



February 11, 2022

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Manager - Corporate Relationship

Dear Sir,

Sub: Proceedings of the Board Meeting held on February 11, 2022
Ref: Scrip Code - BSE - 540789/ NSE - DNAMEDIA - EQ

Pursuant to Regulation 30 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this is to inform you that, the Board of Directors of the Company at their Meeting held on today i.e. on February 11, 2022 (which commenced at 6.00 p.m. and concluded at 10.50 p.m.) has *inter-alia*:

1. Approved Unaudited Financial Results of the Company for the 3rd quarter of the Financial Year 2021-22 and Nine Months ended on December 31, 2021, prepared as per Indian Accounting Standards, duly reviewed by the Statutory Auditors of the Company, pursuant to Regulation 33 of Listing Regulations, together with Limited Review Report thereon.

Copy of Unaudited Financial Results for the 3rd Quarter of the Financial Year 2021-22 and Nine Months ended on December 31, 2021 along with the Limited Review Certificate on Financial Statements issued by the Statutory Auditor of the Company is enclosed.

2. Took on record resignation of Mr. Dhaval Ashar (M. No. ACS 22281) as Company Secretary, Compliance Officer and Key Managerial Personnel of the Company with effect from the close of business hours on February 11, 2022.



Diligent Media Corporation Limited

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

Tel: +91 22 7106 1234

CIN: L22120MH2005PLC151377

Website: www.dnaindia.com



3. Approved based on recommendations of the Nomination & Remuneration Committee, appointment of Ms. Jyoti Upadhyay, a qualified Company Secretary (M. No. ACS 37410) with around 7 years of experience, as Company Secretary & Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013 and Compliance Officer under SEBI Listing Regulations and Company's Insider Trading Code, as revised with effect from February 12, 2022.

Kindly acknowledge receipt

Yours truly,
Diligent Media Corporation Limited

Nishikant Upadhyay
Director



Encl: As above

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Unaudited financial results for the quarter and nine month ended 31 December 2021

Rs. In Lakhs

Particulars	Quarter ended			Nine month ended on		Year ended on
	31-Dec-21	30-Sep-21	31-Dec-20	31-Dec-21	31-Dec-20	31-03-2021 (Restated) (Ref note no 3)
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1 Continuing operations						
a) Revenue from operations	225	161	111	581	199	315
b) Other income	2	3	10	5	10	10
Total Income (a+b)	227	164	121	586	209	325
2 Expenses						
a) Cost of Raw Material Consumed	-	-	-	-	-	-
b) Increase/ (Decrease) in inventories	-	-	-	-	-	-
c) Employee benefit expense	51	-	-	51	-	-
d) Finance costs	-	-	-	-	-	-
e) Depreciation and amortisation expense	-	-	-	-	-	-
f) Other expenses	808	75	-	883	40	31
Total expenses { a to f }	859	75	-	934	40	31
Profit/(loss) before tax and exceptional items	(632)	89	121	(348)	169	294
Less : Exceptional Items (net)	-	-	-	-	-	-
Profit/(Loss) before Tax (1-2)	(632)	89	121	(348)	169	294
4 Less: Tax expense						
a) Current Tax	-	-	-	-	-	-
b) Deferred tax charge / (credit)	-	-	-	-	-	-
Total tax charge / (credit) { a+b }	-	-	-	-	-	-
5 Profit/(Loss) after Tax from continuing operations (3-4)	(632)	89	121	(348)	169	294
Discontinued operation (refer note no. 4)						
a) Profit/(Loss) before Tax from discontinued operations before tax	1,908	(352)	16,036	1,041	13,003	(4,856)
b) Tax expenses / (credit) of discontinued operations	4	-	-	4	-	-
c) Profit / (Loss) from discontinued operations after tax (a-b)	1,904	(352)	16,036	1,037	13,003	(4,856)
6 Profit / (Loss) for the period {5-5(c')}	1,272	(263)	16,157	689	13,172	(4,562)
7 Other comprehensive income (Items that will not be reclassified subsequently to profit or loss)						
a) Remeasurement gains and (losses) on defined benefits obligations (on March 2020 basis)	-	-	10	-	29	-
b) Tax impact thereon (Nil-in view of losses)	-	-	-	-	-	-
Total other comprehensive income { a +b }	-	-	10	-	29	-
8 Total comprehensive income/(Loss){6+7}	1,272	(263)	16,167	689	13,201	(4,562)
9 Paid-up equity share capital (face value of Re.1/- each)	1,177	1,177	1,177	1,177	1,177	1,177
10 Other equity						(59,068)
11 Earning/(Loss) per share (of Re. 1 each) not annualised, except for year end.						
Basic & Diluted (for Continuing Business (Rs.))	(0.54)	0.08	0.10	(0.30)	0.14	0.25
Basic & Diluted (for Discontinued Business (Rs.))	1.62	(0.30)	13.62	0.88	11.05	(4.13)
Basic & Diluted (for Continuing & Discontinued Business (Rs.))	1.08	(0.22)	13.72	0.58	11.19	(3.88)

