



October 1, 2022

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 <i>NSE Symbol : DNAMEDIA</i>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 <i>Scrip Code : 540789</i>
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**Kind Atten. : Manager – Corporate Relationship**  
**Subject : Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Board / Annual General Meeting**

Dear Sir/Madam,

This is in continuation to our previous communications / disclosures in respect of the 17<sup>th</sup> Annual General Meeting (“AGM”) of the Company including submission of annual report for the Financial Year 2021-22 and our communication dated September 30, 2022 in respect of proceedings of AGM held on September 30, 2022 and voting results thereof

In this regard, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), this is to inform you that the members of the Company at the 17<sup>th</sup> AGM held on September 30, 2022 has, *inter-alia*, approved the below agenda items with requisite majority:

*Ordinary businesses:*

- Audited Financial Statements for the financial year ended March 31, 2022, including the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Statement of Cash Flow for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- Re-appointment of Mr. Ronak Jatwala (Director Identification Number: 08812389), who retires by rotation at 17<sup>th</sup> Annual General Meeting and being eligible, offers himself for re-appointment.
- Appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number – 101169W/W100035) as Statutory Auditors and fixing of their remuneration

*Special businesses:*

- Appointment of Mr. Mukesh Jindal (Director Identification Number: 02589636) as a Non - Executive Non - Independent Director of the Company
- Alteration of Memorandum of Association of the Company
- Adoption of restated Articles of Association
- Approval of related party transaction for Settlement of outstanding due to Zee Media Corporation Limited (“ZMCL”)



**Diligent Media Corporation Limited**

**Regd. Office:** 18<sup>th</sup> Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai-400 013

**Tel:** +91 22 7106 1234

**Website:** [www.dnaindia.com](http://www.dnaindia.com)

**CIN:** L22120MH2005PLC151377

**E-mail:** [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com)



The details required under Regulation 30 of SEBI (Listing Regulations), 2015 read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015, in respect of the applicable above mentioned matters, is provided in **Annexure 1**.

This is for your information and records.

Thanking you,

For **Diligent Media Corporation Limited**



**Jyoti Upadhyay**

**Company Secretary & Compliance Officer**

*Membership No. A37410*

*Contact No.: + 91-120-715 3000*

Encl.: As above

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## Annexure 1

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

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**A. Re-appointment of Mr. Ronak Jatwala (Director Identification Number: 08812389), who was liable to by rotation at the 17th Annual General Meeting and has been re-appointed**

1. **Reasons for change viz. appointment ~~resignation, removal, death or otherwise~~:** Mr. Ronak Jatwala, Non-Executive Director of the Company, liable to retire by rotation at the AGM held on September 30, 2022, has been re-appointed by the shareholders.
2. **Date of Appointment/Cessation (as applicable):** September 30, 2022
3. **Term of appointment:** Appointed as a Non- Executive Director, liable to retire by rotation
4. **Brief Profile (in case of Appointment):** Mr. Ronak Jatwala, is an Engineering Graduate from Mumbai University and has done his master's in management studies in the field of Finance and completed CFA Program. He has experience spanning across Corporate Finance – Fund Raising & Acquisition Financing, Strategy and Treasury amongst others in Promoter led organizations in various Industries i.e. Media & Entertainment, Education, Infrastructure, Lifestyle, etc.
5. **Disclosure of Relationships between Directors (in case of Appointment of a Director):** Not related with any Director(s) on the Board of the Company.

**B. Appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number – 101169W/W100035) as Statutory Auditors and fixing of their remuneration**

1. **Reasons for change viz. appointment ~~resignation, removal, death or otherwise~~:** In terms of applicable provisions of Companies Act, 2013, the second consecutive term of the existing Statutory Auditors of the Company viz. B S Sharma & Co, Chartered Accountants expired on the conclusion of 17th Annual General Meeting of the Company held on September 30, 2022 and the Shareholders have approved the appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number – 101169W/W-100035) as the new Statutory Auditors of the Company.
2. **Date of Appointment/Cessation (as applicable):** September 30, 2022
3. **Term of appointment:** MGB & Co. LLP, Chartered Accountants (Firm Registration Number – 101169W/W-100035), have been appointed as the Statutory Auditor of the Company for a first term of 5 (five) consecutive years from September 30, 2022 till the conclusion of the 22<sup>nd</sup> Annual General Meeting to be held in the calendar year 2027.
4. **Brief Profile (in case of Appointment):** 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

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Highway Authority of India (NHAI), Reserve Bank of India (RBI), Life Insurance Corporation of India and Securities and Exchange Board of India (SEBI).

5. **Disclosure of Relationships between Directors (in case of Appointment of a Director):** Not Applicable

**C. Appointment of Mr. Mukesh Jindal (Director Identification Number: 02589636) as a Non - Executive Non - Independent Director of the Company**

1. **Reasons for change viz. appointment ~~resignation, removal, death or otherwise:~~** Appointment as the Non-Executive Director of the Company.
2. **Date of Appointment/~~Cessation~~ (as applicable):** October 26, 2021
3. **Term of appointment:** Mr. Mukesh Jindal was appointed as an Additional Director of the Company by the Board on October 26, 2021. The Shareholders have at the AGM held on September 30, 2022 have approved his appointment as the Non- Executive Director of the Company, liable to retire by rotation
4. **Brief Profile (in case of Appointment):** Mr. Mukesh Jindal, Graduated from Kurukshetra University, and is an industry veteran with working experience of over 26 years spanning in Digital Media Sector. He is also engaged in various social activities including Child Labour, Drug Abuse, Swachh Bharat Abhiyan etc.
5. **Disclosure of Relationships between Directors (in case of Appointment of a Director):** Not related with any Director(s) on the Board of the Company.

**D. Alteration of Memorandum of Association of the Company and Adoption of restated Articles of Association**

Post suspension of Printing and Publication of Newspaper and Magazine, the company continues to engage in the business of distribution of news through digital media (operation of website). To bring clarity in the existing object clause of Memorandum of Association ("MOA") and to specifically cover the current businesses/ activities of the Company, the shareholders of the Company approved amendment of the Main Object clause of the Memorandum of Association and adopted the new format of MOA for public companies limited by shares prescribed under Companies Act, 2013 (the "Act").

To bring the existing Articles of Association ('AOA') of the Company in line with the provisions of Companies Act, 2013 and the SEBI Listing Regulations, the shareholders of the Company adopted a comprehensive new set of Articles of Association of the Company ("New Articles") in substitution of and to the exclusion of the existing AOA.



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