

September 28, 2023

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| National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: DNAMEDIA — EQ | BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: 540789 |
|---|---|

Kind Attn. : Manager - Corporate Relationship Department
Subject : i. Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
ii. Proceedings of 18th Annual General Meeting of the Company held today viz. September 28, 2023 and Voting Results thereof

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that the 18th Annual General Meeting ('AGM') of the Company was held today i.e. Thursday, September 28, 2023 at 14:30 Hrs (IST) through Video Conferencing / Other Audio Visual Means, in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') in this regard and the business(es) mentioned in the Notice dated August 14, 2023 convening the AGM were transacted at the said AGM.

In terms of applicable regulatory provisions, the Directors present at the AGM, elected Mrs. Shilpi Asthana, Independent Woman Director of the Company as Chairperson for the AGM. Requisite quorum being present, the meeting was called to order at 14:30 Hrs.

In this regard, please find enclosed the following:

1. Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as **Annexure 1**;
2. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations as **Annexure 2**; and
3. Consolidated Report of the Scrutinizer dated September 28, 2023, on remote e-voting and electronic voting at the AGM as **Annexure 3**.

The above results will also be available on the website of the Company (i.e. www.dnaindia.com) and on the website of National Securities Depository Limited ('NSDL') (i.e. www.evoting.nsdl.com).

This is for your information and record.

Thanking you,

Yours faithfully,
For Diligent Media Corporation Limited


Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership No. A37410
Contact Number: +91-120-715-3000



Encl. as above

Diligent Media Corporation Limited

Regd. Office: 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai-400 013, Maharashtra

Tel: +91 22 71055001 Website: www.dnaindia.com CIN: L22120MH2005PLC151377 E-mail: complianceofficer@dnaindia.com

SUMMARY OF PROCEEDINGS OF THE 18th ANNUAL GENERAL MEETING OF THE COMPANY

The 18th Annual General Meeting ('AGM') of the Company was held today viz. Thursday, the 28th day of September, 2023, at 14:30 Hrs (IST), through Video Conferencing / Other Audio Visual Means in accordance with the applicable provisions of Companies Act, 2013 read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also in terms of the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time in this regard.

Mrs. Jyoti Upadhyay, Company Secretary & Compliance Officer welcomed the members and other attendees at the 18th Annual General Meeting. The Directors were present for the meeting through Video Conferencing / physical mode. The representatives of the Statutory Auditors, Secretarial Auditors and Internal Auditors, were also present through Video Conferencing mode. Mr. Sushant Mohan, Chief Executive Officer and Mr. Prashant Barua, Chief Financial Officer of the Company were also present in the meeting.

The Company Secretary informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the AGM. The Members were informed that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice convening the meeting.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had extended the E-voting facility to the Members of the Company in respect of all the businesses to be transacted at the Annual General Meeting, through the electronic voting platform of National Securities Depository Limited ('NSDL'). It was further informed that the Remote E-voting commenced from September 25, 2023, at 9:00 A.M. (IST) and ended on September 27, 2023, at 5:00 P.M. (IST).

Members who had not cast their votes electronically earlier and who were participating in the meeting would be able to cast their votes during the meeting and 15 minutes after the meeting through the e-voting system provided by NSDL. The Company Secretary informed the Members that the necessary Registers and documents referred to in the Notice of the 18th AGM were available for inspection electronically on the website of the Company and also through the link of NSDL.

Thereafter, the Company Secretary introduced the Directors and Key Managerial Personnel, attending the AGM of the Company, as detailed below:

| Name | Designation |
|------------------------|--|
| Mrs. Shilpi Asthana | Independent Woman Director and Chairperson of Board and Audit Committee |
| Mr. Manoj Agarwal | Independent Director and Chairman of Nomination and Remuneration Committee |
| Mr. Prakash Vaghela | Independent Director |
| Mr. Nishikant Upadhyay | Non-Executive Director |
| Mr. Ronak Jatwala | Non-Executive Director and Chairman of Stakeholder Relationship Committee |
| Mr. Mukesh Jindal | Non-Executive Director |
| Mr. Sushant S Mohan | Chief Executive Officer |
| Mr. Prashant Barua | Chief Financial Officer |

In terms of the applicable regulatory provisions, the Directors present at the AGM elected Mrs. Shilpi Asthana, an Independent Woman Director of the Company, as Chairperson for the AGM.