Notes to financial results

- The above unaudited financial results, prepared in accordance with the Indian Accounting Standards ("Ind As"), the provisions of Companies Act, 2013 and SEBI regulations, have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11th February 2022. The Statutory Auditors have carried out a Limited review of the result for the quarter and nine months ended 31 December 2021.
- The Company operates in a single reporting segment namely Digital media, Printing, Publication and Distribution of newspaper. However Printing, Publication and Distribution has been discontinued w.e.f. October 10 & 11, 2019.
- With effect from October 10, 2019 the Company has ceased to carry the print publication of all editions of its English Daily Newspaper 'DNA' and ceased to print with effect from October 11, 2019 vernacular weekly magazine 'Zee Marathi Disha'. The financial effect of discontinued print publication operations are included in the financial results for previous periods presented above, (being discontinued operations), have been restated and disclosed separately under discontinued operations as required by the Indian Accounting Standard 105 'Non-Current Assets Held for Sale and Discontinued Operations'. However, during the quarter under review, the said assets held for sale had been sold and accordingly profit or (Loss) arising therefrom have been reported in the above financial results.



- 4 As reported in Note no.5 of the financial results for the quarter and year ended 31 March 2021, the principal business advances of Rs.72,22.50 Lakhs given in the preceding years to different parties and with interest aggregating to Rs. 87,57 Lakhs as at 31 March 2021 was provided for as doubtful debts, since the Company had filed petition against these companies before NCLT., for recoveries thereof. The said petition has been accepted and refixed for hearing and disposal on 15th March 2022, 16th March 2022, 7th April 2022 and 12th April 2022. The same is considered under the head "Loss from Discontinued operations".
- 5 Since the Print operations of the Company have been suspended w.e.f. 11th October 2019, collections from receivables, although a challenge, continued being focused and gradual recoveries are going on to enable the Company to pay the Outstanding liabilities payable. At the same time the company has concluded disposal of related business assets, subject to terms and conditions as per the deal for sale of such assets with parties concerned in terms of the Special Resolution passed in the 14th Annual General Meeting of the Members held on 19 September 2019. While doing so, all care and precaution is being undertaken to manage litigative issues without harming Company's interest. The profit of Rs.11,37.06 lakhs earned on sale of such fixed assets and loss of Rs.549.96 lakhs under Other Expenses arising due to disposing of assets are considered during the quarter under reporting and classified from discontinued business operations, since these assets were pertaining to discontinued operations.
- 6 The Company has engaged three entities for the purposes of legal and professional services making payment of Rs.324.00 Lakhs, out of this Rs 225.00 Lakhs from related body Corporate as referred in note no-14 below and other two of the entities making payment of Rs. 99.00 Lakhs for rendering technical services etc., and other three entities for an amount of Rs 525 lakhs for rendering Marketing, business promotion, brand services etc, is considered for Continued Business operations, under Other Expenses.
- 7 The Company has engaged a body corporate for rendering professional services in relation to sale/transfer of land and building, plant and machinery etc. Based thereon during the quarter under reporting and preceding quarters, a total sum of Rs.15,00 Lakhs have been accounted and classified under Other Expenses (Discontinued operations).
- 8 The Company has been incurring continuous losses in the preceding years and the net worth has been negative. However the management has stated that it is in the process of considering or evaluating various alternate options including continuing business operations by outsourcing and expanding Digital media platform in near future. Further Company has received funds from sale of assets as detailed in the financial results. Hence, the Management is confident of its ability to meet funds requirements and has considered it appropriate to prepare the financial results on going concern basis.
- 9 Considering various factors, financial position and present financial results, no provision for Deferred Tax (DT) is made, however there is a profit in current quarter. The DTA balance is continued to be stated at carrying value as the Management is of the opinion that the same may be available against expected profits arising out of various options it is considering as detailed herein.
- 10 As reported in Note no.9 of the financial results for the quarter and year ended 31 March 2021, relating to repayment of Non-convertible Debentures' Liability, it is informed that the Corporate Guarantee given by Zee Media Corporation Limited (ZMCL) to the Debenture Trustees was invoked and the Debenture dues were settled with the Trustees at Rs.290,00 Lakhs by ZMCL., apart from other payables of Rs.1,933 Lakhs, thus aggregating to Rs.30,933 Lakhs to be paid by the Company to ZMCL., as on the date.
