November 23, 2026

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

Kind Attn: Manager — Corporate Relationship

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") -Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated November 03, 2026, together with the Explanatory Statement thereto, seeking consent of the Members of Diligent Media Corporation Limited ("Company"), on the following items of special business:

Sr. No.	Particulars	Type of Resolution
1	Appointment of Ms. Aanchal David (Director Identification Number: 10226714) as an Independent Director of the Company	Special Resolution
2	Re-appointment of Mr. Nagendra Bhandari (Director Identification Number: 10221812) as a Whole-time Director of the Company (designated as Executive Director – Finance)	Special Resolution

The aforesaid Postal Ballot Notice of the Company has been duly sent / dispatched today i.e. November 23, 2026, electronically to those Members whose email IDs are registered with MUFG Intime India Private Limited, ("Registrar and Transfer Agents" of the Company) or the Depositories.

The Company shall be providing facility to all its Members to exercise their right to vote on all the businesses proposed in the Postal Ballot Notice by electronic means, by using remote e-voting facility. The said facility is being provided by National Securities Depositories Ltd ("NSDL"). The remote e-voting period shall commence from Tuesday, November 24, 2026, at 9:00 A.M. (IST) and will end on Wednesday, December 23, 2026, at 5:00 P.M. (IST) and the members of the Company holding shares as on the cut-off date i.e., Friday, November 13, 2026 shall be eligible to vote using the remote e-voting facility

The attached Postal Ballot notice of the Company is also available at the Investor section of the website of the Company i.e. www.dnaindia.com.

You are requested to kindly take the same on record.

Thanking You,

For **Diligent Media Corporation Limited**

Jyoti Upadhyay

Digitally signed by Jyoti Upadhyay
Date: 2026.11.23 19:04:37 +05'30'

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

Encl.: As above

DILIGENT MEDIA CORPORATION LIMITED

Regd. Office: 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400013
Corporate Office: FC-19 & 20, 4th Floor, Sector 16A, Film City, Noida - 201301, Uttar Pradesh
E-mail: complianceofficer@dnaindia.com, **CIN:** L22120MH2005PLC151377
Website: www.dnaindia.com **Tel:** +91-22-71055001

NOTICE OF POSTAL BALLOT

[*Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014*]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (the **'Act'**) *(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force)*, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the **'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **'Listing Regulations'**), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), General Circular No. 03/2025 dated September 22, 2025 or any other applicable Circulars issued by the Ministry of Corporate Affairs (**'MCA'**) from time to time (**'MCA Circulars'**), and applicable circulars issued by Securities and Exchange Board of India (**'SEBI'**) from time to time (**'SEBI Circulars'**) and other applicable laws, each as amended, to transact the special businesses as set out hereunder by passing Special Resolutions by way of Postal Ballot through remote electronic voting (**'remote e-voting'**) only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the proposed resolutions setting out the material facts and the rationale thereof, forms part of this Postal Ballot Notice (**'Notice'**).

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of the National Securities Depository Limited (**'NSDL'**), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the notes to this Notice.

The Board of Directors of the Company has appointed Ms. Mita Pushpal Sanghavi, (CP No. 6364), Partner of MP Sanghavi & Associates LLP (FRN: L2020MH007000) Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	**Tuesday, November 24, 2026 at 9.00 A.M. (IST)**
Conclusion of remote e-voting period	**Wednesday, December 23, 2026 at 5.00 P.M. (IST)**

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 P.M. (IST) on **Wednesday, December 23, 2026**. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit her Report to the Company Secretary of the Company or any other person authorized by him, and the result of the remote e-voting will be announced within permissible timelines. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the equity shares of the Company are listed and NSDL and shall also be placed on the Company's website *viz.* www.dnaindia.com.

In accordance with SS-2, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-voting *i.e.* **Wednesday, December 23, 2026**.

SPECIAL BUSINESSES

ITEM NO. 1 **Appointment of Ms. Aanchal David (Director Identification Number: 10226714) as an 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, ('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 ('Listing Regulations'), including any statutory modification(s) or amendment(s) or re-enactment(s) thereof and in terms of Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, Ms. Aanchal David (*Director Identification Number: 10226714*), who has submitted a declaration that she meets the criteria of independence as specified under the Act and Listing Regulations and who was pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, as an Additional Director in the category of Non - Executive Independent Director of the Company, with effect from September 26, 2026, and in respect of whom the Company has received a 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 a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of appointment *i.e.* September 26, 2026, to September 25, 2031 (both days inclusive).