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The requisite quorum being present through electronic means, the Chairperson called the meeting to order. Mrs. Asthana addressed the members' *inter-alia* informing them about the business performance, outlook, etc. of the Company.

The Notice convening the AGM of the Company and Annual Report for Financial Year 2022-23, was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members.

Thereafter, the Question & Answer (Q&A) forum was opened for the registered speakers to seek clarification or offer any comments related to the resolutions or Financial Statements and Operations of the Company. Total 09 speaker shareholders raised queries/made comments on the financial performance and other relevant matters for which necessary clarifications and responses were provided by Mr. Sushant S Mohan, Chief Executive Officer and Mr. Prashant Barua, Chief Financial Officer of the Company.

The members were further informed, that Mrs. Neelam Gupta (Membership No. F3135), Company Secretary, proprietor of Neelam Gupta & Associates, has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner. The Consolidated Scrutinizer's Report will be submitted to the Stock Exchanges upon conclusion of the AGM, within prescribe time, and will also be uploaded at the website of the Company and NSDL.

The Chairperson thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations.

The members were also informed that upon conclusion of the AGM, which happened at 15:54 Hrs, the E-voting platform shall remain open for 15 minutes for voting, post which the process of unblocking of votes shall be initiated, in terms of applicable provisions of law.

64 Shareholders were present in the AGM through Video Conferencing.

Details of the Participation and Agenda items transacted at the Annual General Meeting of the Company held on September 28, 2023, are as follows:

| Description | Particulars |
|---|--------------------|
| Date of Annual General Meeting | September 28, 2023 |
| Total number of Shareholders on record date (i.e the cut-off date for determining the Shareholders entitled to Remote E-Voting / E-Voting during AGM - September 21, 2023) | 83601 |
| Total Number of Shareholders present in the meeting through Video Conferencing | |
| a) Promoters & Promoter Group | 4 |
| b) Public | 60 |

| | |
|-------------------------|---|
| Resolution No. 1 | Ordinary Resolution: To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with reports of the Board of Directors and Auditors thereon. |
| Type of Business | Ordinary Business |
| Mode of Voting | Remote E-voting and E-Voting at AGM |

| | |
|-------------------------|--|
| Resolution No. 2 | Ordinary Resolution: To re-appoint Mr. Nishikant Upadhyay (Director Identification Number: 07779721), as Non-Executive Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment. |
| Type of Business | Ordinary Business |
| Mode of Voting | Remote E-voting and E-Voting at AGM |




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| | |
|-------------------------|--|
| Resolution No. 3 | <u>Special Resolution</u> : Re-appointment of Mr. Prakash Vaghela (Director Identification Number: 07768595) as an Independent Director of the Company, for a second term of 5 (Five) years. |
| Type of Business | Special Business |
| Mode of Voting | Remote E-voting and E-Voting at AGM |

| | |
|-------------------------|---|
| Resolution No. 4 | <u>Ordinary Resolution</u> : To approve Material Related Party Transactions between the Company and Indiadotcom Digital Private Limited |
| Type of Business | Special Business |
| Mode of Voting | Remote E-voting and E-Voting at AGM |

Mrs. Neelam Gupta, Company Secretary, proprietor of Neelam Gupta & Associates, who was appointed as the Scrutinizer has submitted her consolidated report on Remote E-voting and E-voting during the AGM dated September 28, 2023 to the Chairperson of the AGM.