- The Company has had several discussions for payment of the said dues to ZMCL and had expressed its inability to settle and pay the entire liability outstanding of Rs.30,933 Lakhs due to stressed financials and discontinuation of print media with hardly any digital revenue year-on-year basis.
- The Company has requested ZMCL that considering the current financial status and its inability to settle the aforesaid liability; it was requested to the Audit Committee and the Board of the Company to consider the proposal, at their respective meeting to be held on 12 November, 2021, subject to the approval of the members of the company; viz., To settle in full, the above mentioned outstanding by way of transfer / assignment of Identified Trademarks valued at Rs. 17,000 lakhs and cash payment of Rs. 1,200 lakhs, aggregating to Rs. 18,200 lakhs, by the Company to the ZMCL. However the shareholders of the Company have not approved the said proposal, hence the settlement of the same is deferred till the requisite approvals are in place.
- 11 Due to discontinuation of Print Operations w.e.f., 10th and 11th October 2019, the Company has settled all the dues in the preceding quarters, of the employees forming part of editorial, sales, marketing, circulation team and all factory workers. The cases filed against the Company by workers were also withdrawn with filing of settlement agreements before the Hon'ble Labour Court. The Company has made payments to the workers as per the said settlement agreement.
- 12 The Newsprint costing Rs. 18.29 Lakhs has been sold for Rs. 17.82 Lakhs during the preceding quarter under reporting and the resultant loss of Rs.0.47 Lakhs is debited to Statement of Profit & Loss Account.
- 13 The management of the company has assessed and concluded that there are no material impact, due to COVID-19 pandemic and considering the segment (Digital Media) in which company operates, hence requires no adjustment in financial results as the company was operating without any disruptions.
- 14 The Company has entered into a Memorandum of Understanding dated 28 September 2021 with a related body Corporate for availing of various management services, information Technology services, and Security services as detailed therein w.e.f., 01 July 2021 for a lump sum monthly consideration of Rs.25.00 Lakhs plus taxes. Total expenses of Rs. 225 lakhs, (i.e. Rs. 75 lakhs in preceding quarter and Rs. 150 lakhs in current quarter) debited to Statement of Profit & Loss Account upto period ended 31 December 2021.
- 15 The profit from discontinued operation includes income from sale of images of Rs. 2,417 Lakhs for the quarter and nine months ended 31 December 2021
- 16 The figures for the corresponding previous periods have been regrouped, rearranged, or stated wherever necessary, to make them comparable.

For Diligent Media Corporation Limited

Nishikant Upadhyay
Director

Place : Mumbai
Date : 11.02.2022





**INDEPENDENT AUDITOR'S REPORT
ON REVIEW OF INTERIM FINANCIAL RESULTS
FOR QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2021.**

**TO THE BOARD OF DIRECTORS OF
DILIGENT MEDIA CORPORATION LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Financial Results of DILIGENT MEDIA CORPORATION LIMITED ("the Company"), for the quarter and nine months ended 31st December 2021 (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 the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant 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 (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial result is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of the Company's personnel 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.



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4. As reported in the preceding quarters amongst others, we continue to refer to the following notes:

- (i) Note no.3 related to discontinuation of print publication of all editions of its English Daily Newspaper viz., 'DNA' and ceased to print with effect from October 11, 2019 vernacular weekly magazine viz., 'Zee Marathi Disha', and sale of the assets of the said business, which were held for sale had been sold and delivered during the quarter under reporting. The Profit/(Loss) arising therefrom has been accounted accordingly.
- (ii) Note no.4 relating to the Company initiating legal proceedings against certain parties for recovery of advances as detailed hereunder:

As reported in Note no.5 of the financial results for the quarter and year ended 31 March 2021, the principal business advances of Rs.72,22.50 Lakhs given in the preceding years to four of the parties and with interest aggregating to Rs.87,57 Lakhs as at 31 March 2021 was provided for as doubtful debts, since the Company had filed petition against these companies before NCLT., for recoveries thereof. The said petition has been accepted and refixed for hearing and disposal on 15th March 2022, 16th March 2022 , 7th April 2022 and 12th April 2022 respectively. The same is considered under the head "Loss from Discontinued operations".

