

September 18, 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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Kind Attn.: Corporate Relationship Department

Subject : Disclosure under Regulation 30 read with Schedule III of the Listing (Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Outcome of Board Meeting held on September 18, 2025

Dear Sir / Madam,

Pursuant to Regulation 30 of Listing Regulations, we wish to inform you that the Board of Directors of the Company, at its meeting held today, i.e., September 18, 2025, based on the recommendations of the Audit Committee and the Committee of Independent Directors, approved a Scheme of Reduction of Preference Share Capital between the Company and its shareholders ("Scheme").

The Board further noted that the Scheme is beneficial to the interests of the shareholders of the Company and accorded its approval to obtain requisite statutory / regulatory / other approvals, as may be required, subject to such terms and conditions as may be prescribed by the appropriate authorities.

The Scheme broadly provides for reduction of 6% Non-Cumulative, Non-Convertible Redeemable Preference Share Capital of the Company as under:

Reduction and cancellation of the 4,36,26,56,265 6% Non-Cumulative, Non-Convertible Redeemable Preference Shares of face value of INR 1/- each ('NCRPS') amounting to INR 4,36,26,56,265 (Indian Rupees Four Hundred Thirty Six Crores Twenty Six Lacs Fifty Six Thousand Two Hundred and Sixty Five) for an amount of INR 1,73,40,26,716/- (Indian Rupees One Hundred Seventy-Three Crores Forty Lakhs Twenty-Six Thousand Seven Hundred Sixteen Only) [i.e., INR 0.3975 per NCRPS], which shall be adjusted against the entire amount outstanding under the Inter Corporate Deposit Agreements between the Company and the 6% Non-Cumulative, Non-Convertible Redeemable Preference Shareholder ('NCRP Shareholder') and the remaining paid up value of NCRPS Capital amounting to INR 2,62,86,29,549/- (Indian Rupees Two Hundred Sixty Two Crores Eighty-Six Lacs Twenty-Nine Thousand Five Hundred Forty-Nine Only) [i.e., INR 0.6025 per NCRPS] shall be reduced in the entirety, as detailed out in the Scheme.

Post receipt of requisite approvals and pursuant to reduction of NCRPS, the issued and paid-up share capital of the Company shall stand reorganized from:

The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 4,48,03,64,283/- (Rupees Four Hundred and Forty Eight Crore Three Lakh Sixty Four Thousand Two Hundred and Eighty Three Only) divided into 11,77,08,018 (Eleven Crore Seventy Seven Lakhs Eight Thousand and Eighteen) Equity Shares of Re. 1/- (Rupee One only) each and 436,26,56,265 (Four hundred and thirty six crore twenty six lakhs fifty six thousand two hundred and sixty

five only) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Re. 1/- (Rupee One only) each.

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The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 11,77,08,018 (Eleven Crore Seventy Seven Lakhs Eight Thousand and Eighteen) divided into 11,77,08,018 (Eleven Crore Seventy Seven Lakhs Eight Thousand and Eighteen) Equity Shares of Re. 1/- (Rupee One only) each.

There will be no change in the Authorised share capital of the Company.

Further, at the said meeting, upon the recommendation of the Audit Committee, the Board of Directors of the Company *inter-alia*, for the purpose of Scheme, approved the special purpose condensed interim financial statements of the Company for the quarter ended June 30, 2025, prepared in accordance with Ind-AS and duly audited by M/s MGB & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, along with the Audit Report with modified opinion.

The disclosure with respect to the Scheme in accordance with Regulation 30 of Listing Regulations read with relevant SEBI circulars, is annexed herewith as **Annexure - A**.

The meeting commenced at 1600 Hours and concluded at 1800 Hours.

Thanking you,

Yours Faithfully

For Diligent Media Corporation Limited

Jyoti Upadhyay
Company Secretary & Compliance Officer
M. No. 37410

Encl. as above

Annexure-A

Sr. No	Particulars	Details
1.	Details and reasons for restructuring	<p>Taking into cognizance the Arbitration Award dated August 20, 2025, and as recommended by Audit Committee and Committee of Independent Directors, the Board of Directors of the Company at their meeting held on September 18, 2025 approved the reduction and cancellation of the 4,36,26,56,265 6% Non-Cumulative, Non-Convertible Redeemable Preference Shares of face value of INR 1/- each ('NCRPS') amounting to INR 4,36,26,56,265 (Indian Rupees Four Hundred Thirty Six Crores Twenty Six Lacs Fifty Six Thousand Two Hundred and Sixty Five) for an amount of INR 1,73,40,26,716/- (Indian Rupees One Hundred Seventy-Three Crores Forty Lakhs Twenty-Six Thousand Seven Hundred Sixteen Only) [i.e., INR 0.3975 per NCRPS], which shall be adjusted against the entire amount outstanding under the Inter Corporate Deposit Agreements between the Company and the 6% Non-Cumulative, Non-Convertible Redeemable Preference Shareholder ('NCRP Shareholder') and the remaining paid up value of NCRPS Capital amounting to INR 2,62,86,29,549/- (Indian Rupees Two Hundred Sixty Two Crores Eighty-Six Lacs Twenty-Nine Thousand Five Hundred Forty-Nine Only) [i.e., INR 0.6025 per NCRPS] shall be reduced in the entirety, as detailed out in the Scheme.</p> <p>The benefits of capital reduction are as under:</p> <ul style="list-style-type: none"> ✓ Non-cash settlement by setting off NCRPS liability arising on reduction of the NCRPS against the obligation of the NCRP Shareholder under the ICD Agreements, thereby preserving the liquidity of the Company. ✓ Enables the Company to substantially reduce its future liability with respect to redemption of NCRPS at a value applying a suitable discount. ✓ Brings commercial finality and certainty with respect to NCRPS redemption liability of the Company and obligations of the NCRP Shareholder under the ICD Agreements, prevents any future or contingent liabilities and avoids legal and administrative expenses that would otherwise arise from any litigation between the Company and NCRP Shareholder. ✓ The proposed reduction of preference share capital

		<p>of the Company would not have any adverse effect on the creditors and employees of the Company or the Company's ability to fulfil its commitments or meet its obligations in the ordinary course of business as there is no payout resulting from the proposed capital reduction.</p> <p>✓ The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as whole.</p>
2.	Quantitative and/ or Qualitative effect of restructuring	<p>The Scheme would not in any way have any adverse effect on the Company's ability to honor its commitments or meet its obligations in the ordinary course of business.</p> <p>Further, the Scheme would not adversely affect the liquidity and/or financial position of the Company and would not have any adverse effect on the creditors of the Company or the Company's ability to fulfill its financial commitments or meet its obligations in the ordinary course of business and also the total equity share capital of the Company remains unchanged.</p> <p>The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as whole.</p>
3.	Details of benefit, if any, to the Promoter / Promoter group / group Companies from such proposed restructuring;	<p>The Reduction of Preference Share Capital does not result in any benefits to the Promoter / Promoter Group/Group Companies and also there will be no Change in percentage (%) of their shareholding.</p>
4.	Brief details of change in shareholding pattern (if any) of all entities.	<p>There will be no change or reduction in the number of equity share capital of the Company hence, the proportion of the equity shares held by the equity shareholders of the Company and which are also listed on BSE Limited and National Stock Exchange of India Limited will remain unchanged and no prejudice will be caused to the equity shareholders of the Company by the aforesaid reduction in NCRPS. However, the NCRPS shall stand extinguished pursuant to the Scheme as on the Effective Date.</p>