



September 30, 2022

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	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 Scrip Code : 540789
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Subject: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Proceedings of 17th Annual General Meeting of the Company held today viz. September 30, 2022

Dear Sir,

This is to inform you that the 17th Annual General Meeting ("AGM") of the Company was held today i.e. Friday, September 30, 2022 at 02:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means, in accordance with the circular(s) issued by Ministry of Corporate Affairs and other applicable provisions of the Companies Act, 2013 and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard and the business(es) mentioned in the Notice dated September 1, 2022 convening the AGM were transacted at the said AGM.

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 30, 2022, on remote e-voting and e-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 (i.e. www.evoting.nsdl.com).

This is for your information and record.

Thanking you.

For **Diligent Media Corporation Limited**


Jyoti Upadhyay
Company Secretary & Compliance Officer

Membership No. A37410

M. No. 8285268826

Encl. as above



Annexure 1

SUMMARY OF PROCEEDINGS OF THE 17th ANNUAL GENERAL MEETING OF THE COMPANY

The 17th Annual General Meeting ("AGM") of the Company was held today viz. Friday, the 30th day of September, 2022, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of Companies Act, 2013 read with the Rules 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.

Ms. Jyoti Upadhyay, Company Secretary & Compliance Officer welcomed the members to AGM and informed that all the Directors of the Company attended the AGM from their respective locations, including the Statutory Auditors and Secretarial Auditor. 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.

Ms. Shilpi Asthana, Chairperson of the Board, took the Chair and conducted the proceedings of 17th AGM.

As there was requisite quorum present, the meeting was called in order.

The Company Secretary informed the Members 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 26, 2022 at 9:00 A.M. (IST) and ended on September 29, 2022 at 5:00 P.M. (IST).

Members who had not cast their votes electronically earlier, as well as members who were participating in the meeting would be able to cast their votes during the meeting and 15 minutes after the conclusion of 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 calling the 17th AGM were available for inspection electronically on the website of the Company and through the link of NSDL. Thereafter, the Company Secretary introduced the following Directors, attending the AGM of the Company.

Ms. Shilpi Asthana, Independent Director & Chairperson of the Board and Audit Committee
Mr. Manoj Agarwal, Independent Director & Chairman of – Nomination & Remuneration Committee
Mr. Ronak Jatwala, Non-Executive Director and Chairman of Stakeholder Relationship Committee
Mr. Prakash Vaghela, Independent Director
Mr. Mukesh Jindal, Non-Executive Director and
Mr. Nishikant Upadhyay, Non- Executive Director





The Chairperson was requested to address the members and commence the proceeding of meeting. Ms. 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 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. Responses were provided by Mr. Prashant Barua, Chief Financial Officer of the Company.

The Company Secretary informed the members that Ms. Mita Pushpal Sanghavi, Practicing Company Secretary, has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and electronic voting at the AGM. She further stated that consolidated results of remote e-voting and voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and the same shall also be intimated to the Stock Exchanges. The members were further informed that the Company had provided remote e-voting facility offered by NSDL for Equity Shareholders as on cut-off date of September 23, 2022 to cast their votes electronically on all Agenda items proposed in the Notice of this AGM and also extended the said E-Voting facility at the AGM.

The Company Secretary, thereafter, informed the Members that E-Voting on the NSDL platform would continue for another 15 minutes from the closure of the meeting to enable them to cast their votes.

The Chairman thanked all the Members for their participation at the AGM.

The members casted their votes through e-voting facility available during the AGM on the following business as given in the notice of 17th AGM.

ORDINARY BUSINESSES

1. Adoption of the Audited Financial Statements and Report of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Ronak Jatwala (Director Identification Number: 08812389) Director, liable to retire by rotation
3. Appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number — 101169W/W100035) as Statutory Auditors and fixing of their remuneration

SPECIAL BUSINESSES

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





On completion of the e-voting process, the meeting concluded at 03:25 P.M. (IST) (including time allowed for evoting at AGM).

Thanking you.

Yours Sincerely,

For **Diligent Media Corporation Limited**

A handwritten signature in blue ink, which appears to read 'Jyoti Upadhyay', is written over a circular blue stamp.

