

August 4, 2025

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 Scrip Code : 540789
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Subject : Notice of 20th Annual General Meeting of the Company

Dear Sir / Madam,

This is to inform you that the 20th AGM of the Company will be held on **Tuesday, August 26, 2025 at 01:00 P.M. (IST)** through **Video Conference ('VC') / Other Audio-Visual Means ('OAVM')** in accordance with the General Circular No. 14/2020 dated April 8, 2020, read with subsequent circulars including Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued Securities and Exchange Board of India. The deemed venue of the AGM shall be the Registered Office of the Company.

The Notice of the 20th AGM have been sent electronically on **August 4, 2025** to those Members whose email addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent.

The Notice of AGM is enclosed herewith and the same is also available on the website of the Company at <https://www.dnaindia.com/investors/annual.html> and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Diligent Media Corporation Limited**

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

Encl. as above

Notice

Notice is hereby given that the 20th (Twentieth) Annual General Meeting of the Members of Diligent Media Corporation Limited ('the Company') will be held on Tuesday, the 26th day of August, 2025 at 01.00 P.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Balance Sheet as at March 31, 2025, 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, as circulated to the Members, be and is hereby adopted."

- To re-appoint Mr. Ronak Jagdish Jatwala (DIN: 08812389), as Non-Executive Non Independent Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ronak Jagdish Jatwala (DIN: 08812389), Non-Executive Non-Independent Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESSES:

- To approve the appointment of Ms. Garima Bharadwaj (DIN: 10632970) as a Non-Executive Independent Woman Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable

provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, read with Schedule IV of the Act and Regulations 16(1)(b) and 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, Nomination and Remuneration policy of the company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Garima Bharadwaj (DIN: 10632970), who was appointed as an Additional Director of the Company in the category of Independent Woman Director, pursuant to the provisions of section 161(1) of the Act, with effect from May 28, 2025, and who has submitted a declaration that she meets the criteria for independence as provided in the Section 149(6) of the act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the company has received notice in writing under Section 160 of the act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Woman Director of the company for the first term of period of five (5) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above resolution including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any committee of director(s)/ any other officer(s) of the company to give effect to the aforesaid resolution."

- To approve the appointment of Mr. Amit Singhal (DIN: 10764269) as a Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, read with Schedule IV of the Act and Regulations 16(1)(b) and 25(2A) and other

applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, Nomination and Remuneration policy of the company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Amit Singhal (DIN: 10764269), who was appointed as an Additional Director of the Company in the category of Independent Director, pursuant to the provisions of section 161(1) of the Act, with effect from May 28, 2025, and who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the company has received notice in writing under Section 160 of the act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the company for the first term of period of five (5) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above resolution including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any committee of director(s)/ any other officer(s) of the company to give effect to the aforesaid resolution.”

5. Appointment of M/s. Neelam Gupta & Associates, Practicing Company Secretary, Peer Review Certificate No. 6760/2025 (Firm Registration Number: S2006DE086800) as the Secretarial Auditor of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration

of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s. Neelam Gupta & Associates, Practicing Company Secretary, Peer Review Certificate No. 6760/2025 (Firm Registration Number: S2006DE086800) as the Secretarial Auditor of the Company for the first term of five (5) consecutive years, commencing on April 01, 2025 till March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditor of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

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

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof for the time being in force), and subject to such other approvals, consents, permissions

and sanctions of other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to approve entering into new contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), with Indiadotcom Digital Private Limited (“IDPL”) a ‘Related Party’ within the meaning of the Act and the Listing Regulations, as more particularly enumerated in the explanatory statement to this Notice and on such terms and conditions as may be agreed between the Company and IDPL, provided that the said transactions shall be at the arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board or Key Managerial Personnel of the Company, be and is hereby authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things including delegation of such authority, as it may deem fit at its absolute discretion to give effect to this Resolution and for resolving all such issues, questions, difficulties or doubts, whatsoever that may arise in this regard, without being required to seek further consent or approval of the

Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary &
Compliance Officer
Membership No. A37410

Place: Noida
Date: July 30, 2025

Registered Office:
14th Floor, A Wing, Marathon Futorex,
N M Joshi Marg, Lower Parel,
Mumbai 400 013, Maharashtra

CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed *inter-alia* conducting of AGM through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for this AGM shall be the registered office of the Company. As the AGM is conducted through VC/ OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map, are not annexed to this Notice.
2. In compliance with the aforementioned provisions of the Act, Listing Regulations, MCA circulars and SEBI circulars, an electronic copy of the Annual Report for the Financial Year 2024 - 25 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. In case any Member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2024 – 25 and the Notice of this AGM of the Company, they may send a request to the Company's e-mail address at complianceofficer@dnaindia.com, mentioning their Folio No./DP ID and Client ID.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the businesses in this Notice of AGM, is annexed hereto. Further, the relevant details with respect to Item No. 2, 3 and 4 pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM is also annexed. The Directors has furnished consent/disclosure for the appointment/re-appointment as required under the Act, Listing Regulations and rules made thereunder.
4. Pursuant to Section 113 of the Act, Corporate/ Institutional members intending to appoint their authorized representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to mita@mpsanghavi.com, with a copy marked to complianceofficer@dnaindia.com and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
5. In terms of Regulation 40 of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Shareholders are advised to dematerialize the shares held by them in physical form. Shareholders can contact the Company or Registrar and Share Transfer Agent ("RTA"), for assistance in this regard.
6. Green Initiative: Members who have not registered their e-mail address with the Company are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
7. Inspection: All documents referred to in the Notice, will be available electronically for inspection, without any fee, by the members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, August 26, 2025 on the website of the Company at www.dnaindia.com. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts

or Arrangements in which Directors are interested and all other statutory documents, will be available for electronic inspection by the members during the AGM.

8. Submission of questions or queries prior to AGM/ Registration of speaker Shareholders: Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from August 20, 2025 to August 23, 2025, through e-mail on complianceofficer@dnaindia.com. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at complianceofficer@dnaindia.com on or before August 23, 2025. Those Members who have registered themselves as a speaker may be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
9. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2024-2025 is available in the Investor Section on the website of the Company at www.dnaindia.com and website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
10. Members are requested to notify immediately about any change in their postal address / E-Mail address and other related information to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent (RTA), viz. MUFG Intime India Private Limited (formally known as Link Intime India Private Limited) having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083 / E-mail : rnt.helpdesk@in.mpms.mufg.com ("RTA").
11. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the RTA.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/ e-mail id or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
13. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
14. In all correspondences with the Company, members are requested to quote their folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
15. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/ Demat form, the nomination form may be filed with the respective Depository Participant.
16. Members are requested to note that 'SWAYAM' is a secure, user-friendly web-based application, developed by Company's RTA viz. "MUFG Intime India Private Limited" (formally known as Link Intime India Private Limited) that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufg.com/> and have the following benefits:
 - Effective Resolution of Service Request - Generate

and Track Service Requests/Complaints through SWAYAM.

- For assistance regarding your routine queries, you may click on the chatbot icon on our website and connect with “iDia”.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

General instructions for accessing and participating in AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.

17. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management

and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and SEBI Circulars and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.

20. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.dnaindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
21. The remote E-Voting period for all the businesses contained in this notice of AGM shall commence from **Saturday, the 23rd day of August 2025 at 9:00 A.M. (IST)** and will end on **Monday, the 25th day of August 2025 at 5:00 P.M. (IST)**. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
22. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is **Tuesday, August 19, 2025**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
23. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote

on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

24. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-Voting before casting their vote.
25. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-Voting facility. The Board of Directors of your Company have appointed CS Mita Pushpal Sanghavi (CP No. 6364), Partner of MP Sanghavi & Associates LLP (FRN: L2020MH007000) Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-Voting system at the AGM in a fair and transparent manner.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to Mr. Nagendra Bhandari, Executive Director-Finance who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.
27. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. www.dnaindia.com and Registered office of the Company and shall also be communicated to the Stock Exchanges and

NSDL. The Resolutions, if approved, shall be deemed to have been passed, on the date of AGM.

28. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars and SEBI Circulars.
29. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on **Saturday, the 23rd day of August 2025 at 9:00 A.M. (IST)** and will end on **Monday, the 25th day of August 2025 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, August 19, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **August 19, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


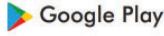


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see

Type of shareholders	Login Method
	<p>the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all E-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which

you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
6. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
7. Now you are ready for e-Voting as the Voting page opens.
8. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
9. Upon confirmation, the message "Vote cast successfully" will be displayed.
10. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
11. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mita@mpsanghavi.com with a copy marked to complianceofficer@dnaindia.com and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those Company or Shareholders whose email ids are not registered with the Company or depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to complianceofficer@dnaindia.com with a copy to rnt.helpdesk@in.mpms.mufg.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to complianceofficer@dnaindia.com with a copy to rnt.helpdesk@in.mpms.mufg.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, an Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same

as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting. (Please refer Page no. 14 of this Notice).