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (*hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution*) be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution."

ITEM NO. 2 **Re-appointment of Mr. Nagendra Bhandari (Director Identification Number: 10221812) as a Whole-time Director of the Company (designated as Executive Director – Finance)**

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

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(94), 152, 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), [*including any statutory modifications or re-enactment thereof for the time being in force*], and in terms of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, and subject to such other approvals / permissions, if any, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Nagendra Bhandari *(Director Identification Number: 10221812)* as a Whole time Director of the Company (designated as Executive Director - Finance) to hold office for a period of 3 (three) consecutive years from the date of re-appointment *i.e.* July 10, 2027 to July 09, 2030 (both days inclusive), not liable to retire by rotation, on the following terms and conditions including remuneration:

a. Basic Salary: Rs. 1,01,309/- per month, with the authority to the Board of Directors to determine any revisions from time to time, within the scale of Rs. 80,000/- per month to Rs. 130,000/- per month, during the term of his re-appointment.

b. Allowances and Perquisites: In addition to the basic salary, Mr. Bhandari shall be entitled to:

I. Allowances as per the rules of the Company including personnel allowance, house rent allowance, children education allowance and leave travel allowance which in aggregate shall be not exceeding Rs. 22,600/- per month, with an authority to the Board of Directors to determine any revision from time to time in the range of Rs. 20,000/- to Rs. 50,000/- per month;

II. Perquisites as per the rules of the Company including personal accident and medical insurance, car related expense, telecommunication facilities at residence etc. Perquisites shall be valued as per Income Tax Rules, wherever applicable or else at actual cost;

III. Company's contribution to provident fund, any superannuation fund / annuity fund, gratuity, NPS and leave encashment as per the rules of the Company. Company's contribution to provident fund and gratuity (payable at a rate not exceeding half a month's salary for each completed year of service) and encashment of accumulated leaves at the end of his tenure, shall not be included in the computation of the ceiling on remuneration payable.

c. Performance based Variable Pay: Performance based variable pay to be paid at the discretion of the Nomination and Remuneration Committee and/or the Board, as applicable based on performance criteria and such other parameters as may be considered appropriate, from time to time, shall be Rs. 347,344/- per annum. The Nomination and Remuneration Committee and/or the Board of Directors are authorized to determine any revision from time to time in the range of Rs. 200,000/- to Rs. 500,000/- per annum.

d. Other Terms and Conditions:

I. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

II. Reimbursement of entertainment expenses, books and periodicals, mobile expenses etc. incurred in the course of business of the Company, in terms of policy of the Company from time to time.

III. Mr. Bhandari shall not be liable to retire by rotation during his term of re-appointment.

RESOLVED FURTHER THAT subject to necessary permissions/approvals, the Board of Directors of the Company be and are hereby authorized to fix, vary, reduce or amend the remuneration and other terms of his re-appointment from time to time, as it may deem expedient or necessary during the tenure of his re-appointment, within the limits as approved by the members.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded pursuant to Section 197 read with Section II of Part II of Schedule V and other applicable provisions of the Act, if any, and subject to requisite applicable approvals, if necessary, where in any Financial Year during the tenure of Mr. Nagendra Bhandari as Whole time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Nagendra Bhandari, Whole time Director, remuneration by way of salary, allowances, perquisites and performance based variable pay approved herein supra, including any variations thereof, as minimum remuneration, within the limits prescribed under Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (*hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution*) be and are hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution."

