

February 11, 2026

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

Kind Attn. : Corporate Relationship Department
Ref : Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Subject : Outcome of the Board Meeting held on February 11, 2026

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., February 11, 2026, has *inter-alia* upon the recommendation of the Audit Committee, approved the Un-Audited Financial Results of the Company for the third quarter and nine months ended December 31, 2025, for the Financial Year 2025-26, prepared in accordance with Ind-AS and duly reviewed by M/s MGB & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, along with the Limited Review Report.

In respect of the above, please find enclosed the following documents:

- The Un-Audited Financial Results for the third quarter and nine months ended December 31, 2025, in the format prescribed under the Listing Regulations;
- The Limited Review Report with modified opinion issued by M/s MGB & Co. LLP, Chartered Accountants, on the aforesaid Financial Results; and
- Declaration on approval and authentication of the Financial Results as **Annexure A**

The Board meeting commenced at 1400 Hours and concluded at 1610 Hrs.

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

Unaudited financial results for the quarter and nine month ended 31 December 2025

Particulars	Quarter ended			Nine month ended		Year ended
	31-Dec-25	30-Sep-25	31-Dec-24	31-Dec-25	31-Dec-24	31-Mar-25
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1 Revenue from operations	140.76	268.96	171.25	488.39	753.01	1,319.19
2 Other income	14.66	5.66	506.63	22.45	1,234.98	1,372.92
Total Income (1+2)	155.42	274.62	677.88	510.84	1,987.99	2,692.11
3 Expenses						
a) Employee benefit expense	85.91	93.28	103.82	313.74	348.39	449.68
b) Finance costs	3.84	3.87	0.32	11.70	77.29	87.97
c) Depreciation	0.47	0.95	3.35	4.11	10.00	13.28
d) Other expenses (Refer note 8)	91.01	239.65	284.16	460.30	556.58	754.02
Total expenses (3a to 3d)	181.23	337.75	391.65	789.85	992.26	1,304.95
4 Profit/(loss) before tax (1+2-3)	(25.81)	(63.13)	286.23	(279.01)	995.73	1,387.16
5 Less: Tax expense (Refer note 3)						
a) Current tax	-	-	-	-	-	-
b) Deferred tax charge / (credit)	3.97	3.66	31.98	6.16	31.98	25.31
Total tax charge / (credit) (5a+5b)	3.97	3.66	31.98	6.16	31.98	25.31
6 Profit/(loss) after tax (4-5)	(29.78)	(66.79)	254.25	(285.17)	963.75	1,361.85
7 Other comprehensive income/(loss) (Items that will not be reclassified subsequently to profit or loss) (net of taxes)						
a) Remeasurement gains/ (losses) on defined benefits obligations	2.17	0.85	1.97	2.28	(0.28)	2.28
8 Total comprehensive income / (loss) (6+7)	(27.61)	(65.94)	256.22	(282.89)	963.47	1,364.13
Paid-up equity share capital (face value of Re.1 each)	1,177.08	1,177.08	1,177.08	1,177.08	1,177.08	1,177.08
Other equity						(25,553.12)
Earning per share (of Re. 1 each) not annualised, except for year end.						
Basic and Diluted (Rs.)	(0.02)	(0.06)	0.22	(0.24)	0.82	1.16

Notes:

- The above unaudited financial results, prepared in accordance with the Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India, have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11 February 2026. The statutory auditors have carried out a limited review of the results for the quarter and nine months ended 31 December 2025.
- The Company has only one identifiable business segment namely digital media business.
- In absence of any taxable income, provision for current tax has not been made. Further the deferred tax assets are recognised for temporary differences and unabsorbed depreciation to the extent it is probable that taxable profits will be available against which such deferred tax assets can be utilised.
- The accumulated losses of the Company as at 31 December 2025 have exceeded its paid-up capital and reserves. However, the Company's current assets are higher than its current liabilities as at 31 December 2025. Further, the management is continuously making efforts to expand its digital media operations, and the Company is able to meet its obligations on time. The business plan for the current financial year, as approved by the Board of Directors, reflects adequate inflow of funds. Considering projected cash flows based on the Board's approved business plan for the current financial year and present liquidity position, the Company believes that it will be able to meet its obligations when due and accordingly, these financial results have been prepared on going concern basis.
- The Company had granted unsecured inter corporate deposits (ICDs) to Veena Investments Private Limited (VIPL), the outstanding balance of which as at 31 December 2025 is Rs. 17,340.27 lakhs (including accrued interest upto 31 December 2024 of Rs 1,385.27 lakhs). VIPL simultaneously holds 6% Non-cumulative Non-convertible Redeemable Preference Share (NCRPS) of the Company aggregating to Rs. 43,626.56 lakhs which are redeemable on 1 November 2036 and had sought its early redemption. The Company had expressed its inability for such early redemption of NCRPS and vide notice dated 4 January 2025, had called upon VIPL to repay the outstanding ICDs along with interest accrued till 30 September 2024 aggregating to Rs 16,978.33 lakhs plus further interest till actual date of payment. Subsequently, VIPL informed the Company that repayment of ICDs shall proceed simultaneously with the redemption of NCRPS and invoked the arbitration clause under the Intercorporate Deposit Agreements (ICDs Agreements) and accordingly, sole arbitrator was appointed wherein both the parties submitted their respective claims. During the Arbitration proceeding, VIPL proposed to setoff redemption of NCRPS issued by the Company to VIPL against VIPL's obligation to repay the ICDs to the Company. The Board of Directors of the Company took note of the procedural arbitration order dated 16 June 2025 and accorded in-principle approval to the aforementioned proposal of VIPL.