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is send through e- mail and holding shares as of the cut-off date i.e. **Tuesday, August 19, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.com or issuer /RTA, However if you are already register with NSDL for remote E-voting then you can use your existing user id and password for casting your vote. If you forgot your password you can reset your password by using "forgot user details/password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-4886 7000 and 022-2499 7000. In case of Individual Shareholders holding security in demat mode who acquires shares of the company and become Member of the company after sending of Notice and holding shares as of the cut-off date i.e. **Tuesday, August 19, 2025**, may follow steps mentioned in the Notice of AGM under "Access to NSDL E-voting system". (Please refer Page no. 10 of this Notice.)

By Order of the Board
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary &
Compliance Officer
M. No. A37410

Place: Noida
Date: July 30, 2025

Registered Office:
14th Floor, A Wing , Marathon Futurex,
NM Joshi Marg, Lower Parel
Mumbai – 400018, Maharashtra

CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

EXPLANATORY STATEMENT

Pursuant to Sections 102 of the Companies Act, 2013 (“the Act”)

The following statement sets out all material facts relating to the Ordinary business and special business resolutions to be passed as mentioned in the accompanying Notice.

Item No. 2

To re-appoint Mr. Ronak Jagdish Jatwala (DIN: 08812389), as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment

In accordance with the provisions of the Act and in terms of the appointment of Directors approved in the Company, Non-Executive Non-Independent Directors are liable to retire by rotation. Mr. Ronak Jagdish Jatwala (DIN: 08812389), who was re-appointed at the 17th Annual General Meeting of the Company held on Friday, September 30, 2022, is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

Mr. Ronak Jagdish Jatwala has given his consent for re-appointment.

Based on the outcome of the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends his re-appointment as set out in Item No. 2 of this Notice, for the approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Ronak Jagdish Jatwala and his relatives, are in any way concerned or interested in the said Resolution.

Item No. 3

To approve the appointment of Ms. Garima Bharadwaj (DIN: 10632970) as a Non-Executive Independent Woman Director of the Company

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee appointed Ms. Garima Bharadwaj (DIN: 10632970) as an Additional Non-Executive Director in the category of an Independent Woman Director for the first term of 5 (five) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive).

As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Listing Regulations”), based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the company hereby propose the appointment of Ms. Garima Bharadwaj, as an Independent Director of the Company for the first term of 5 (five) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive) and such appointment is not liable to retire by rotation.

In terms of Section 161(1) of the Act, Ms. Garima Bharadwaj holds office as an Additional Director upto the date of ensuing General Meeting and is eligible to be appointed as a Director of the Company.

In terms of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Garima Bharadwaj is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director of the Company. The Company has also received a declaration from her that she meets the criteria of independence as prescribed, both, under the Act and the Listing Regulations and that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Ms. Garima Bharadwaj for the office of Independent Director of the Company. The same will be available for inspection on the website of the Company and through online mode during the AGM of the Company.

Brief Profile of Ms. Garima Bharadwaj:

Ms. Garima Bharadwaj is a seasoned legal professional with a distinguished career spanning multiple areas of law. She possesses in-depth expertise in Civil Law, Criminal Law, Arbitration, Rent Control, Labour and Industrial Law, Service Law, Corporate and Commercial Law, Intellectual Property Rights, and Matrimonial Law. Her legal practice encompasses a wide jurisdictional footprint, regularly appearing before District Courts in Delhi, the Original and Appellate sides of the High Court of Delhi, the Supreme Court of India, the National Green Tribunal, and the Central Administrative Tribunal. Academically accomplished, Ms. Bharadwaj holds a B.Sc. (Hons.) in Botany and an LL.B., both from Delhi University. She

further enriched her legal acumen by obtaining a Diploma in Judging and Court Management from National Law University, Delhi. She also completed a Certificate Course on Energy and Environment Awareness conducted by the Delhi University Energy & Environment Group, sponsored by the Department of Environment, Government of Delhi.