By order of the Board of Directors
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership No. A37410

Place: Noida
Date: November 03, 2026

Registered Office:
14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai 400 013,
Maharashtra
CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

NOTES

1. The Explanatory Statement in terms of Section 102 and 110 of the Act and other applicable provisions, which sets out the details relating to the Special Businesses to be transacted through Postal Ballot, is annexed hereto.
2. The Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ('DPs') or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on Friday, November 13, 2026 ('Cut-off date') in accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars. A person who is not a Shareholder as on the Cut- off date should treat this Notice for information purpose only. In accordance with the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelope are not being sent to Shareholders. Shareholders are requested to provide their assent or dissent through Remote E-Voting only.
3. Shareholders may please note that this Notice will be available on the Company's website at www.dnaindia.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. All documents referred to in this Notice will be available for inspection electronically, on all working days, until the last date of remote e-voting. Shareholders seeking to inspect such documents can send an email to complianceofficer@dnaindia.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.
4. In compliance with provisions of Section(s) 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL to facilitate e-voting to enable the Shareholders to cast their votes electronically.
5. E-voting period will commence on and from Tuesday, November 24, 2026 at 9:00 A.M. (IST), and ends on Wednesday, December 23, 2026, till 5:00 P.M. (IST). During this period, Shareholders of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date *i.e.* Friday, November 13, 2026, may cast their vote by remote e-voting. The voting rights of shareholder(s) for remote e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The remote e-voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Registrar & Share Transfer Agent (RTA) *i.e.* MUFG Intime India Private Limited (*previously known as 'Link Intime India Private Limited'*), having its office at, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400083.
7. Members are requested to notify immediately about any change in their postal address / E-mail address 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, *viz.* MUFG Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Shareholders holding

Equity Shares of the Company in physical form may register their E-mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company by E-mail, by sending appropriate communication on rnt.helpdesk@in.mpms.mufg.com.

8. The Members who have not received any communication regarding this Postal Ballot / Remote E-Voting for any reason whatsoever but holding shares as on cut-off date, are also entitled to vote and may obtain the User ID and Password or instructions for Remote E-Voting by sending a request at e-mail of the Company *viz.* complianceofficer@dnaindia.com or contact their Depository Participants or MUFG Intime India Private Limited, between 9:00 Hours to 18:00 Hours on all working days, except Saturday and Sunday. In case of any queries, connected with E-voting, the members may contact MUFG Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai — 400 083, at email at rnt.helpdesk@in.mpms.mufg.com.
9. The Company has appointed Ms. Mita Pushpal Sanghavi, (CP No. 6364), Partner of MP Sanghavi & Associates LLP (FRN: L2020MH007000) Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit her report upon completion of scrutiny on the basis of Remote E-Voting data provided by National Securities Depository Limited ('NSDL'), in a fair and transparent manner and the result of the Postal Ballot will be announced within permissible timelines. In accordance with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, the Resolution, if approved with requisite majority, shall deemed to have been passed on the last date specified by the Company for E-voting *i.e.* Wednesday, December 23, 2026. The declared results along with the Scrutinizer's report shall be placed on the website of the Company viz. www.dnaindia.com and shall also be communicated to the Stock Exchanges and NSDL. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Corporate Office of the Company.
10. The instructions for Shareholders for e-voting are as under:
    a. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
    b. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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 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.	1. 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. 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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the

Type of shareholders	Login Method
	system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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
Individual 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 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, Assistant Vice President at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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.
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 Aadhar Card) to complianceofficer@dnaindia.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 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, 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.

By order of the Board of Directors
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership No. A37410

Place: Noida
Date: November 03, 2026

Registered Office:
14th Floor, A Wing, Marathon Futurex,
NM Joshi Marg, Lower Parel
Mumbai – 400 013, Maharashtra
CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Board of Directors of the Company at its meeting held on September 25, 2026, in accordance with the Nomination and Remuneration Policy of the Company and after considering the desired attributes for an Independent Director and evaluating the skills, background and experience of Ms. Aanchal David (Director Identification Number: 10226714), and upon the recommendation of Nomination and Remuneration Committee, approved the induction of Ms. Aanchal David as an Additional Director (in the category of Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years from the effective date of appointment. The said appointment was effective from September 26, 2026 to September 25, 2031 (both days inclusive), pursuant to the provisions of Section 149, 150 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and applicable provisions of the Listing Regulations, subject to the approval of the shareholders of the Company.

