



May 30, 2022

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Manager - Corporate Relationship Department

Subject: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of the Board Meeting held on May 30, 2022

Ref: Scrip Code - BSE - 540789/ NSE - DNAMEDIA - EQ

Dear Sir/Madam,

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. May 30, 2022, on the recommendations of Audit Committee has *inter-alia*:

- Approved the Annual Audited Financial Results of the Company for the 4th quarter and Financial Year ended March 31, 2022, along with the auditors' report(s) issued by M/s B S Sharma & Co. Chartered Accountants (Statutory Auditors of the Company), thereon, statement of asset and liabilities as on March 31, 2022 and statement of cash flow for the financial year ended March 31, 2022 ("Financial Results"); and
- Approved the appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number – 101169W/W-100035) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 17th Annual General Meeting of the Company to be held in the year 2022 till the conclusion of 22nd Annual General Meeting to be held in the year 2027, subject to the approval of shareholders of the Company.

We hereby enclose, in regard of the above:

- Annual Audited Financial Results for the 4th Quarter and Financial Year ended March 31, 2022, as per Regulation 33 of the SEBI Listing Regulations along with the Auditors' report issued by the Statutory Auditors on the Financials of the Company;
- Declaration pursuant to Regulation 33(3) of the Listing Regulations with regard to unmodified opinion; and

DILIGENT MEDIA CORPORATION LIMITED

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

CIN: L22120MH2005PLC151377

Website: www.dnaindia.com

Email: complianceofficer@dnaindia.com



- Details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

The Board meeting commenced at 1630 Hrs and concluded at 2050 Hrs.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Diligent Media Corporation Limited**

A handwritten signature in black ink, appearing to read 'Jyoti Upadhyay', is written over a horizontal line.

Jyoti Upadhyay
Company Secretary & Compliance Officer



Encl: As above

Diligent Media Corporation Limited
CIN: L22120MH2005PLC151377
Registered office: 18th Floor, "A" Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai -400013
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Audited financial results for the quarter and year ended 31 March 2022

| Particulars | Quarter ended | | | For the year ended on | |
|--|---------------|--------------|-----------------|-----------------------|---------------------------------------|
| | 31-Mar-22 | 31-Dec-21 | 31-Mar-21 | 31-Mar-22 | 31-03-2021 (Restated) (Ref note no 3) |
| | Audited | Unaudited | Audited | Audited | Audited |
| 1 Continuing operations | | | | | |
| a) Revenue from operations | 67 | 225 | 116 | 648 | 315 |
| b) Other income | 69 | 2 | - | 74 | 10 |
| Total Income (a+b) | 136 | 227 | 116 | 722 | 325 |
| 2 Expenses | | | | | |
| a) Cost of Raw Material Consumed | - | - | - | - | - |
| b) Increase/ (Decrease) in inventories | - | - | - | - | - |
| c) Employee benefit expense | 74 | 51 | - | 125 | - |
| d) Finance costs | - | - | - | - | - |
| e) Depreciation and amortisation expense | - | - | - | - | - |
| f) Other expenses | 407 | 808 | (10) | 1,290 | 31 |
| Total expenses { a to f } | 481 | 859 | (10) | 1,415 | 31 |
| Profit/(Loss) before tax and exceptional items | (345) | (632) | 126 | (693) | 294 |
| Less : Exceptional items (net) | | | | | |
| 3 Profit/(Loss) before Tax (1-2) | (345) | (632) | 126 | (693) | 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) | (345) | (632) | 126 | (693) | 294 |
| Discontinued operation (refer note no. 4) | | | | | |
| a) Profit/(Loss) before Tax from discontinued operations before tax | 2,047 | 1,908 | (17,859) | 3,088 | (4,856) |
| b) Tax expenses / (credit) of discontinued operations | (4) | 4 | - | - | - |
| c) Profit / (Loss) from discontinued operations after tax (a-b) | 2,051 | 1,904 | (17,859) | 3,088 | (4,856) |
| 6 Profit / (Loss) for the period {5-5(c)} | 1,706 | 1,272 | (17,733) | 2,395 | (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 | (4) | - | (29) | (4) | - |
| b) Tax impact thereon (Nil-in view of losses) | 1 | - | - | 1 | - |
| Total other comprehensive income { a + b } | (3) | - | (29) | (3) | - |
| 8 Total comprehensive income/(Loss)(6+7) | 1,703 | 1,272 | (17,762) | 2,392 | (4,562) |
| 9 Paid-up equity share capital (face value of Re.1/- each) | 1,177 | 1,177 | 1,177 | 1,177 | 1,177 |
| 10 Other equity | | | | (56,677) | (59,068) |
| 11 Earning/(Loss) per share (of Re. 1 each) not annualised, except for year end. | | | | | |
| Basic & Diluted (for Continuing Business (Rs.)) | (0.29) | (0.54) | 0.11 | (0.59) | 0.25 |
| Basic & Diluted (for Discontinued Business (Rs.)) | 1.74 | 1.62 | (15.17) | 2.62 | (4.13) |
| Basic & Diluted (for Continuing & Discontinued Business (Rs.)) | 1.45 | 1.08 | (15.06) | 2.03 | (3.88) |