Jyoti Upadhyay

Company Secretary & Compliance Officer

Membership No. A37410



Diligent Media Corporation Limited								
Resolution Required : (Ordinary)			1 - Adoption of the Audited Financial Statements and Report of the Board of Directors and Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73173769	100.0000	73173769	0	100.0000	0.0000
Public Institutions	E-Voting	6212607	4677355	75.2881	4677355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2881	4677355	0	100.0000	0.0000
Public Non Institutions	E-Voting	38321642	4114003	10.7355	4109656	4347	99.8943	0.1057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4114003	10.7355	4109656	4347	99.8943	0.1057
Total		117708018	81965127	69.6343	81960780	4347	99.9947	0.0053



Diligent Media Corporation Limited

Resolution Required : (Ordinary)			2 - Re-appointment of Mr. Ronak Jatwala (Director Identification Number: 08812389) Director, liable to retire by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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
Promoter and Promoter Group	E-Voting	73173769	73173769	100.0000	73173769	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73173769	100.0000	73173769	0	100.0000	0.0000
Public Institutions	E-Voting	6212607	4677355	75.2881	4677355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2881	4677355	0	100.0000	0.0000
Public Non Institutions	E-Voting	38321642	4114003	10.7355	4078887	35116	99.1464	0.8536
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4114003	10.7355	4078887	35116	99.1464	0.8536
Total		117708018	81965127	69.6343	81930011	35116	99.9572	0.0428



Diligent Media Corporation Limited

Resolution Required : (Ordinary)			3 - Appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number — 101169W/W-100035) Statutory Auditors and fixing of their remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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
Promoter and Promoter Group	E-Voting	73173769	73173769	100.0000	73173769	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73173769	100.0000	73173769	0	100.0000	0.0000
Public Institutions	E-Voting	6212607	4677355	75.2881	4677355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2881	4677355	0	100.0000	0.0000
Public Non Institutions	E-Voting	38321642	4114003	10.7355	4109618	4385	99.8934	0.1066
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4114003	10.7355	4109618	4385	99.8934	0.1066
Total		117708018	81965127	69.6343	81960742	4385	99.9947	0.0053



Diligent Media Corporation Limited

Resolution Required : (Ordinary)			4 - Appointment of Mr. Mukesh Jindal (Director Identification Number: 02589636) as a Non - Executive Non - Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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
Promoter and Promoter Group	E-Voting	73173769	73173769	100.0000	73173769	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73173769	100.0000	73173769	0	100.0000	0.0000
Public Institutions	E-Voting	6212607	4677355	75.2881	4677355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2881	4677355	0	100.0000	0.0000
Public Non Institutions	E-Voting	38321642	4114004	10.7355	4084413	29591	99.2807	0.7193
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4114004	10.7355	4084413	29591	99.2807	0.7193
Total		117708018	81965128	69.6343	81935537	29591	99.9639	0.0361



Diligent Media Corporation Limited

Resolution Required : (Ordinary)			5 - Alteration of Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	73173769	73173769	100.0000	73173769	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73173769	100.0000	73173769	0	100.0000	0.0000
Public Institutions	E-Voting	6212607	4677355	75.2881	4677355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2881	4677355	0	100.0000	0.0000
Public Non Institutions	E-Voting	38321642	4114003	10.7355	4107855	6148	99.8506	0.1494
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4114003	10.7355	4107855	6148	99.8506	0.1494
Total		117708018	81965127	69.6343	81958979	6148	99.9925	0.0075



Diligent Media Corporation Limited

Resolution Required : (Ordinary)		6 - Adoption of restated Articles of Association						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting	73173769	73173769	100.0000	73173769	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73173769	100.0000	73173769	0	100.0000	0.0000
Public Institutions	E-Voting	6212607	4677355	75.2881	4677355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2881	4677355	0	100.0000	0.0000
Public Non Institutions	E-Voting	38321642	4114003	10.7355	4109389	4614	99.8878	0.1122
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4114003	10.7355	4109389	4614	99.8878	0.1122
Total		117708018	81965127	69.6343	81960513	4614	99.9944	0.0056