Ms. Aanchal David is a senior strategic leader with over 17 years of experience in media communication, digital marketing, education industry and news & current affairs. She has been driving multistakeholder initiatives across government, CSR, education, and the media & entertainment ecosystem. She possesses expertise in building cross-sector collaborations aligned with national priorities, while strengthening institutional credibility, brand equity, and revenue growth. She possesses capabilities in strategic communications, marketing, and engagement frameworks, with a proven track record of securing government partnerships. Her expertise includes combining strengths in governance, compliance, and stakeholder management, complemented by effective communication skills, and the ability to convert strategic vision that delivers sustainable growth and organizational value. Her most recent work experience includes, as Lead – Projects & Partnerships at the National Book Trust (Ministry of Education), wherein she secured government projects and curated the national-level Reading India Samvāad 2026 event at Bharat Mandapam. At Edovu Ventures, she drove CSR fundraising and partnerships with the UN and USAID. Her earlier roles include Outreach & Communication Specialist at The Cambridge Schools and Coordinator – Communications at Genesis Global School, where she led marketing campaigns. She also has experience in media and entertainment sector and also entrepreneurial ventures and community radio station setups. Ms. Aanchal David holds a Post Graduate degree in Mass Communication from Rajendra Prasad Institute of Communication & Management, Mumbai and a bachelor's degree in economics from Delhi University.

Ms. Aanchal David has given her consent to be appointed as an Independent Director of the Company. The Company has received declaration(s) from Ms. Aanchal David that she meets the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. Ms. Aanchal David has no pecuniary transaction with the Company, its Directors, Promoters and Promoter group entities, except for receiving the Sitting fee for attending the Board meetings and Committee Meetings of the Company. In terms of Regulation 25(8) of Listing Regulations, Ms. David has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Aanchal David is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs and holds a valid Director Identification number. Ms. Aanchal David is not debarred from holding the office of director pursuant to any SEBI Order or any other authority. In terms of Section 160 of the Act, the Company has received notice in writing from a member, proposing the candidature of Ms. Aanchal David as Director.

In the opinion of the Nomination and Remuneration Committee and the Board, she fulfills the conditions specified in the Act and Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management of the Company. Ms. David is not disqualified from being appointed as a

Director in terms of Section 164 of the Act and is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority. The Board further opines that Ms. David possesses requisite experience for providing an independent judgment to the Board. Considering the above factors, and including her rich and varied experience, the Board is of the opinion that the said appointment would be in the interest of the Company and its shareholders. The Board had evaluated the skills, knowledge and experience of Ms. Aanchal David and based on the said evaluation, Ms. Aanchal David was appointed as an Independent Director by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee.

Pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the appointment of Ms. Aanchal David as a Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier, for their approval. The proposed Special Resolution as set out at Item No. 1 of this Notice, has been proposed keeping in sight the said requirement.

Appointment letter setting out the terms of appointment of Ms. Aanchal David as an Independent Director will be available for inspection at the website of the Company under the investors section.

Accordingly, the Board recommends the appointment of Ms. Aanchal David as Non-Executive Independent Director of the Company and recommends the Special Resolution as set out at Item No. 1 for your approval.

A brief profile and other information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 ("SS-2") issued by ICSI is provided as **Annexure A**.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Aanchal David (whose appointment is proposed in the resolution) and her relatives to the extent of their shareholding if any in the Company, are in any way concerned or interested in the resolution.

ITEM NO. 2

The Board at its meeting held on July 9, 2024, upon the recommendation of Nomination and Remuneration Committee ('NRC'), approved the appointment of Mr. Nagendra Bhandari (DIN: 10221812), as Whole time Director in the category of Executive Director of the Company, not liable to retire by rotation and Chief Financial Officer of the Company. Members of the Company approved the said appointment of Mr. Nagendra Bhandari as Whole time Director of the Company at the Annual General Meeting held on September 27, 2024, to hold office for a period of 3 (three) consecutive years with effect from July 10, 2024, pursuant to the provisions of Section 2(51), 2(94), 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ('the Act').

Mr. Nagendra Bhandari is a Commerce Graduate & Chartered Accountant with experience of over 25 years in finance and accounts. Previously he has worked with entities like Today Merchandise Private Limited, Today Retail Network Private Limited Ankush Publications, and India Today Group. Further, he is not related to any of the Directors or Promoters of the Company. Mr. Bhandari has given his consent to be re-appointed as the Whole time Director of the Company and has further confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or order of any other such authority. He satisfies the conditions set out in Part I of Schedule V to the Act for his re-appointment.