Practicing independently since July 2004, Ms. Bharadwaj exemplifies dedication and excellence in the legal profession. Her broad-based expertise and unwavering commitment make her a respected figure in the legal community. Among her many accolades, she was honored with the Smt. Leelawati Nanda Memorial Silver Medal for being the Best All-Round Student in B.Sc. (Hons.) Botany at Delhi University.

Nomination and Remuneration Committee reviewed the capabilities of Ms. Bharadwaj vis-a-vis the role and capabilities required by the Board, based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Ms. Bharadwaj as an Independent Director, for the first term of 5 (five) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive).

In the opinion of the Board, the Company will benefit from her valuable experience, knowledge and counsel and she is also independent to the Board.

In line with the Company's Nomination and Remuneration Policy, Ms. Bharadwaj shall be paid sitting fees for attending meetings of the Board or Committees thereof as may be decided by the Board.

The letter of appointment of Ms. Bharadwaj setting out the terms and conditions of appointment is being made available for inspection by the Members on the website of the Company as well as through electronic mode during the AGM.

Additional information in respect of Ms. Bharadwaj, pursuant to Listing Regulations and the Secretarial Standards on General Meetings (SS-2) by ICSI is provided as Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of Listing Regulations and other applicable Regulations, the appointment of Ms. Garima Bharadwaj as Non-Executive Independent Woman Director is now being placed before the Members for their approval by way of a Special Resolution.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Except Ms. Garima Bharadwaj and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Item No. 4

To approve the appointment of Mr. Amit Singhal (DIN: 10764269) as a Non-Executive Independent Director of the Company

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Amit Singhal (DIN: 10764269) as an Additional Non-Executive Director in the category of an Independent Woman Director for the first term of 5 (five) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive).

As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Listing Regulations"), based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the company hereby propose the appointment of Mr. Amit Singhal, as an Independent Director of the Company for the first term of 5 (five) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive) and such appointment is not liable to retire by rotation.

In terms of Section 161(1) of the Act, Mr. Singhal holds office as an Additional Director upto the date of ensuing General Meeting and is eligible to be appointed as a Director of the Company.

In terms of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Amit Singhal is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has also received a declaration from him that he meets the criteria of independence as prescribed, both, under the Act and the Listing Regulations and that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company

has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Amit Singhal for the office of Independent Director of the Company. The same will be available for inspection on the website of the Company and through online mode during the AGM of the Company.

Brief Profile of Mr. Amit Singhal:

Mr. Amit Singhal is a highly accomplished Chartered Accountant with over 22 years of diverse experience in tax consulting—both domestic and international— including expertise in transfer pricing, RBI and FEMA regulations, auditing and assurance services, regulatory compliance, business advisory, Company Law matters, business valuations, and tax litigation. Throughout his distinguished career, Mr. Singhal has played a pivotal role in advising foreign entities on their India entry strategies.

His work includes obtaining legal approvals and regulatory clearances, ensuring compliance with applicable laws, establishing operational business entities in India, and providing ongoing strategic and tax-related advisory services.

His professional portfolio spans a broad spectrum of industries such as banking and financial services, hospitality and entertainment, information technology, telecommunications, logistics, and supply chain management. His depth of knowledge and practical insights have consistently delivered value to clients operating in complex and regulated environments. Academically, Mr. Singhal is a Chartered Accountant and holds a degree in Commerce from Delhi University.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Singhal vis-a-vis the role and capabilities required by the Board, based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Singhal as an Independent Director, for the first term of 5 (five) consecutive years with effect from May 28, 2025 till May 27, 2030 (both days inclusive).

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel and he is also independent to the Board.

In line with the Company's Nomination and Remuneration Policy, Mr. Singhal shall be paid sitting fees for attending meetings of the Board or Committees thereof, as may be decided by the Board.

The letter of appointment of Mr. Singhal setting out the terms and conditions of appointment is being made available for

inspection by the Members on the website of the Company as well as through electronic mode during the AGM.

Additional information in respect of Mr. Singhal, pursuant to Listing Regulations and the Secretarial Standards on General Meetings (SS-2) by ICSI is provided as Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of Listing Regulations and other applicable Regulations, the appointment of Mr. Amit Singhal as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

The Board recommends the Special Resolution as set out in Item No. 4 of this Notice for approval of the Members.