Basis the consolidated report of the Scrutinizer dated September 28, 2023, below are the Voting results for all the resolutions forming part of the AGM notice:

| S. No | Resolution Description | Type | Voting Result |
|-------|--|----------|---------------|
| 1 | To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with reports of the Board of Directors and Auditors thereon | Ordinary | Approved |
| 2 | To re-appoint Mr. Nishikant Upadhyay (Director Identification Number: 07779721), as Non-Executive Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment | Ordinary | Approved |
| 3 | Re-appointment of Mr. Prakash Vaghela (Director Identification Number: 07768595) as an Independent Director of the Company, for a second term of 5 (Five) years | Special | Approved |
| 4 | To approve Material Related Party Transactions between the Company and Indiadotcom Digital Private Limited | Ordinary | Not Approved |

Copy of the Scrutinizer's report along with requisite particulars of Remote E-voting and E-voting conducted during the AGM Results as per Regulation 44(3) of the Listing Regulations is enclosed herewith for your information and record.

Thanking you.

Yours Sincerely,

For Diligent Media Corporation Limited


Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership No. A37410



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| Voting results | |
|---|------------|
| Record date | 21-09-2023 |
| Total number of shareholders on record date | 83601 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 4 |
| b) Public | 60 |
| No. of resolution passed in the meeting | 4 |



Dilip Padhyay

Diligent Media Corporation Limited

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| Resolution (1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with reports of the Board of Directors and Auditors thereon | | | | |
| 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 |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 73173769 | 73173769 | 100.0000 | 73173769 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 73173769 | 73173769 | 100.0000 | 73173769 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 5325030 | 4677355 | 87.8372 | 4677355 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 5325030 | 4677355 | 87.8372 | 4677355 | 0 | 100.0000 |
| Public-Non Institutions | E-Voting | 39209219 | 3756395 | 9.5804 | 3752481 | 3914 | 99.8958 | 0.1042 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 39209219 | 3756395 | 9.5804 | 3752481 | 3914 | 99.8958 |
| Total | | 117708018 | 81607519 | 69.3305 | 81603605 | 3914 | 99.9952 | 0.0048 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

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| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To re-appoint Mr. Nishikant Upadhyay (Director Identification Number: 07779721), as Non-Executive Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment | | | | |
| 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 |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 73173769 | 73173769 | 100.0000 | 73173769 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 73173769 | 73173769 | 100.0000 | 73173769 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 5325030 | 4677355 | 87.8372 | 4677355 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 5325030 | 4677355 | 87.8372 | 4677355 | 0 | 100.0000 |
| Public-Non Institutions | E-Voting | 39209219 | 3756395 | 9.5804 | 3750078 | 6317 | 99.8318 | 0.1682 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 39209219 | 3756395 | 9.5804 | 3750078 | 6317 | 99.8318 |
| Total | | 117708018 | 81607519 | 69.3305 | 81601202 | 6317 | 99.9923 | 0.0077 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

Nishikant Upadhyay



Diligent Media Corporation Limited

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| Resolution (3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Mr. Prakash Vaghela (Director Identification Number: 07768595) as an Independent Director of the Company, for a second term of 5 (Five) years | | | | |
| 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 |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 73173769 | 73173769 | 100.0000 | 73173769 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 73173769 | 73173769 | 100.0000 | 73173769 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 5325030 | 4677355 | 87.8372 | 4677355 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 5325030 | 4677355 | 87.8372 | 4677355 | 0 | 100.0000 |
| Public-Non Institutions | E-Voting | 39209219 | 3756395 | 9.5804 | 3749826 | 6569 | 99.8251 | 0.1749 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 39209219 | 3756395 | 9.5804 | 3749826 | 6569 | 99.8251 |
| Total | | 117708018 | 81607519 | 69.3305 | 81600950 | 6569 | 99.9920 | 0.0080 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