The Board opined that Mr. Bhandari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Mr. Bhandari has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority, which affirmation has been taken on record by the Board. Mr. Bhandari is an Independent Professional without any direct or indirect interest in the share capital of the Company and / or its subsidiary(ies) and is not related to any of the Directors or Promoters of the Company or its subsidiary(ies) of the Company. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company felt that Mr. Bhandari is most competent and appropriate person to be appointed on the Board as a Whole-Time Director of the Company. Accordingly, the Board of Directors of the Company, has approved the

re-appointment of Mr. Nagendra Bhandari as the Whole Time Director of the Company for a period starting from the date of re-appointment *i.e.* July 10, 2027 to July 9, 2030 (both days inclusive), which term shall not be liable to retire by rotation.

The Board of the Company believes that Mr. Bhandari is most competent and appropriate person to be re-appointed as a Whole time Director of the Company (designated as Executive Director - Finance) of the Company. Since the current term of Mr. Bhandari is expiring on July 09, 2027, the Board at its meeting held on November 03, 2026, upon recommendation of Nomination and Remuneration Committee, has approved the re-appointment of Mr. Nagendra Bhandari as a Whole time Director and designated as an Executive Director – Finance of the Company, for a period of 3 years with effect from July 10, 2027, not liable to retire by rotation, subject to shareholders approval. In terms of the proviso to Section 196(2) of the Act, the re-appointment is being made not earlier than one year before the expiry of his current term.

Since the Company has inadequate profits, the remuneration payable to Mr. Bhandari during the tenure of his re-appointment shall be in accordance with Section 197 read with Section II of Part II of Schedule V to the Act, for which approval of the Members is sought by way of a Special Resolution. Pursuant to Regulation 17(1C) of Listing Regulations, the re-appointment of Mr. Bhandari as a Whole time Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of re-appointment, whichever is earlier, for their approval. The proposed Special resolution as set out at Item No. 2 of this Notice, has been proposed keeping in sight the said requirement.

The Company is not in default in payment of dues to any bank or public financial institution or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed resolution.

Requisite details relating to the proposal as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 are given herein:

I. GENERAL INFORMATION:

a. **Nature of Industry:** Diligent Media Corporation Limited ("DMCL" / "Company") is *inter-alia* in the business of production, curation, creation, conversion, procurement, buying, selling, and distribution of various forms of Multimedia content *i.e.* - Digital News, Videos, Documentaries, and Photo Stories. The Company handles the distribution and aggregation of this content, be it related to media or other fields, through any existing or emerging mode of distribution. DNA being the trademark, is known for its quality, innovation and trust, with responsible journalism and customized content to cater to the varied spectrum of readers. Through news, views, analysis and interactivity, DNA provides its readers with a composite unbiased picture of the city, the country, its financial market, and news from around the world. DNA is a thought leader and a change agent that continues to strive for betterment of society. Having a diverse range of products and sections DNA is for everyone in the family. With a diversified portfolio including some of the famous titles like DNA Verified, DNA Lit, DNA Dharma, DNA Her & DNA AI, DNA has ensured that there is something for everybody.

b. **Date or expected date of commencement of commercial production:** The Company is in operation since February 2005.

c. **in case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

d. **Financial performance based on given indicators:** Financial performance for the last three Financial Years is as per details below:

(Rs. In lakhs)

Particulars (Standalone)	FY 2023-24	FY 2024-25	FY 2025-26
Total Revenue*	2,931.82	2,692.11	706.38
Profit Before Taxes	17,876.61	1,387.16	(236.10)
Profit After Taxes	13,681.84	1,361.85	(887.54)
Basic EPS	11.62	1.16	(0.75)
Diluted EPS	11.62	1.16	(0.75)
Total Assets	33,968.75	23,436.09	19,086.18

**Including other income*

The detailed balance sheet, profit & loss account and other financial statement are available as part of the Annual Report of the Company, available on the website of the Company.

(e) Foreign investments or collaborations, if any: Except for equity shares of the Company held by Non-resident shareholders, there were no foreign investments or collaborations during the financial year 2025-26.