Except Mr. Amit Singhal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Item No. 5

Appointment of M/s. Neelam Gupta & Associates, Practicing Company Secretary, Peer Review Certificate No. 6760/2025 (Firm Registration Number: S2006DE086800) as the Secretarial Auditor of the Company

The Board at its meeting held on March 28, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Neelam Gupta & Associates, Practicing Company Secretary, Peer Review Certificate No. 6760/2025 (Firm Registration Number: S2006DE086800) as Secretarial Auditor of the Company for a term of five consecutive years commencing from April 1, 2025 till March 31, 2030, subject to approval of the Members.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile of M/s. Neelam Gupta & Associates

M/s. Neelam Gupta & Associates is a proprietary firm, under the stewardship of Mrs. Neelam Gupta. She holds a Bachelor of Commerce degree from SRCC, Delhi University, and a

professional degree of Company Secretary (year 1992) from the Institute of Company Secretaries of India (FCS: 3135). Mrs. Gupta's experience spans over 33 years in various facets of corporate law. The firm is managed by professional having vast experience. The firm specializes in providing on going and ad hoc consultancy services in the area of company secretarial matters to both large and small companies. The firm services diversified clients such as Manufactures, NBFCs, MNCs, Section 8 Companies, Government Companies, Real Estate developers, IT companies, Stock Brokers, Consulting companies, Indian and foreign MNCs etc. The firm is handling Secretarial matters of clients at all levels, provide support, advice on a wide variety of issues and represent clients before various government agencies, departments and quasi-judicial authorities. The firm is having a client committed team of Company Secretaries specializing in their respective practice areas.

Mrs. Neelam Gupta has given her consent to act as Secretarial Auditor of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, Mrs. Neelam Gupta has provided a confirmation that their firm have subjected itself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed fees in connection with the secretarial audit shall be Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Secretarial Auditor. In addition to the secretarial audit, M/s. Neelam Gupta & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

Item No. 6

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

To capitalize on the Company's strengths in the Digital Media business, the Company had earlier entered into an Arrangement with Indiadotcom Digital Private Limited ("IDPL"), a related

party of the Company, in the ordinary course of its business and at arm's length. Under the said arrangement, the Company had granted IDPL a non-sublicensable, non-transferable, limited and specific license of the Company's websites & You Tube Channels for the sole purpose of distribution, licensing, sharing etc., for advertisement operations and search engine optimization. In consideration whereof, IDPL was entitled to 15% of the total revenue so generated.

This arrangement was initially approved by the Members of the Company at the 16th Annual General Meeting held on September 27, 2021, as a material related party transaction under applicable regulatory provisions, which arrangement was valid upto March 31, 2024.

Subsequently, to align with evolving industry practices and to support the growth of the Company's digital properties, upon approval of the Audit Committee and the Board, a revised revenue sharing proposal, proposed to be effective from April 1, 2024, was placed before the shareholders at the 18th Annual General Meeting held on September 28, 2023 and again through a postal ballot notice dated February 14, 2024. The revised proposal provided for IDPL to receive 20% of the total revenue generated by it from the Company's digital properties. However, the said proposal(s) did not receive the requisite approval from the shareholders. In view of the same, the said proposal was not affected and accordingly, transactions within the limits as provided under the extant provisions of law were undertaken with IDPL in the financial year 2024-25.

Considering the revenue generated by the Company under its previous arrangement with IDPL, the Company had witnessed a notable increase in Monthly Active Users (MAUs) and page views, which contributed to strong business performance. Following the cessation of this material arrangement, the management conducted a performance-based review and observed a decline in key business metrics, including MAUs and page views, particularly in relation to the revenue stream previously supported by the arrangement. Based on this assessment, the management is of the opinion that re-entering into the arrangement with IDPL, being a material related party transaction, would be beneficial for the Company and would contribute to strengthening its financial position in the future. In light of the prevailing market conditions and the Company's recent financial performance, including the revenue generated in the first quarter of the financial year 2025-26, it is considered imperative for the Company to revive the erstwhile arrangement with IDPL. Such monetization of the Company's digital properties is expected to support and enhance its financial growth trajectory going forward.

The Management is of the view that IDPL possesses demonstrated expertise in the digital media business, including

established infrastructure, optimized operational capabilities, and strong market presence through its own well-established digital properties. The arrangement with IDPL is therefore expected to improve the monetization and visibility of the Company's digital assets.

Accordingly, it is proposed that the Company should continue its erstwhile arrangement with IDPL, wherein IDPL will be

entitled to only 15% of the total revenue so generated from the Company's digital properties. The proposed material related party transaction with IDPL is proposed to be effective from September 1, 2025.