Notes to financial results

- The above audited 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 30th May 2022. The Statutory Auditors have carried out the audit of the result for the quarter and year ended 31 March 2022.
- The Company operates in a single reporting segment namely distribution of news through Digital media.



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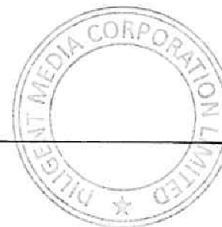
Website: www.dnaindia.com

Email: complianceofficer@dnaindia.com

- 3 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 previous quarter, 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 Considering various factors, financial position and present financial results, no provision for Deferred Tax (DT) is made. 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 in future.
- 5 The Corporate Guarantee provided by Zee Media Corporation Limited (ZMCL) in relation to the Non convertible debentures issued by the company, was invoked and the Debenture dues were settled by ZMCL at Rs.29,000 Lakhs, apart from other payables of Rs.1,933 Lakhs, thus aggregating to Rs.30,923 Lakhs to be paid by the Company to ZMCL, as on the date. During various rounds of discussions with ZMCL, the Company has expressed its inability, due to its stressed financial position, to pay the aforesaid amount entirely in cash. Post discussions, it was mutually agreed to settle the entire outstanding amount by transfer / assignment of Identified Trademarks of the Company valued at Rs. 17,000 lakhs and cash payment of Rs. 1,200 lakhs, aggregating to Rs. 18,200 lakhs. The said terms of settlement were approved by the Board of the Company however the same were disapproved by the members, on account of which the settlement has not yet been effected and stands deferred till the requisite approvals are in place.
- 6 Going Concern, - which indicates that the accumulated losses of the Company as at 31 March 2022 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.
- 7 The Management has its internal assessment as to the realisability of carrying value of the some of the current assets and other assets except provisions have been made for doubtful debts and advances amounting to Rs 298.06 lakhs, Bad debts written off Rs.134.45 lakhs in some of the cases and classified under exceptional items, profit/loss from discontinued operations in the Statement of profit and Loss, and confirmed that for the others no provision for impairment is required. However, we are unable to comment on management's assessment over its recoverability or otherwise in absence of sufficient appropriate audit evidence.
- All related debit and credit balances appearing in the financial statements are pending reconciliation and confirmations from the parties concerned.
- 8 The management of the company has assessed and concluded that there are no material impact, due to COVID-19 pandemic and requires no adjustment in financial results.
- 9 The financial results includes the results for the quarter ended 31 March 2022 and the corresponding quarter ended of the previous year, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures upto the third quarter of the current financial year and the previous financial year respectively, which are subject to limited review by us.
- 10 The figures for the corresponding previous periods have been regrouped, rearranged, or stated wherever necessary, to make them comparable.

For Diligent Media Corporation Limited

Place : Mumbai
Date : 30 May 2022




Ronak Jatwala
Director
DIN: 08812389

Diligent Media Corporation Limited

CIN: U22120MH2005PLC151377

Registered office: 18th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400013