II. INFORMATION ABOUT THE APPOINTEE:

a. **Background details:** Mr. Nagendra Bhandari, aged 51 years, is a Commerce Graduate & Chartered Accountant with professional experience of over 25 years. Mr. Nagendra Bhandari has a robust background in finance and accounts, underpinned by his qualifications as a Commerce Graduate and Chartered Accountant. With over 25 years of experience, he has accumulated substantial expertise in the financial domain and media / print media industry. His career includes significant roles with prominent organizations such as Ankush Publications and India Today Group, which highlights his extensive experience and contributions to the media industry.

b. **Past Remuneration:** Mr. Bhandari has been rendering services in the capacity of Chief Financial Officer and Executive Director (Finance) of the Company. The Company has been paying remuneration to Mr. Bhandari in the capacity of Chief Financial Officer, as approved by the Board and the Nomination and Remuneration Committee. On his appointment as the Whole Time Director on the same date, the Board decided that the remuneration entitled by him as Chief Financial Officer, shall continue. The remuneration of Mr. Bhandari for the Financial Year 2025–26, as approved by the Nomination and Remuneration Committee, was Rs. 24.71 Lakhs. Upon his re-appointment as the Whole-Time Director of the Company with effect from July 10, 2027, the Board noted that no incremental remuneration will be given to Mr. Bhandari consequent to his re-appointment, except annual increment which shall be in accordance with the remuneration policy of the Company as applicable to other employees.

c. **Recognition or Awards:** Mr. Bhandari is a senior fellow member of the Institute of Chartered Accountants of India. Mr. Bhandari has successfully led the operational role in the organisation for last over two years. Further, during his professional journey he played a significant role in strengthening financial management, ensuring statutory compliance, enhancing financial controls and supporting strategic financial decision-making of the organisation.

d. **Job profile and its suitability:** Mr. Nagendra Bhandari, aged 51 years, is a Commerce Graduate & Chartered Accountant with professional experience of over 25 years. Mr. Nagendra Bhandari has a

robust background in finance and accounts, underpinned by his qualifications as a Commerce Graduate and Chartered Accountant. With over 25 years of experience, he has accumulated substantial expertise in the financial domain.

Mr. Bhandari devotes his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board, from time to time, and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company. In view of Mr. Bhandari's rich experience, dynamism and recognition, the Board of Directors of the Company believes that Mr. Bhandari would be the most suitable person to be re-appointed as Executive Director of the Company. Mr. Bhandari brings along with him an unparalleled industry insight, exemplary managerial capability and domain expertise which will continue to help the Company achieve its desired objectives and will continue to take progressive strides for the progress of the Company. In view of the same, , the Nomination & Remuneration Committee and the Board of Directors of the Company opined that Mr. Bhandari would be the most suitable person to be re-appointed as a Whole time Director, nominated as Key Managerial Personnel of the Company for a further period of 3 years.

e. **Remuneration proposed:** The details of the remuneration are set out in the Resolution mentioned in item No. 2 of this Notice. The terms and conditions of his re-appointment including the Remuneration may be altered and varied by the Board within the overall limit approved by the Members, including annual revision of remuneration. Further, in the event of loss or inadequacy of profits in any financial year, the remuneration as detailed in the Special Resolution mentioned in item No. 2 of this Notice (with such increase as may be approved by the Board, within overall limit) will be payable as remuneration.

f. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**:

The remuneration is a factor of experience, expertise, Industry practice, size of the Company and the remuneration of the competing Companies. The Company's business is complex in terms of technology, consumer behaviour, compelling alternate technology and rising competition. Therefore, the Company requires strong, proven and experienced managerial personnel to monitor and successfully manage the interest of the Company. Considering Mr. Bhandari's experience and the contributions to the Company's business and size of the Company - keeping in view the similar or higher levels of remuneration in India at these levels, the remuneration proposed is moderate in comparison to the remuneration packages of similar senior level personnel in other similar Companies in the Industry.

The Nomination and Remuneration Committee perused remuneration of managerial people in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Bhandari, before approving the remuneration as proposed hereinabove. Your Board feels that the proposed remuneration is fair, just and reasonable.

g. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or Other Director, *if any*:** Besides the remuneration proposed to be paid to Mr. Bhandari, there are no other pecuniary relationships with the Company or relationships with any other managerial personnel and Directors.

