupees Three Hundred and Nine Crores Thirty Three Lakhs Thirteen Thousand Eight Hundred and Twenty Nine only) payable by the Company to ZMCL as on the date of this notice, is in the best interest of the Company and its members and therefore, recommends the Ordinary Resolution as set out in Item No. 1 in the accompanying notice for your approval.

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

Place: Mumbai
Date: November 12, 2021

Registered Office:

18th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai – 400 013
CIN: L22120MH2005PLC151377
E-Mail: companysecretary@dnaindia.net
Website: www.dnaindia.com

Sd/-
Dhaval Ashar
Company Secretary and Compliance Officer
Membership No. A22281