www.dnaindia.com

Statement of Assets and Liabilities as at 31 March 2022

| | (Rs. In lakhs) | |
|--|------------------------|----------------------|
| | As at 31 March 2022 | As at 31 Mar 2021 |
| | Audited | Audited |
| ASSETS | | |
| Non-current assets | | |
| (a) Property, plant and equipment | - | - |
| (b) Intangible assets | - | - |
| (c) Financial assets | | |
| (i) Loans | 6,150 | - |
| (ii) Other financial assets | - | 36 |
| (d) Deferred tax assets (net) | 10,986 | 10,986 |
| (e) Income tax assets (net) | 356 | 458 |
| Total non-current assets | 17,492 | 11,480 |
| Current assets | | |
| (a) Inventories | - | 18 |
| (b) Financial assets | | |
| (i) Trade receivables | 1,273 | 1,574 |
| (ii) Cash and cash equivalents | 168 | 2 |
| (iii) Bank balances other than cash and cash equivalents | - | 1 |
| (iv) Other financial assets | 195 | 163 |
| (c) Other current assets | 1,355 | 40 |
| (d) Assets held for Disposal | - | 7,223 |
| Total current assets | 2,991 | 9,021 |
| Total assets | 20,483 | 20,501 |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| (a) Equity share capital | 1,177 | 1,177 |
| (b) Other equity | (56,677) | (59,068) |
| Total equity | (55,500) | (57,891) |
| Liabilities | | |
| Non-current liabilities | | |
| (a) Financial liabilities | | |
| (i) Borrowings | | |
| Redeemable preference shares | 43,627 | 43,627 |
| (ii) Other financial liabilities | 4 | 4 |
| (b) Provisions | 13 | - |
| Total non-current liabilities | 43,644 | 43,631 |
| Current liabilities | | |
| (a) Financial liabilities | | |
| (i) Borrowings | - | - |
| (ii) Trade payables | | |
| Dues of micro enterprises and small enterprises | 11 | 17 |
| Dues of creditors other than micro enterprises and small enterprises | 427 | 579 |
| (iii) Other financial liabilities | 31,322 | 31,918 |
| (b) Provisions | 1 | 6 |
| (c) Other current liabilities | 578 | 2,241 |
| Total current liabilities | 32,339 | 34,761 |
| Total equities and liabilities | 20,483 | 20,501 |

For Diligent Media Corporation Limited

Place : Mumbai
 Date : 30 May 2022



Rajatwala
 Rajatwala
 Director
 DIN: 08812389

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DILIGENT MEDIA CORPORATION LIMITED
Cash Flow statement for the year ended 31 March 2022

| Particulars | (Rs. In lakhs) | |
|---|-----------------------------|-----------------------------|
| | Year ended 31 March 2022 | Year ended 31 March 2021 |
| A. NET CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit/(Loss) before Tax | 2,395 | (4,562) |
| Profit before Tax | 2,395 | (4,562) |
| Adjustments For : | | |
| Depreciation and amortization Expense | - | 1,100 |
| Impairment Loss on held for sale of assets | - | 9,361 |
| Debentures Interest liability written back* | - | (13,725) |
| Provision for Doubtful advances and interest thereon | 298 | 8,757 |
| Bad debts and advances written off, allowance for credit losses on financial assets (net) | 134 | - |
| Balances written back | (106) | (107) |
| Profit/ (Loss) on sale of fixed assets | 550 | 1 |
| Finance cost | 0 | 150 |
| Interest Income | (99) | (839) |
| Operating loss before working capital changes | 3,172 | 136 |
| Adjustments For : | | |
| (Increase) / decrease in trade and other receivables | (1,974) | 1,074 |
| Increase / (decrease) in trade and other payables | (2,304) | 27,244 |
| Cash generated from operations | (1,106) | 28,454 |
| Direct taxes (net of refunds) | 99 | 123 |
| Net cash flow from / (used) in operating activities(A) | (1,007) | 28,578 |
| Net cash provided by operating activities | (1,007) | 28,577 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Sale of property ,plant and equipment | - | 3 |
| Interest received | 99 | - |
| Loan given | (6,150) | - |
| Net cash used in investing activities | (6,051) | 3 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment of short term borrowings | - | (29,000) |
| Proceeds from Assets held for Disposal | 7,223 | - |
| Finance cost | (0) | - |
| Net cash flow from/(used) in financing activities | 7,223 | (29,000) |
| Net cash used in financing activities (C') | 7,223 | (29,000) |
| Net increase/(decrease) in cash and cash equivalents(A+B+C) | 165 | (420) |
| Cash/Cash Equivalents at the beginning of the year | 3 | 423 |
| Cash and cash equivalents at the end of the year | 168 | 3 |

Notes:

*Previous year repayment of short term borrowings of Rs.427,24.83 lakhs comprising of Rs.290,00 Lakhs settled with Debenture Trustees by the guarantor viz., Zee Media Corporation Ltd., (ZMCL, the Guarantor) and and Rs.137,25.00 Lakhs interest reversal, no more required. The said transaction does not involve any cash outflow as the same is paid by ZMCL through a Settlement agreement between the Company,ZMCL and Debenture Trustee as detailed in Note to the financial results.