III. OTHER INFORMATION:

a. **Reasons of loss or inadequate profits:** The decline in revenue from operations occurred both at DMCL and across the industry in which the Company operates, due to certain factors discussed below:

1. Multiple Google Core updates resulting into major fluctuations (negative) in traffic.
2. Loss of domain expertise due to editor exits thereby impacting the EEAT (Experience, Expertise, Authoritativeness, Trust) quotient of the site.

b. **steps taken or proposed to be taken for improvement:** Management is taking active steps to boost profitability by focusing on the following key measures:

1. Increase in user base and audience reach, corresponding growth in pageviews;
2. Higher users and pageviews will lead to increased inventory/ad impressions, thereby driving growth in both direct and indirect revenue streams the current objective being to achieve previous year level;
3. Cost rationalisation and optimisation of revenue streams will support EBITDA margin management and improve overall cash flows

c. **expected increase in productivity and profits in measurable terms**: Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in coming years.

Requisite information under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given herein:

1. **Financial and operating performance of the Company during the three preceding financial years:** Requisite details are provided in para I (d) above.
2. **Remuneration or commission drawn by individual concerned in any other capacity from the Company**

   Mr. Bhandari is drawing remuneration from the Company only in the capacity of Chief Financial Officer and Executive Director - Finance
3. **Remuneration or Commission drawn by Managerial Personnel from any other company**

   Mr. Bhandari is not drawing any remuneration or commission from any other Company.
4. **Professional qualification and experience**

   Mr. Nagendra Bhandari, aged 51 years, is a Commerce Graduate & Chartered Accountant with professional experience of over 25 years. Mr. Nagendra Bhandari has a robust background in finance and accounts, underpinned by his qualifications as a Commerce Graduate and Chartered Accountant. With over 25 years of experience, he has accumulated substantial expertise in the financial domain.
5. **Relationship between remuneration and performance**

   The remuneration of Mr. Bhandari has been determined by the Nomination and Remuneration Committee and the Board in accordance with the Nomination and Remuneration Policy of the Company, considering his role, responsibilities and performance, and the performance of the Company. The variable component of remuneration is linked to the evaluation of individual and Company performance.
6. **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company**

   Your Company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year and increase in compensation and reward by way of variable pay is linked to the evaluation of individual's performance. All employees of the Company, including Whole time Director are governed by the Company's Performance Management

System, in addition to the Board-approved Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.

7. **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference**

   Your Company has a clearly laid out Board-approved Remuneration Policy. This policy includes, *inter-alia*, remuneration parameters for Whole Time Directors, Key Managerial Personnel and Senior Management and other employees. The remuneration policy is applicable for all employees of the Company. The perspective that governs remuneration of Directors goes beyond the Company and the Industry, especially in terms of benchmarks.

8. **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year**

   Mr. Bhandari does not hold any shares in the Company.

   The document setting out the terms of employment and payment of remuneration as prescribed under the Act will be available for inspection by the Members as set out in the Notes to this Notice. The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mr. Bhandari as a Whole time Director as required under Section 190 of the Act.

   A brief profile and other Information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as **Annexure A**.

Your Board recommends the Special Resolution as set out in Item No. 2, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Nagendra Bhandari (whose re-appointment is proposed in the resolution) and his relatives to the extent of their shareholding if any in the Company, are in any way concerned or interested in the resolution.

By order of the Board of Directors
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership No. A37410

Place: Noida
Date: November 03, 2026

Registered Office:
14th Floor, A Wing, Marathon Futurex,
NM Joshi Marg, Lower Parel
Mumbai – 400 013, Maharashtra
CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com