The Company received the Arbitration Award dated 20 August 2025 directing that the Company shall take necessary steps to redeem/cancel the said NCRPS at a value of Rs. 17,340.27 lakhs, and VIPL shall set off the entire ICDs outstanding amount against the NCRPS value. Upon such cancellation of the NCRPS, neither party shall have any further claim against the other in respect of the said ICD Agreements or the said NCRPS. Pursuant to the above, the Board of Directors of the Company at its meeting held on 18 September 2025, approved a Scheme of Reduction and cancellation of NCRPS Capital for an amount of Rs. 17,340.27 lakhs, which shall be adjusted against the entire amount outstanding under the Inter Corporate Deposit Agreements between the Company and the NCRPS holder and the remaining paid-up value of NCRPS Capital amounting to Rs 26,286.29 lakhs shall be reduced in its entirety and will be accounted for in accordance with the applicable Indian Accounting Standards (Ind AS) and other generally accepted accounting principles in India. The said Scheme has been filed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 07 October 2025 and 08 October 2025 respectively. Accordingly, the Company has not carried out impairment testing for the ICDs and accrued interest w.e.f. 1 January 2025.

Regd. Office: Diligent Media Corporation Limited

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- 6 The Government of India has merged 29 labour laws into four unified Labour Codes, effective from November 21, 2025. These Codes aim to streamline regulations related to wages, social security, industrial relations, and occupational safety. The Ministry of Labour & Employment has also released draft rules and FAQs to help assess financial implications. The Company has assessed the impact of the new Labour Codes based on currently available information and guidance from the Institute of Chartered Accountants of India. The impact is not material and has been appropriately reflected in the financial results for the quarter and nine months ended December 31, 2025. The Company will reassess and account for any impact on employee benefit measurements once the Government notifies the detailed Central and State Rules under the Codes.
- 7 The Company has received an order from the Office of the Assistant Commissioner of State Tax, Mumbai (The Authority) related to the purported non-payment of GST on the assignment of leasehold rights in respect of a leasehold industrial plot situated in Mumbai, sold earlier by the Company. The Authority has held that such transfer constitutes a taxable supply of services under the GST laws and has raised a demand of Rs 3,390.68 lakhs, including interest and penalty thereon. Basis the facts of the matter, opinion obtained by the Company from legal counsel, the Company is of the view that no liability is expected to arise on the Company. The Company is taking requisite legal steps.
- 8 Other expenses include:

Particulars	Quarter ended			Half year ended		Year ended
	31-Dec-25	30-Sep-25	31-Dec-24	31-Dec-25	31-Dec-24	31-Mar-25
a) Marketing, distribution and business promotion expenses	18.50	151.04	147.03	228.79	149.39	259.86
b) Rates and taxes	18.51	8.81	7.65	32.96	167.10	172.59
c) Provision for doubtful debts/loans/advances	-	(9.11)	-	-	-	4.20

Place : Noida
Date : 11 February 2026



Nagendra Bhandari
Nagendra Bhandari
Executive Director-Finance and CFO
DIN : 10221812

Independent Auditor's Review Report on the Unaudited Financial Results of Diligent Media Corporation Limited for the quarter and nine months period ended 31 December 2025, pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To
The Board of Directors,
Diligent Media Corporation Limited

Re: Limited Review Report for the quarter and nine months period ended 31 December 2025