The Company requires shareholders' approval for entering into this material arrangement with IDPL subject to the terms mentioned in this explanatory statement.

Details of the proposed transaction between the Company and IDPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 are as follows:

S.No.	Description	Details
1	Name of the related party and its relationship with the listed entity including nature of its concern or interest (financial or otherwise)	Indiadotcom Digital Private Limited ('IDPL'), is a related party of the Company.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the directors or key managerial personnel is related in either of the Company.
3	Type, material terms and particulars of the proposed transaction	Both the Company will enter into an Agreement as part of its regular business operations, wherein IDPL shall be entitled to 15% of the total revenue generated from the Company's digital properties and balance 85% shall be remitted to the Company.
4	Nature, Tenure of the proposed transaction (particular tenure shall be specified), material terms, monetary value and particulars of contract/arrangement	Three years, commencing from September 1, 2025.
5	Value of the proposed transaction	The transaction value will be based on actual revenue generated by the Company under the proposed arrangement.
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The proposed revenue for the proportionate period from September 2025 to March 2026 shall represent approx. 55% of the annual turnover of the Company for the FY 2024-25. For the subsequent periods, the same shall depend on the annual turnover of the Company.
7	Justification for why the proposed transaction is in the interest of the listed entity	The justification has been detailed in the Explanatory Statement forming part of the Notice.
8	A copy of the valuation or other external party report, if any such report has been relied upon and the same be made available through the registered email address of the shareholders	Not Applicable
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary (including details for source of funds and cost of funds):	

a)	details of the source of funds in connection with the proposed transaction	Not Applicable
b)	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure. 	Not Applicable
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
11	Any other relevant information	All relevant details are covered in the Explanatory Statement under Section 102(1) of the Companies Act, 2013, forming part of this Notice and are also detailed in this table.

The Audit Committee and Board at its meeting held on July 30, 2025, has considered and approved the said transaction and accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

By Order of the Board
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary &
Compliance Officer
M. No. A37410

Place: Noida
Date: July 30, 2025

Registered Office:
14th Floor, A Wing, Marathon Futurex,
NM Joshi Marg, Lower Parel
Mumbai – 400018, Maharashtra

CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

Annexure to Notice of AGM

Details of Director seeking appointment / re-appointment at this AGM

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India

Particulars	Mr. Ronak Jagdish Jatwala (DIN: 08812389)	Ms. Garima Bharadwaj (DIN: 10632970)	Mr. Amit Singhal (DIN: 10764269)
Agenda Item No.	(2)	(3)	(4)
Age	34 years	45 years	49 years
Date of Birth	September 18, 1990	May 6, 1980	February 16, 1976
Date of first Appointment on the Board	July 30, 2020	May 28, 2025	May 28, 2025
Qualification	Engineering Graduate from Mumbai University and Master's in management studies in the field of Finance	B.Sc. (Hons.) in Botany and Bachelor of Law from Delhi University. She also holds a Diploma in Judging and Court Management from National Law University, Delhi.	Chartered Accountant and Commerce Graduate from Delhi University.
Brief Resume including Experience/ expertise in specified functional area	Mr. Ronak is an Engineering Graduate from Mumbai University and has done his master's in management studies in the field of Finance. He has experience spanning across Corporate Finance – Fund Raising & Acquisition Financing, Strategy and Treasury amongst others in various Industries i.e. Media & Entertainment, Education, Infrastructure, Lifestyle, etc.	Ms. Garima Bharadwaj is a seasoned legal professional with a distinguished career spanning multiple areas of law. She possesses in-depth expertise in Civil Law, Criminal Law, Arbitration, Rent Control, Labour and Industrial Law, Service Law, Corporate and Commercial Law, Intellectual Property Rights, and Matrimonial Law. Her legal practice encompasses a wide jurisdictional footprint, regularly appearing before District Courts in Delhi, the Original and Appellate sides of the High Court of Delhi, the Supreme Court of India, the National Green Tribunal, and the Central Administrative Tribunal. Academically accomplished, Ms. Bharadwaj holds a B.Sc. (Hons.) in Botany and an LL.B., both from Delhi University. She further enriched her legal acumen by obtaining a Diploma in Judging and Court Management from National Law University, Delhi. She also completed a Certificate Course on Energy and Environment Awareness conducted by the Delhi University Energy & Environment Group,	Mr. Amit Singhal is a highly accomplished Chartered Accountant with over 22 years of diverse experience in tax consulting—both domestic and international—including expertise in transfer pricing, RBI and FEMA regulations, auditing and assurance services, regulatory compliance, business advisory, Company Law matters, business valuations, and tax litigation. Throughout his distinguished career, Mr. Singhal has played a pivotal role in advising foreign entities on their India entry strategies. His work includes obtaining legal approvals and regulatory clearances, ensuring compliance with applicable laws, establishing operational business entities in India, and providing ongoing strategic and tax-related advisory services. His professional portfolio spans a broad spectrum of industries such as banking and financial services, hospitality and entertainment, information technology, tele-