Prati Padhyay



Diligent Media Corporation Limited

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| Resolution (4) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To approve Material Related Party Transactions between the Company and Indiadotcom Digital Private Limited | | | | |
| 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 |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 73173769 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 73173769 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Institutions | E-Voting | 5325030 | 4677355 | 87.8372 | 0 | 4677355 | 0.0000 | 100.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 5325030 | 4677355 | 87.8372 | 0 | 4677355 | 0.0000 | 100.0000 |
| Public-Non Institutions | E-Voting | 39209219 | 3756032 | 9.5795 | 3751570 | 4462 | 99.8812 | 0.1188 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39209219 | 3756032 | 9.5795 | 3751570 | 4462 | 99.8812 | 0.1188 |
| Total | | 117708018 | 8433387 | 7.1647 | 3751570 | 4681817 | 44.4847 | 55.5153 |
| Whether resolution is Pass or Not. | | | | | | | No | |




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NEELAM GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT FOR E-VOTING OF DILIGENT MEDIA CORPORATION LIMITED [Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairperson,
18th Annual General Meeting of the Equity Shareholders of
Diligent Media Corporation Limited
{CIN:L22120MH2005PLC151377}**

**Sub: Consolidated Result of Voting conducted through Remote Electronic Voting and
Electronic Voting at the 18th Annual General Meeting of Diligent Media
Corporation Limited held on Thursday, September 28, 2023 at 02:30 P.M. (IST)
through video conferencing/other audio visual means**

Dear Madam,

I, Neelam Gupta, Practicing Company Secretary having office at D2/16, Daryaganj, New Delhi - 110002, was appointed as a Scrutinizer by the Board of Directors of Diligent Media Corporation Limited ("the Company"), *vide* Resolution passed in the Board Meeting held on August 14, 2023 for the purpose of scrutinizing the Remote E-Voting that commenced on Monday, September 25, 2023 at 9:00A.M. (IST) and ended on Wednesday, September 27, 2023 at 5:00 P.M. (IST) and E-voting at the 18th Annual General Meeting ('AGM') of Diligent Media Corporation Limited held on Thursday, September 28, 2023 at 02:30 P.M. (IST) through video conferencing ('VC') /other audio visual means ('OAVM'), as per the Notice dated August 14, 2023 calling the AGM of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the Resolutions proposed in the Notice of the AGM of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and electronic voting at the virtual meeting, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairperson on the Resolutions, based on the reports generated from the remote electronic voting system and electronic voting system of National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company.

Since this AGM was held through VC or OVAM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with. The deemed venue of the AGM is the registered office of the Company.

I hereby report as under:



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1. The Company has through NSDL, the authorised agency engaged by the Company, dispatched the Notice calling the AGM of the Company for the Financial Year 2022-23, along with e-voting instructions to 68754 Shareholders, whose email addresses were registered with the Company/ Depository Participants / Depositories, by E-mail only on September 06, 2023 as per the records of the shareholders of the Company as on September 01, 2023, pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars").
2. In terms of the requirement of Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the Company has duly given a Public Notice by way of an advertisement in two newspapers viz. "Free Press Journal" (All Editions) and "Navshakti" (Mumbai Edition) on August 25, 2023, specifying that the AGM will be held through VC or OAVM facility and also specifying other requirements as enumerated in the aforementioned circular.
3. As prescribed in clause (v) of sub rule 4 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, published in nation-wide edition of English Newspaper viz. 'Free Press Journal' and in Mumbai Edition of Marathi Newspaper viz. 'Navshakti' on September 07, 2023 regarding Notice calling the AGM of the Company and information pertaining to the E-voting.
4. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the facility of voting to 1,95,909 shareholders, holding fully paid up equity shares of the Company, to cast votes electronically upto September 27, 2023 through remote e-voting on NSDL platform and by means of E-voting at the 18th AGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of fully paid up equity shareholding as on cut-off date i.e. Thursday, September 21, 2023.
5. The Company provided the facility of electronic remote e-voting to the eligible shareholders of the Company from Monday, September 25, 2023 at 9:00 A.M. (IST) upto Wednesday, September 27, 2023 at 5:00 P.M.(IST) through the platform of NSDL, by accessing through <https://www.evoting.nsdl.com>. NSDL has been engaged by the Company as the service provider for providing facility of e-voting to the shareholders of the Company.
6. At the 18th AGM of the Company held on Thursday, September 28, 2023, E-voting was announced on all the resolutions, to facilitate the members present in the meeting, through VC/OAVM mode who could not record their votes through remote e-voting process earlier. NSDL was the service provider of the facility of voting to the shareholders through E-Voting. The Board of Directors of the Company had appointed me as Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during the AGM and kept open fifteen minutes after the AGM proceedings for E-Voting by members.
7. Pursuant to Rule 20(xii) of Companies (Management & Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on September 28, 2023 at 04:09 P.M. (IST) in the presence of two independent witnesses viz. Mr. Supreet Singh and Ms. Tuba, who are associated with me and not in employment of the Company.