1. We have reviewed the accompanying Statement of unaudited financial results of **Diligent Media Corporation Limited** (the "Company") for the quarter and nine months period ended 31 December 2025 ("the Statement") being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Basis of Qualified Conclusion**
As stated in Note 5 to the Statement, the Company had granted inter corporate deposits (ICDs) to Veena Investments Private Limited (VIPL), the outstanding balances as at 31 December 2025 of such ICDs granted is Rs. 17,340.27 lakhs (including accrued interest upto 31 December 2024 of Rs 1,385.27 lakhs). VIPL simultaneously holds 6% Non-cumulative, Non-convertible, Redeemable, Preference Shares (NCRPS) of the Company aggregating to Rs 43,626.56 lakhs which are redeemable on 01 November 2036 but had sought an early redemption. As mentioned in the note, the Company has expressed its inability for early redemption of NCRPS and called upon VIPL to repay the outstanding ICDs along with interest accrued till 30 September 2024, aggregating to Rs 16,978.33 lakhs plus further interest till actual payment. VIPL subsequently informed the Company that repayment of ICDs shall proceed simultaneously with the redemption of NCRPS and invoked the arbitration clause under the Intercorporate Deposit Agreements (ICDs Agreements), pursuant to which a sole arbitrator was appointed, wherein both the parties have submitted their claims. As further stated in the Note, during the Arbitration proceedings, VIPL proposed to setoff redemption of NCRPS issued by the Company to VIPL against VIPL's obligation to repay the ICDs to the Company. The Board of Directors of the Company took note of the procedural arbitration order dated 16 June 2025 and accorded in-principle approval to the aforementioned proposal of VIPL.



As further stated in the Note, the Company received the Arbitration Award dated 20 August 2025 directing that the Company shall take necessary steps to redeem/cancel the said NCRPS at a value of Rs. 17,340.27 lakhs, and VIPL shall set off the entire ICDs outstanding amount against the NCRPS value. Upon such cancellation of the NCRPS, neither party shall have any further claim against the other in respect of the said ICD Agreements or the said NCRPS.

Pursuant to the above, the Board of Directors of the Company at its meeting held on 18 September 2025, approved a Scheme of Reduction and cancellation of NCRPS Capital for an amount of Rs. 17,340.27 lakhs, which shall be adjusted against the entire amount outstanding under the Inter Corporate Deposit Agreements between the Company and the NCRPS holder and the remaining paid-up value of NCRPS Capital amounting to Rs 26,286.29 lakhs shall be reduced in its entirety and will be accounted for in accordance with the applicable Indian Accounting Standards (Ind AS) and other generally accepted accounting principles in India. The said Scheme has been filed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 07 October 2025 and 08 October 2025 respectively. Accordingly, the Company has not assessed the recoverability of ICDs in accordance with Ind AS 109 "Financial Instruments", and the consequential impact, if any, on these financial statements is presently unascertainable.

Our conclusion on the unaudited financial results for the quarter and six months ended 30 September 2025, for the quarter and nine months ended 31 December 2024 and our opinion on the audited financial results for the year ended 31 March 2025 was also modified in respect of the matter stated above.

5. **Qualified Conclusion**

Based on our review conducted as stated above, except for possible effects of the matter described in paragraph 4 above, nothing has come to our attention that causes us to believe that the Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard (Ind AS) prescribed under section 133 of the Companies Act 2013, read with rules issued thereunder and other recognised accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. **Material uncertainty relating to Going Concern**

As stated in Note 4 of the Statement, the accumulated losses of the Company as at 31 December 2025 have exceeded its paid-up capital and reserves. The Company's ability to continue as going concern is significantly dependent on the successful expansion of its digital media operations and generation of sufficient cash flows. These conditions, along with the outcome of the matter stated in the Basis of Qualified Conclusion Paragraph above, indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Considering the projected fund inflow based on the Company's Board approved business plan and present liquidity, the management has prepared the Statement on a going concern basis. Our conclusion is not modified in respect to this matter.

For **MGB & Co. LLP**
Chartered Accountants
Firm Registration Number: 101169W/W-100035


Lalit Kumar Jain
Partner
Membership Number 072664



Noida, 11 February 2026
UDIN: 26072664CXGSCZ8828

Declaration on approval and authentication of financial results

In terms of Regulation 33(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Jyoti Upadhyay, Company Secretary & Compliance Officer of the Company, hereby confirm that Mr. Nagendra Bhandari, Whole Time Director designated as an 'Executive Director – Finance', is duly authorized by the Board of Directors at its meeting held today, i.e., February 11, 2026, to sign the Un-Audited Financial Results of the Company for the third quarter and nine months ended December 31, 2025, of the Financial Year 2025-26.

For Diligent Media Corporation Limited

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