Particulars	Mr. Ronak Jagdish Jatwala (DIN: 08812389)	Ms. Garima Bharadwaj (DIN: 10632970)	Mr. Amit Singhal (DIN: 10764269)
		<p>sponsored by the Department of Environment, Government of Delhi.</p> <p>Practicing independently since July 2004, Ms. Bharadwaj exemplifies dedication and excellence in the legal profession. Her broad-based expertise and unwavering commitment make her a respected figure in the legal community. Among her many accolades, she was honored with the Smt. Leelawati Nanda Memorial Silver Medal for being the Best All-Round Student in B.Sc. (Hons.) Botany at Delhi University.</p> <p>As per the Company's Nomination Policy Ms. Bharadwaj's qualifications and professional background align well with the required skills matrix, notably in the areas of Legal and Corporate Governance.</p>	<p>communications, logistics, and supply chain management. His depth of knowledge and practical insights have consistently delivered value to clients operating in complex and regulated environments. Academically, Mr. Singhal is a Chartered Accountant and holds a degree in Commerce from Delhi University.</p> <p>As per the Company's Nomination Policy Mr. Singhal's qualifications and professional background align well with the required skills matrix, notably in the areas of Finance, Legal, and Corporate Governance.</p>
Directorships held in other companies in India*	11 (Eleven)	1 (One)	Nil
Directorships held in other Listed entities	Nil	Nil	Nil
Chairman/ Member of Committee of the Board of other companies in which they are director**	Chairman – Nil Member – Nil	Chairman – Nil Member – 1	Chairman – Nil Member – Nil
Listed Entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Shareholding in Diligent Media Corporation Limited (Own/ For other persons on a beneficial basis)	Nil	Nil	Nil

Particulars	Mr. Ronak Jagdish Jatwala (DIN: 08812389)	Ms. Garima Bharadwaj (DIN: 10632970)	Mr. Amit Singhal (DIN: 10764269)
Inter-se Relationship between Directors/Managers/Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel
Pecuniary relationship with company etc.	No pecuniary relationship with company	No pecuniary relationship with company	No pecuniary relationship with company
Terms and Conditions of Appointment / Re-appointment and Remuneration along with details of remuneration sought to be paid	The tenure of Mr. Ronak Jagdish Jatwala as a Non Executive Non Independent Director is subject to retire by rotation in accordance with the provisions of Section 152 of the Act. Further, in line with the Board's approval regarding remuneration to Directors, Mr. Jatwala, being a Non-Executive Non-Independent Director, is not entitled to receive any remuneration from the Company.	As mentioned in resolution no. 3 of this notice	As mentioned in resolution no. 4 of this notice
Remuneration Last Drawn	Not Applicable	Not Applicable	Not Applicable
Number of Board Meetings Attended during the Financial Year 2024-25	Please refer to the Corporate Governance report which is a part of this Annual Report	Not Applicable	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Please refer Explanatory statement forming part of AGM Notice	Please refer Explanatory statement forming part of AGM Notice

* Directorships in Other Companies does not include alternate directorships, directorship in foreign bodies corporate and directorship in Diligent Media Corporation Limited and companies registered under Section 8 of the Act.

** Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) have been considered except Foreign Companies, Private Companies, companies registered under Section 8 of the Act and Chairmanships/Memberships in Committees of Diligent Media Corporation Limited.

By Order of the Board
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary &
Compliance Officer
M. No. A37410

Place: Noida
Date: July 30, 2025

Registered Office:

14th Floor, A Wing , Marathon Futurex,
NM Joshi Marg, Lower Parel
Mumbai – 400018, Maharashtra

CIN: L22120MH2005PLC151377

Website: www.dnaindia.com

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