Diligent Media Corporation Limited

Resolution Required : (Ordinary)			7 - To approve related party transaction for Settlement of outstanding due to 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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	73173769	73173769	100.0000	0	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73173769	100.0000	73173769	0	100.0000	0.0000
Public Institutions	E-Voting	6212607	4677355	75.2881	4677355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4677355	75.2881	4677355	0	100.0000	0.0000
Public Non Institutions	E-Voting	38321642	4114003	10.7355	4086128	27875	99.3224	0.6776
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4114003	10.7355	4086128	27875	99.3224	0.6776
Total		117708018	81965127	69.6343	81937252	27875	99.9660	0.0340



Details of the Participation and Agenda items transacted at the Annual General Meeting of the Company held on September 30, 2022 are as follows:

Description	Particulars
Date of Annual General Meeting	September 30, 2022
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 23, 2022)	85443
Total Number of Shareholders present in the meeting through Video Conferencing	
a) Promoters & Promoter Group	7
b) Public	28

Resolution No. 1	<u>Ordinary Resolution:</u> To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards (“Ind-AS”) 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.
Type of Business	Ordinary Business
Mode of Voting	Remote E-voting and E-Voting

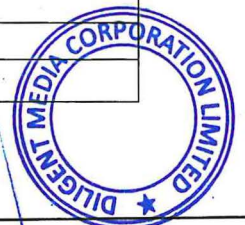
Resolution No. 2	<u>Ordinary Resolution:</u> To appoint a Director in place of Mr. Ronak Jatwala (Director Identification Number: 08812389), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
Type of Business	Ordinary Business
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 3	<u>Ordinary Resolution:</u> Appointment of MGB & Co. LLP, Chartered Accountants (Firm Registration Number — 101169W/W100035) as Statutory Auditors and fixing of their remuneration
Type of Business	Ordinary Business
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 4	<u>Ordinary Resolution:</u> Appointment of Mr. Mukesh Jindal (Director Identification Number: 02589636) as a Non - Executive Non - Independent Director of the Company
Type of Business	Special Business
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 5	<u>Special Resolution:</u> Alteration of Memorandum of Association of the Company
Type of Business	Special Business
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 6	<u>Special Resolution:</u> Adoption of restated Articles of Association.
Type of Business	Special Business
Mode of Voting	Remote E-voting and E-Voting





Resolution No. 7	<u>Ordinary Resolution</u> : To approve related party transaction for Settlement of outstanding due to Zee Media Corporation Limited ("ZMCL")
Type of Business	Special Business
Mode of Voting	Remote E-voting and E-Voting

Ms. Mita Pushpal Sanghavi, Partner of M/s. M P Sanghavi & Associates LLP, Company Secretaries (holding ICSI Certificate of Practice No. 6364) who was appointed as the Scrutinizer submitted his combined report on Remote e-voting and e-voting during the Annual General Meeting, dated September 30, 2022 to the Chairman of the Annual General Meeting.

Basis the combined report of the Scrutinizer dated September 30, 2022, all the resolutions have been passed with requisite majority. Copy of the Scrutinizer's report along with requisite particulars of Remote E-Voting and E-voting conducted during the Annual General Meeting 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



Encl: a/a

M P SANGHAVI & ASSOCIATES LLP

Company Secretaries
LLPIN - AAS-2921

Office No.227, Avior Corporate Park,
Nirmal Galaxy LBS Road,
Mulund West, Mumbai - 400080
Tel: 022 2591 8827/ 4640 4420
Website: www.mpsanghavi.com

September 30, 2022

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

Dear Sirs,

SCRUTINISER'S REPORT

Consolidated Report of Scrutinizer on remote e-voting as well as e-voting conducted in relation to the agenda items proposed in the Notice of 17th Annual General Meeting (the 'AGM') of the Equity Shareholders of Diligent Media Corporation Limited (the 'Company') held on Friday, 30th September 2022 at 2.30 p.m. via VC/OAVM

Dear Sirs

We, MP Sanghavi & Associates LLP (FRN: L2020MH007000) were appointed as Scrutinizer by the Company vide appointment letter dated 1st September 2022, to scrutinize and submit consolidated report on votes cast by way remote e-voting and e-voting at the AGM on the resolution(s) proposed in the Notice of 17th Annual General Meeting (the 'AGM') of the Equity Shareholders of Diligent Media Corporation Limited (the 'Company') held earlier today i.e. on Friday, 30th September, 2022 at 2.30 p.m. via VC/OAVM.