8. Based on the reports generated from the Remote E-Voting system provided by NSDL and E-voting conducted during the AGM through NSDL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the AGM as under:

a) As an Ordinary Resolution- Item No.1

Adoption of the Audited Financial Statements and Report of the Board of Directors and Auditors thereon for the Financial Year 2022-23

| MODE | VALID BALLOTS | VALID VOTES | FAVOUR | | | AGAINST | | |
|----------|---------------|-------------|---------|----------|----------|---------|-------|----------|
| | | | BALLOTS | VOTES | VOTING % | BALLOTS | VOTES | VOTING % |
| E-Voting | 263 | 81607519 | 249 | 81603605 | 99.995 | 14 | 3914 | 0.005 |

b) As an Ordinary Resolution- Item No.2

Re-appointment of Mr. Nishikant Upadhyay (DIN: 07779721), as Non-Executive Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment

| MODE | VALID BALLOTS | VALID VOTES | FAVOUR | | | AGAINST | | |
|----------|---------------|-------------|---------|----------|----------|---------|-------|----------|
| | | | BALLOTS | VOTES | VOTING % | BALLOTS | VOTES | VOTING % |
| E-Voting | 263 | 81607519 | 242 | 81601202 | 99.992 | 21 | 6317 | 0.008 |

c) As a Special Resolution - ItemNo.3

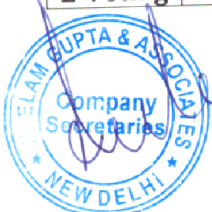
Re-appointment of Mr. Prakash Vaghela (DIN: 07768595) as an Independent Director of the Company, for a second term of 5 (Five) years

| MODE | VALID BALLOTS | VALID VOTES | FAVOUR | | | AGAINST | | |
|----------|---------------|-------------|---------|----------|----------|---------|-------|----------|
| | | | BALLOTS | VOTES | VOTING % | BALLOTS | VOTES | VOTING % |
| E-Voting | 263 | 81607519 | 240 | 81600950 | 99.992 | 23 | 6569 | 0.008 |

d) As an Ordinary Resolution - Item No. 4

To approve Material Related Party Transactions between the Company and Indiadotcom Digital Private Limited

| MODE | VALID BALLOTS | VALID VOTES | FAVOUR | | | AGAINST | | |
|----------|---------------|-------------|---------|---------|----------|---------|---------|----------|
| | | | BALLOTS | VOTES | VOTING % | BALLOTS | VOTES | VOTING % |
| E-Voting | 253 | 8433387 | 229 | 3751570 | 44.485 | 24 | 4681817 | 55.515 |



Based on the above, the Resolution Nos. 1 to 3 have been duly approved by the shareholders under remote e-voting and electronic voting at the AGM with the requisite majority and the Resolution No. 4 has not received requisite majority of votes in favour. The results of the voting by members through remote e-voting and electronic voting at the AGM in the respect of above mentioned resolutions may accordingly be declared by the Company.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through Remote E-Voting and E-voting at AGM. I shall be arranging to hand over these records to Ms. Jyoti Upadhyay, Company Secretary & Compliance Officer (Membership No. A37410) of the Company for safe keeping.

Thanking you,
Yours faithfully,

For Neelam Gupta & Associates


Neelam Gupta

Practicing Company Secretary

Membership No. : F3135

PCS No. : 6950

PR No. : 747/2020

UDIN : F003135E001113145



Place : New Delhi

Date : September 28, 2023