



December 15, 2021

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Manager - Corporate Relationship

Sub.: Declaration of Voting Results of the Postal Ballot Notice dated November 12, 2021 ('Notice')

- Ref.:**
- Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); and
 - Our intimations dated November 12, 2021, November 13, 2021, November 14, 2021 and November 15, 2021

Dear Sir/ Madam,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company conducted the Postal Ballot through remote e-voting process, seeking approval of its members for the below matter as set out in the Notice of Postal Ballot.

1. To approve the terms of settlement with Zee Media Corporation Limited.

Pursuant to Regulation 30 of Listing Regulations, we wish to inform you that the aforesaid Ordinary resolution as set out in the Notice, was not approved by the members of the Company on December 14, 2021 (*being the last date of receiving e-voting under the Postal Ballot*).

The Voting Results as required under Regulation 44 of Listing Regulations along with the Scrutinizer's Report dated December 15, 2021, issued pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, are enclosed herewith.



Diligent Media Corporation Limited

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

CIN: L22120MH2005PLC151377



The Result of the Postal Ballot along with the Scrutinizer's Report will be available on the Company's website at www.dnaindia.com and also on the website of National Securities Depository Limited at www.evoting.nsdl.com

You are requested to take the same on record.

Thanking You,
For Diligent Media Corporation Limited

A handwritten signature in blue ink, appearing to read 'Dyash', is written over a horizontal line.

Dhaval Ashar
Company Secretary & Compliance Officer
Membership No. A22281



Encl.:

1. Voting Results as required under Regulation 44 of Listing Regulations; and
2. Report of Scrutinizer dated December 15, 2021, issued pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

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Diligent Media Corporation Limited

Resolution Required : (Ordinary)

1 - To Approve the Terms of Settlement with Zee Media Corporation Limited

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	73173769	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	6212247	4677355	75.2925	0	4677355	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2925	0	4677355	0.0000	100.0000
Public Non Institutions	E-Voting	38322002	1651922	4.3106	1633664	18258	98.8947	1.1053
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1651922	4.3106	1633664	18258	98.8947	1.1053
Total		117708018	6329277	5.3771	1633664	4695613	25.8112	74.1888

Note :

Promoter & Promoter group e voting has not been considered



M P SANGHAVI & ASSOCIATES LLP

Company Secretaries

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LLPIN – AAS-2921

Website. www.mpsanghavi.com

Email. team@mpsanghavi.com

December 15, 2021

The Company Secretary
Diligent Media Corporation Limited
18th Floor, A-Wing, Marathon Futurex,
N.M Joshi Marg, Lower Parel,
Mumbai - 400013.
CIN: L22120MH2005PLC151377

Sub: Scrutinizer's Report on Postal Ballot Notice dated November 12, 2021

Dear Sir,

The Board of Directors of Diligent Media Corporation Limited ("the Company") had approved issuance of Postal Ballot Notice dated November 12, 2021, seeking Shareholders approval by passing Ordinary resolution for approving the terms of Settlement with Zee Media Corporation Limited pursuant to Section 188 and other applicable of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The undersigned was appointed as a Scrutinizer, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, to scrutinize electronic votes cast by the Shareholders and submit her report.

Accordingly, we submit our report as under:

1. As detailed in the Postal Ballot Notice dated November 12, 2021
 - In terms of 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'), the Company had sent Postal Ballot Notice by email to the Members whose name appeared on the Register of Members/List of Beneficiaries and whose e-mail id(s) were registered with the Company and/or their depositories as on cut-off date i.e. November 11, 2021.



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- As per MCA Circulars, the Company had sent Postal Ballot Notice in electronic form only and no physical copy of Postal Ballot Notice, Postal Ballot Form etc were sent to the Shareholders. Accordingly, the communication of assent or dissent of the member took place through remote e-voting system only.
 - In compliance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-Voting facility to all its Shareholders, as on cut-off date, to enable them to cast their votes electronically. The Remote E-voting started on Monday, 15th November 2021 at 9.00 a.m. and ended on Tuesday, 14th December 2021 at 5.00 p.m. ('e-voting period')
 - The Company had engaged National Securities Depository Limited (NSDL) as the service provider, for extending the facility of e-voting to all the Members of the Company.
2. The e-voting was unblocked by us immediately after the end of e-voting period in presence of two witnesses viz. Ms. Deepika Jagdale & Mrs. Rinku Gadani, who are not in the employment of the Company and we have downloaded the E-voting report from the website of NSDL in respect of members, who voted through e-voting.
 3. Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 read with the rules thereunder and MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Postal ballot and voting by electronic means.
 4. Our responsibility as Scrutinizer for e-voting process is restricted to scrutinizing the votes cast and submitting our Report on the votes cast "in favour" or "against" the resolution proposed in the Notice, based on the reports generated from the e-voting system provided by NSDL.



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Based on report made available from E-voting system of NDSL website, we hereby report as under:

SPECIAL BUSINESS

Item No.1: Ordinary Resolution

TO APPROVE THE TERMS OF SETTLEMENT WITH ZEE MEDIA CORPORATION LIMITED

Details of E-voting:

Particulars	Number of Votes	Number of Shares
Total E-voting received	415	7,95,03,046
Less Invalid E-voting*	7	7,31,73,769
Total Valid E-voting	408	63,29,277

* Represents votes cast in favor of resolution by Promoter/Promoter group entities, being related parties not entitled to vote.

Details of Votes Cast:

Particulars	Number of Votes	Number of Shares	% of Votes Cast
Voted in Favour			
Remote E-voting	364	16,33,664	25.8112
Total (A)	364	16,33,664	25.8112
Voted Against			
Remote e-voting	44	46,95,613	74.1888
Total (B)	44	46,95,613	74.1888
Grand Total (A+B)	408	63,29,277	100



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Based on the above results, we report that the Ordinary Resolution proposed in Item No. 1 of the Postal Ballot Notice dated November 12, 2021 **was not approved** by the Shareholders with requisite majority.

The Chairman / Authorised representative may accordingly declare the result of voting through remote e-voting facility in connection with the Ordinary resolution proposed in the Postal Ballot Notice dated November 12, 2021.

Soft copy of the list of shareholders who voted For and Against the resolution by way of remote e-voting, as downloaded from the E-voting website of NSDL has been sent to the Company Secretary of the Company.

With warm regards

For M P Sanghavi and Associates LLP

FRN: L2020MH007000



CS Mita Sanghavi

FCS-7205, CP-6364

UDIN: F007205C001770395

Date: 15th December, 2021

Place: Mumbai