Accordingly, we submit my report as under:

1. The Ministry of Corporate Affairs had Vide General Circular No. 2/2022 with reference to Ministry's General Circulars Nos. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 21/2021-22 dated 14th December 2021 and vide its General circular no. 2/2022 dated May 5, 2022 allowed all the companies whose AGMs are due in Year 2022 to conduct their AGMs on or before 31st December 2022 vide Video Conferencing (VC) or Other Audio Visual Means (OAVM), without presence of members at a common venue. In compliance with the provisions of Companies Act ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and aforesaid MCA Circulars, the AGM of the Company was held via VC/OAVM through facility provided by National Depository Services Limited ('NSDL')



M P SANGHAVI & ASSOCIATES LLP


Company Secretaries

LLPIN - AAS-2921


Office No.227, Avior Corporate Park,
Nirmal Galaxy LBS Road,
Mulund West, Mumbai - 400080
Tel: 022 2591 8827/ 4640 4420
Website: www.mpsanghavi.com

2. As per confirmation received from the Company and in compliance with aforesaid MCA Circulars dated 12th May, 2020 and SEBI Circular dated 13th May, 2022, the Annual Report of the company for FY 2021-22 along with Notice of 17th AGM was sent only through electronic mode to those members whose email address were registered with the Company/RTA/Depositories. The Notice of AGM along with Annual Report of the Company was available on the website of the Company and also on the website of the Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited
3. Pursuant to SEBI Listing regulations and the Act, the Company had provided remote e-voting facility through NSDL, whereby Shareholders of the Company as at the cut-off date of Friday, September 23, 2022 were entitled to vote on all resolutions proposed in the Notice of AGM by using remote e-voting facility provided by NSDL. The remote e-voting period commenced from Monday, 26th September, 2022 at 9.00 a.m. and ended on Thursday, 29th September, 2022 at 5.00 p.m.
4. Members of the Company, as at cut-off date, who had not voted through remote e-voting, but were present at the meeting were provided the facility of e-voting during the course of the AGM.
5. After conclusion of AGM on 30th September, 2022, we unblocked and downloaded E-voting details from NSDL E-voting Portal in presence of Ms. Sachi A. Shah and Mr. Amit K. Nagda, who are not in employment with the Company

They have signed below in confirmation of the votes being unblocked in their presence



Sachi A. Shah



Amit K. Nagda



M P SANGHAVI & ASSOCIATES LLP

Company Secretaries
LLPIN - AAS-2921

Office No.227, Avior Corporate Park,
Nirmal Galaxy LBS Road,
Mulund West, Mumbai - 400080
Tel: 022 2591 8827/ 4640 4420
Website: www.mpsanghavi.com

6. The Management of the Company is responsible to ensure compliance with the requirements of Act and SEBI Listing Regulations in relation to exercise of voting rights through electronic means. Our responsibility as a scrutinizer is restricted to scrutinize, count and submit a report on the votes cast "in favour" or "against" the resolutions based on the report generated from the e-voting system provided by NSDL, agency engaged by the company to provide e-voting facilities.
7. Our responsibility as a scrutinizer for the voting process (by remote e-voting and e-voting during the AGM), was restricted to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favor" or "against" on each of the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by NSDL and based on the result of e-voting conducted during the AGM.