**INDEPENDENT AUDITOR'S REPORT
ON THE AUDITED FINANCIAL RESULTS
FOR THE QUARTER AND YEAR ENDED 31 MARCH, 2022**

To Board of Directors of
DILIGENT MEDIA CORPORATION LIMITED

OPINION AND CONCLUSION

1. We have (a) audited the accompanying Statement of Standalone Financial Results for the year ended 31 March 2022 and (b) reviewed the Standalone Financial Results for the quarter ended 31 March 2022 (refer 'Other Matters' section below) which were subject to limited review by us, both included in the accompanying 'Statement of Standalone financial results for the quarter and year ended 31 March 2022 (the "Statement")', of DILIGENT MEDIA CORPORATION LIMITED (the Company), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "listing regulations").

a. Opinion on Annual Standalone Financial Results

In our opinion and to the best of our information and according to the explanations given to us, these financial results, read with the Other Matters in Note 5 below and to Notes to the Statement:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. gives a true and fair view, read with the notes to accounts, in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net loss for the quarter and for the year ended 31 March 2022, with total comprehensive income and other financial information of the Company for the then year ended March 31, 2022.

b. Conclusion on Unaudited Standalone Financial Results for the quarter ended 31 March 2022



INDEPENDENT AUDITOR'S REPORT FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

With respect to the Standalone Financial Results for the quarter ended 31 March 2022 based on our review conducted as stated in paragraph (4b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Standalone Financial Results for the quarter ended 31 March 2022, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 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 Discloser Requirements) Regulations, 2015, as amended including the manner in which it is to be disclosed, or that it contains any material misstatement.

BASIS OF OPINION:

2. We conducted our audit of the Statement in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by ICAI together with the ethical requirements that are relevant to our audit of the Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

MANAGEMENT'S RESPONSIBILITIES FOR THE FINANCIAL RESULTS

3. This Statement, is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related audited Financial Statements for the year ended March 31, 2022 and audited interim Condensed Financial Statements prepared for the quarters and for the year ended March 31, 2022. The Company's Board of Directors are responsible for the preparation and presentation of the Financial Results that give a true and fair view of the net profit for the quarter and for the year ended March 31, 2022 and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Ind AS and prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate



INDEPENDENT AUDITOR'S REPORT FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

AUDITOR'S RESPONSIBILITIES

4. (a). Audit of the Standalone Financial Results for the year ended 31 March 2022

Our objectives are to obtain reasonable assurance about whether the Financial Results as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as



INDEPENDENT AUDITOR'S REPORT FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

- fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
 - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Financial Results, including the disclosures, and whether the Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the Financial Results of the Company to express an opinion on the Financial Results.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



INDEPENDENT AUDITOR'S REPORT FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Standalone Financial Results for the quarter ended 31 March 2022

We conducted our review of the Standalone Financial Results for the quarter ended 31 March 2022 in accordance with the Standard on Review Engagement (SRE) 2410 on 'Review of Interim Financial Information performed by the Independent Auditor of the Entity', issued by the ICAI. 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 SAs specified under section 143(10) of the Act 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.

5. OTHER MATTERS:

Reference is invited to the following notes of the financial results:

- (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'. 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 previous quarter, the said assets held for sale had been sold and accordingly profit or (Loss) arising therefrom have been reported in the above financial results.
- (ii) Note no.4 relating to non-provision of Deferred Tax-Considering various factors, financial position and present financial results, no provision for Deferred Tax (DT) is made. 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 in future.



INDEPENDENT AUDITOR'S REPORT FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

- (iii) Note no.5 relating to repayment of Non-convertible Debentures issued by the Company-The Corporate Guarantee provided by Zee Media Corporation Limited (ZMCL) in relation to the Non-convertible debentures issued by the company, was invoked and the Debenture dues were settled by ZMCL at Rs.29,000 Lakhs, apart from other payables of Rs.1,933 Lakhs, thus aggregating to Rs.30,923 Lakhs to be paid by the Company to ZMCL, as on the date. During various rounds of discussions with ZMCL, the Company has expressed its inability, due to its stressed financial position, to pay the aforesaid amount entirely in cash. Post discussions, it was mutually agreed to settle the entire outstanding amount by transfer / assignment of Identified Trademarks of the Company valued at Rs. 17,000 lakhs and cash payment of Rs. 1,200 lakhs, aggregating to Rs. 18,200 lakhs. The said terms of settlement were approved by the Board of the Company however the same were disapproved by the members, on account of which the settlement has not yet been effected and stands deferred till the requisite approvals are in place
- (iv) Note No.6 related to Going Concern, which indicates that the accumulated losses of the Company as at 31 March 2022 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.
- (v) Note no.7 relating to impairment test, it is stated that the Management has its internal assessment as to the realisability of carrying value of the some of the current assets and other assets except provisions have been made for doubtful debts and advances amounting to Rs 298.06 lakhs, Bad debts written off Rs.134.45 lakhs in some of the cases and classified under exceptional items, profit/loss from discontinued operations in the Statement of profit and Loss, and confirmed that for the others no provision