Annexure A

Details of Directors seeking appointment/re-appointment as per 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	Ms. Aanchal David (DIN-10226714)	Mr. Nagendra Bhandari (DIN-10221812)
Agenda Item No.	**(1)**	**(2)**
Age / Date of Birth	43 years / December 24, 1982	51 Years / January 19, 1975
Date of first Appointment on the Board	September 26, 2026	July 10, 2024
Qualification	Post Graduate Programme in Mass Communication, bachelor's degree in economics.	Commerce Graduate and Chartered Accountant
Brief Resume including Experience/ expertise in specified functional area	Ms. Aanchal David is a senior strategic leader with over 17 years of experience in media communication, digital marketing, education industry and news & current affairs. She has been driving multistakeholder initiatives across government, CSR, education, and the media & entertainment ecosystem. She possesses expertise in building cross-sector collaborations aligned with national priorities, while strengthening institutional credibility, brand equity, and revenue growth. She possesses capabilities in strategic communications, marketing, and engagement frameworks, with a proven track record of securing government partnerships. Her expertise includes combining strengths in governance, compliance, and stakeholder management, complemented by effective communication skills, and the ability to convert strategic vision that delivers sustainable growth and organizational value. Her most recent work experience includes, as Lead – Projects & Partnerships at the National Book Trust (Ministry of Education), wherein she secured government projects and curated the national-level Reading India Samvāad 2026 event at Bharat Mandapam. At Edovu Ventures, she drove CSR fundraising and partnerships with the UN and USAID. Her earlier roles include Outreach & Communication Specialist at	Mr. Nagendra Bhandari has a robust background in finance and accounts, underpinned by his qualifications as a Commerce Graduate and Chartered Accountant. With over 25 years of experience, he has accumulated substantial expertise in the financial domain. His career includes significant roles with prominent organizations such as Ankush Publications, and India Today Group, which highlights his extensive experience and contributions to the media industry. He is a senior fellow member of the Institute of Chartered Accountants of India and has been the Whole-time Director of the Company since July 10, 2024, responsible for its finance and accounts functions.

Particulars	Ms. Aanchal David (DIN-10226714)	Mr. Nagendra Bhandari (DIN-10221812)
	The Cambridge Schools and Coordinator – Communications at Genesis Global School, where she led marketing campaigns. She also has experience in media and entertainment sector and also entrepreneurial ventures and community radio station setups. Ms. Aanchal David is Post Graduate in Mass Communication from Rajendra Prasad Institute of Communication & Management, Mumbai and holds a bachelor's degree in economics from Delhi University.	
Experience and expertise in specified functional area	As mentioned in the explanatory statement of Item No. 1 of this notice	As mentioned in the explanatory statement of Item No. 2 of this notice
Directorships held in other companies in India*	NIL	3
Directorships held in other Listed entities	NIL	NIL
Chairman/ Member of Committee of the Board of other companies in which they are director**	NIL	NIL
Listed Entities from which the Director has resigned in the past three years	1 (Dish TV India Limited)	NA
Shareholding in Diligent Media Corporation Limited	NIL	NIL
***Inter-se* Relationship between Directors / Managers / Key Managerial Personnel**	Ms. Aanchal David is not related to any Directors/ Managers/ Key Managerial Personnel of the Company.	Mr. Nagendra Bhandari is not related to any Directors/ Managers/ Key Managerial Personnel of the Company.
Pecuniary relationship with company etc.	NIL	NIL

Particulars	Ms. Aanchal David (DIN-10226714)	Mr. Nagendra Bhandari (DIN-10221812)
Terms and Conditions of Appointment/ Re-appointment and Remuneration along with details of remuneration sought to be paid	As mentioned in the explanatory statement of Item No. 1 of this notice. Ms. David is only receiving Sitting fee for attending meeting of the Board / Committee.	As mentioned in the explanatory statement of Item No. 2 of this notice. No sitting fee shall be payable to Mr. Bhandari.
Remuneration Last Drawn	Not applicable (appointed w.e.f. September 26, 2026)	Rs. 24.71 lakhs (FY 2025-26)
Number of Board Meetings Attended during the Financial Year 2025-26	Not applicable (appointed w.e.f. September 26, 2026)	8
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board has identified – 'Strategic Communications', 'Digital Media', 'Corporate Governance' and 'Stakeholder Management' skill sets required for the role, all of which are met by Ms. Aanchal David. Ms. David possesses strong academic background and rich professional experience in media communication, digital marketing, education and news & current affairs.	The Board has identified – 'Finance and Accounts', 'Corporate Governance', 'Risk and Compliance oversight' and 'Digital Media' skill sets required for the role, all of which are met by Mr. Nagendra Bhandari. Mr. Bhandari possesses strong academic background and rich professional experience in finance and accounts in the media industry.

**Directorships in Other Companies does not include alternate directorships, directorship in foreign bodies corporate and directorship in Diligent Media Corporation Limited.*

***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 of Directors
For **Diligent Media Corporation Limited**

Jyoti Upadhyay
Company Secretary & Compliance Officer
Membership No. A37410

Place: Noida
Date: November 03, 2026

Registered Office:
14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai 400 013
CIN: L22120MH2005PLC151377
Website: www.dnaindia.com
E-mail: complianceofficer@dnaindia.com