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

ORDINARY BUSINESS

Item No.1 - Ordinary Resolution

To adopt audited Financial Statements of the Company for the financial year ended March 31, 2022

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	282	8,19,60,749	99.99
E-Voting at the AGM	2	31	0.00
Total-A	284	8,19,60,780	99.99



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Voted Against			
Remote e-voting	12	4,347	0.01
E-Voting at the AGM	0	0	0
Total-B	12	4,347	0.01
*Invalid Voting	0	0	0
Grand Lost (A+B)	296	8,19,65,127	100

Item No. 2 - Ordinary Resolution

To re-appoint a Director in place of Mr. Ronak Jatwala (DIN 08812389), who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	270	8,19,29,980	99.96
E-Voting at the AGM	2	31	0.00
Total-A	272	8,19,30,011	99.96
Voted Against			
Remote e-voting	24	35,116	0.04
E-Voting at the AGM	0	0	0
Total-B	24	35,116	0.04
*Invalid Voting	0	0	0
Grand Total (A+B)	296	8,19,65,127	100



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Item No. 3 - Ordinary Resolution

To appoint M/s MGB & Co., LLP, Chartered Accountants (FRN 101169W/W-100035) as the Statutory Auditors for the term of 5 (five) consecutive years and fixing their remuneration

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	279	8,19,60,711	99.99
E-Voting at the AGM	2	31	0.00
Total-A	281	8,19,60,742	99.99
Voted Against			
Remote e-voting	15	4,385	0.01
E-Voting at the AGM	0	0	0
Total-B	15	4,385	0.01
*Invalid Voting	0	0	0
Grand Total (A+B)	296	8,19,65,127	100

SPECIAL BUSINESS

Item No. 4 - Ordinary Resolution

To appoint Mr. Mukesh Jindal (DIN 02589636) as s Non- Executive Non- Independent Director of the Company

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	275	8,19,35,506	99.96
E-Voting at the AGM	2	31	0.00
Total-A	277	8,19,35,537	99.96



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Voted Against			
Remote e-voting	20	29,591	0.04
E-Voting at the AGM	0	0	0
Total-B	20	29,591	0.04
*Invalid Voting	0	0	0
Grand Total (A+B)	297	8,19,65,128	100

Item No. 5 - Special Resolution

To alter Memorandum of Association of the Company

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	276	8,19,58,948	99.99
E-Voting at the AGM	2	31	0.00
Total-A	278	8,19,58,979	99.99
Voted Against			
Remote e-voting	18	6,148	0.01
E-Voting at the AGM	0	0	0
Total-B	18	6,148	0.01
*Invalid Voting	0	0	0
Grand Total (A+B)	296	8,19,65,127	100

Item No. 6 - Special Resolution

To adopt restated Articles of Association

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	277	8,19,60,482	99.99
E-Voting at the AGM	2	31	0
Total-A	279	8,19,60,513	99.99



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Voted Against			
Remote e-voting	17	4,614	0.01
E-Voting at the AGM	0	0	0
Total-B	17	4,614	0.01
*Invalid Voting	0	0	0
Grand Total (A+B)	296	8,19,65,127	100

Item No. 7 - Ordinary Resolution

To approve related Party transaction for settlement of Outstanding due to M/s Zee Media Corporation Limited ("ZMCL")

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	266	87,63,452	99.68
E-Voting at the AGM	2	31	0.00
Total-A	268	87,63,483	99.68
Voted Against			
Remote e-voting	21	27,875	0.32
E-Voting at the AGM	0	0	0
Total-B	21	27,875	0.32
*Invalid Voting	7	7,31,73,769	
Grand Total (A+B)	296	87,91,358	100

* Represents Votes cast in favor of the Resolution by Related Parties, not entitled to Vote in favor of resolution.

Soft copy of the list of equity shareholders who voted for/against each resolution on remote e-voting and e-voting at the AGM venue has been sent to the Company Secretary of the Company.



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Based on the aforesaid consolidated results, we report that all the 7 resolutions have been passed by the Shareholders with requisite majority.

For M P Sanghavi & Associates LLP
Company Secretaries
(FRN: L2020MH007000)



Mita Pushpal Sanghavi
Designated Partner
FCS: F7205 / CP No: 6364
Peer Review Certificate No: 1228/2021
UDIN: F007205D001103014

Date: September 30, 2022
Place: Mumbai