

Ref: DCL/CS/160/2020

25th August, 2020BSE Limited
P.J. Tower, Dalal Street
MUMBAI - 400 001The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra - Kurla Complex, Bandra (East)
MUMBAI - 400 051Scrip Code: 542685
Trading Symbol: DGCONTENT

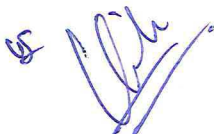
Dear Sirs,

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Submission of voting results of 3rd AGM held on 25th August, 2020 and Scrutinizer's Report thereon

Please find enclosed herewith summary of voting results (*i.e. e-voting and remote e-voting process*), at the 3rd Annual General Meeting of the shareholders of the Company held today i.e. 25th August, 2020 via video conferencing, alongwith Scrutinizer's Report dated 25th August, 2020.

Further, we wish to inform you that at the aforesaid AGM, members of the Company have approved the following matters -

1. Adoption of:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon;
2. Re-appointment of Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retired by rotation and, being eligible had offered himself for re-appointment;
3. Appointment of B S R and Associates, Chartered Accountants (Firm Regn. No. 128901W) as statutory auditor of the Company for a period of 5 (five) years from the conclusion of this AGM till the conclusion of AGM to be held in the calendar year 2025;
4. Appointment of Mr. Ajay Relan (DIN: 00002632) as an Independent Director to hold office for 5 (five) consecutive years for a term upto March 31, 2024;
5. Appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director to hold office for 5 (five) consecutive years for a term upto March 31, 2024;
6. Appointment of Ms. Suchitra Rajendra (DIN: 07962214) as an Independent Director to hold office for 5 (five) consecutive years for a term upto March 31, 2024; and
7. Appointment of Mr. Dinesh Mittal (DIN: 00105769) as Non-executive Director, liable to retire by rotation.



Brief profile of Mr. Praveen Someshwar, Mr. Ajay Relan, Mr. Vivek Mehra, Ms. Suchitra Rajendra and Mr. Dinesh Mittal are enclosed herewith as **Annexure-A**.

This is for your information and records.

Thanking you,

Yours faithfully,

For **DIGICONTENT LIMITED**


(Vikas Prakash)

 Company Secretary



Encl.: As above

1. Mr. Praveen Someshwar

Mr. Praveen Someshwar is a business leader with more than 27 years of rich and varied experience in strategic leadership, business and finance roles. He is presently associated with HT Media group as Managing Director of HT Media Limited and Hindustan Media Ventures Limited. The last role in Pepsico was Senior Vice President & GM based out of Hong Kong, where he was responsible for all Pepsico businesses across the North & South East Asia. Prior to that, he was the CEO for the Food business, CEO for PepsiCo's beverage business in India & South Asia, CFO for PepsiCo's India & South Asia business, Strategic & Financial Planning Head for Pepsico India & South Asia. Mr. Someshwar is a Chartered Accountant and Cost Accountant.

2. Mr. Ajay Relan

Mr. Ajay Relan is one of the pioneers of the Indian private equity industry. Prior to founding CX Partners, Ajay headed Citi's private equity business since its inception in 1995. Prior to this, Ajay worked with several financial firms in multiple geographies, starting with Citibank in 1976 and the last being the CEO of a Citi affiliated brokerage firm, Citicorp Securities & Investments Ltd. Ajay has served on the boards of several portfolio companies such as HT Media, Yes Bank, i-Flex and Progeon among others. He holds an MBA from Indian Institute of Management, Ahmedabad (1976) and B.A. (Hons) Economics from St. Stephen's College, Delhi University (1974) – top ranked in the University.

3. Mr. Vivek Mehra

Mr. Vivek Mehra is a senior Chartered Accountant with an illustrious professional career spanning over 40 years and experience spanning across sectors in Tax and Regulatory domains of Merger & Acquisition specializing in Cross-border Investment and Transaction Structuring. He has held various leadership roles till April 2017 in PriceWaterhouseCoopers Private Ltd. ('PwC') as Partner/ Executive Director. He was the founder and national leader for PwC Regulatory and M&A Practices and has been elected on PwC Governance Oversight Board for two consecutive terms. He is also on the Board of Governors of Lawrence School Sanawar and Grassroot Trading Network, a SEWA organisation. He graduated in 1975 with a Bachelor of Commerce (Hons.) Degree from Sri Ram College of Commerce, Delhi University. He has been a fellow member of the Institute of Chartered Accountants of India since 1979 and has also given his valuable contribution as a member of the Federation of Indian Chambers of Commerce and Industry (FICCI) Steering Committee and National Executive Committee.