INDEPENDENT AUDITOR'S REPORT FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

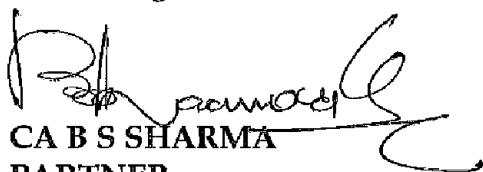
for impairment is required. However, we are unable to comment on management's assessment over its recoverability or otherwise in absence of sufficient appropriate audit evidence.

All related debit and credit balances appearing in the financial statements are pending reconciliation and confirmations from the parties concerned.

- (vi) Note no.8 The management of the company has assessed and concluded that there are no material impact, due to COVID-19 pandemic and requires no adjustment in financial results.
- (vii) Note no.9 The financial results includes the results for the quarter ended 31 March 2022 and the corresponding quarter ended of the previous year, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures upto the third quarter of the current financial year and the previous financial year respectively, which are subject to limited review by us.

Our opinion is not modified in respect of these matters.

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


**CA B S SHARMA
PARTNER**

**Membership Number FCA 031578
UDIN No. 22031578AJXTCI5296**

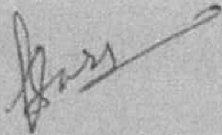


**Place: Mumbai
Dated:30 May 2022**

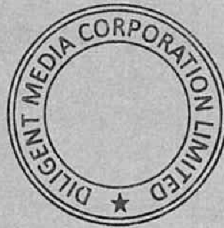
Declaration in respect of Unmodified Opinion on Audited Financial Results for the Financial Year ended March 31, 2022

Pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Prashant Barua, Chief Financial Officer of the Company, hereby declare and confirm that the Statutory Auditors of the Company viz. M/s B S Sharma & Co. Chartered Accountants, have issued an Unmodified Audit Report on Annual Audited Financial Results of the Company for the financial year ended March 31, 2022.

For Diligent Media Corporation Limited



Prashant Barua
Chief Financial Officer



Date: May 30, 2022



Annexure

Details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

Appointment of Statutory Auditors

In pursuance to applicable provisions of Companies Act, 2013, the second term of M/s B S Sharma & Co. Chartered Accountants (Firm Registration No. 128249W), Statutory Auditors of the Company expires on the conclusion of 17th Annual General Meeting of the Company to be held in the year 2022 and they are not eligible for re-appointment for further term.

Based on the recommendation of the Audit Committee of the Company, the Board has approved the appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number – 101169W/W-100035), as the Statutory Auditor of the Company for a period of 5 (five) years from the conclusion of 17th Annual General Meeting of the Company to be held in the year 2022 till the conclusion of 22nd Annual General Meeting to be held in the year 2027, which is further subject to the approval of the shareholders of the Company.

The aforesaid change in the Statutory Auditors of the Company is in compliance with the requirements of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

Brief profile of MGB & Co. LLP, Chartered Accountants

MGB & Co. LLP ("MGB") is a firm with more than 40 years of experience having 7 Partners and branch offices in Mumbai, Delhi, Jaipur and Bangalore. MGB has diverse mix of Professionals i.e. Chartered Accountants, MBA's, CPAs, Company Secretaries and Lawyers. MGB has Young team with experienced Senior Management. MGB's current service offerings include Assurance Services, Tax Advisory and Compliance Services, Operations and Risk consulting Services, Transaction Advisory Services etc. MGB is amongst the Leading Tax Firms in India as per International Tax Review's World Tax 2015 ratings. MGB is one of the very few firms in India, to be eligible and accepted to be empaneled with the Government bodies such as Comptroller & Auditor General of India, Income Tax Department, Telecom Regulatory Authority of India, National Highway Authority of India (NHAI), Reserve Bank of India (RBI), Life Insurance Corporation of India and Securities and Exchange Board of India (SEBI).