- (iii) Note no.5 relating to sale and discard of asset, it is reported that Since the Print operations of the Company have been suspended w.e.f. 11th October 2019, the company has concluded disposal of related business assets, subject to terms and conditions as per the deal for sale of such assets with parties concerned in terms of the Special Resolution passed in the 14th Annual General Meeting of the Members held on 19 September 2019. The profit of Rs.11,37.06 Lakhs earned on sale of such fixed assets and loss of Rs.549.96 lakhs on disposal of the other assets considered under Other income and Other Expenses respectively from discontinued business operations during the quarter under reporting.
- (iv) Note no.6 relating to engagement of three entities for the purposes of legal and professional services making payment of Rs.324.00 Lakhs, out of which Rs 225.00 Lakhs from related boy corporate as referred in Note no-14 to the Notes to Accounts with the financial results, and other two of the entities making payment of Rs.99.00 Lakhs for rendering technical services etc., and other



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three entities for an amount of Rs 525 lakhs for rendering Marketing, business promotion, brand services etc, is considered for Continued Business operations, under Other Expenses. However, supportive evidence for the agreements were not available for our verification during the Limited Review and hence have been relied upon the above, as appearing in the books of accounts.

- (v) Note no.7 relating to engagement of a body corporate for rendering professional services in relation to sale/transfer of land and building, plant and machinery etc. Based thereon during the quarter under reporting and preceding quarters, a total sum of Rs.15,00 Lakhs have been accounted and classified under Other Expenses (Discontinued operations). However, supportive evidence for the agreements were not available for our verification during the Limited Review and hence have been relied upon the above, as appearing in the books of accounts.
- (vi) Note No.8 related to Going Concern, which indicates that the accumulated losses of the Company as at 31 December 2021 have exceeded its paid-up capital and reserves. The Company has been incurring losses during the preceding years and the current liabilities exceeded its current assets as at the reporting date. However the management has stated that it is in the process of considering or evaluating various alternate options including continuing business operations by outsourcing and expanding Digital media platform in near future. Further Company has received funds from sale of assets as detailed in the financial results. Hence, the Management is confident of its ability to meet funds requirements and has considered it appropriate to prepare the financial results on going concern basis. However, in absence of sufficient appropriate audit evidence in respect of the management's assessment and opinion we are unable to comment on the above assessment.
- (vii) Note no.10 relating to repayment of Non-convertible Debentures' Liability, as reported in the preceding quarterly reports, that the Corporate Guarantee given by Zee Media Corporation Limited (ZMCL) to the Debenture Trustees was invoked and the Debenture dues were settled with the Trustees at Rs.290,00 Lakhs by ZMCL., apart from other payables of Rs.1,933 Lakhs, thus aggregating to Rs.30,933 Lakhs to be paid by the Company to ZMCL., as on the date.

The Company has had several discussions for payment of the said dues to ZMCL and had expressed its inability to settle and pay the entire liability



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outstanding of Rs.30,933 Lakhs due to stressed financials and discontinuation of print media with hardly any digital revenue year-on-year basis.

The Company had requested ZMCL that considering the current financial status and its inability to settle the aforesaid liability; it was requested to the Audit Committee and the Board of the Company to consider the proposal, at their respective meeting to be held on 12 November, 2021, subject to the approval of the members of the company: viz., To settle in full, the above mentioned outstanding by way of transfer/assignment of Identified Trademarks valued at Rs. 17,000 lakhs and cash payment of Rs. 1,200 lakhs, aggregating to Rs. 18,200 lakhs, by the Company to the ZMCL. However the shareholders of the Company have not approved the said proposal, hence the settlement of the same is deferred till the requisite approvals are in place.

Our opinion is not modified in respect of these matters.

5. Based on our review conducted as stated in paragraph 3 above, except for the possible effect of the matter described in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other 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.

For B S SHARMA & CO
Chartered Accountants
(Firm's Registration No. 128249W)

CA B S Sharma
PARTNER
Membership No. 031578
UDIN: 22031578ABMEEJ1459



Place: Mumbai, 11.02.2022