4. Ms. Suchitra Rajendra

Ms. Suchitra Rajendra has over 25 years of rich experience in HR domain in India, Asia Pac and Australia in a variety of sectors ranging from 'not for profit' to consulting to FMCG. She has both line HR consulting and strategic HR experience. Currently, she is associated with Colt Technologies Services as Vice President Country Head (India) and Global Head HR for COO. Prior to this, she was Vice President and CHRO for PepsiCo India Region. She is recipient of multiple awards and recognized across the industry. She has a Post Graduate degree in HR from XLRI Jamshedpur. She is a speaker at various national and international forums.

5. Mr. Dinesh Mittal

Mr. Dinesh Mittal is a qualified Company Secretary and a Post Graduate Diploma holder in Business Administration from IPM, Ghaziabad. He also holds Bachelor Degree in Law from Delhi University and Masters Degree in Law (IPR) from Queensland University, Australia. During his professional career spanning over 33 years, he has worked with renowned group such as Whirlpool of India Ltd. as Executive Director, handling Legal, Tax and Secretarial matters for India and parts of Asia, DCM Shriram Group and JK Synthetics. He is associated with HT Group since 2006 and at present is the Group General Counsel & Company Secretary of HT Media Limited.

Note: None of the above directors are related to other directors on the Board.

15

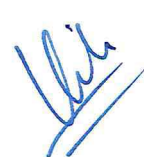

SUMMARY OF VOTING RESULTS OF 3rd AGM HELD THROUGH VIDEO CONFERENCING

Date of declaration of result- 25th August, 2020

Name of the Company	Digicontent Limited	
Date of AGM/EGM	25 th August, 2020	
Last date of receiving Postal Ballot Form/E-voting		
Total number of shareholders as on the cut-off date (i.e. August 18, 2020)	29,412	
No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	Public
	Not Applicable	
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	6	102

ITEM NO.	1
Details of Agenda:	To consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,04,44,271	4,04,44,266	100.0000	4,04,44,266	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote e-Voting	22,16,830	17,40,000	78.4905	17,40,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,55,25,977	8,59,939	5.5387	8,58,891	1,048	99.8781	0.1219
	E-voting at AGM		1,30,438	0.8401	39,135	91,303	30.0028	69.9972
Total		5,81,87,078	4,31,74,643	74.1997	4,30,82,292	92,351	99.7861	0.2139

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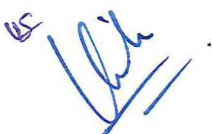
ITEM NO.	2
Details of Agenda:	To appoint Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,04,44,271	4,04,44,266	100.0000	4,04,44,266	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-Voting	22,16,830	17,40,000	78.4905	17,40,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,55,25,977	8,59,938	5.5387	8,58,823	1,115	99.8703	0.1297
	E-voting at AGM		1,30,438	0.8401	39,135	91,303	30.0028	69.9972
Total		5,81,87,078	4,31,74,642	74.1997	4,30,82,224	92,418	99.7859	0.2141

ITEM NO.	3
Details of Agenda:	To appoint B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] as Statutory Auditor of the Company
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,04,44,271	4,04,44,266	100.0000	4,04,44,266	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-Voting	22,16,830	17,40,000	78.4905	17,40,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000

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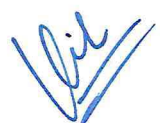
Public- Non Institutions	Remote e-Voting	1,55,25,977	8,59,938	5.5387	8,58,673	1,265	99.8529	0.1471
	E-voting at AGM		1,30,438	0.8401	39,135	91,303	30.0028	69.9972
	Total	5,81,87,078	4,31,74,642	74.1997	4,30,82,074	92,568	99.7856	0.2144

ITEM NO.	4
Details of Agenda:	To appoint Mr. Ajay Relan as an Independent Director, not liable to retire by rotation
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,04,44,271	4,04,44,266	100.0000	4,04,44,266	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-Voting	22,16,830	17,40,000	78.4905	17,40,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,55,25,977	8,59,938	5.5387	8,58,773	1,165	99.8645	0.1355
	E-voting at AGM		1,30,438	0.8401	39,135	91,303	30.0028	69.9972
	Total	5,81,87,078	4,31,74,642	74.1997	4,30,82,174	92,468	99.7858	0.2142

ITEM NO.	5
Details of Agenda:	To appoint Mr. Vivek Mehra as an Independent Director, not liable to retire by rotation
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,04,44,271	4,04,44,266	100.0000	4,04,44,266	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-Voting	22,16,830	17,40,000	78.4905	17,40,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,55,25,977	8,59,938	5.5387	8,58,773	1,165	99.8645	0.1355
	E-voting at AGM		1,30,438	0.8401	39,135	91,303	30.0028	69.9972
Total		5,81,87,078	4,31,74,642	74.1997	4,30,82,174	92,468	99.7858	0.2142

ITEM NO.	6
Details of Agenda:	To appoint Ms. Suchitra Rajendra as an Independent Director, not liable to retire by rotation
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,04,44,271	4,04,44,266	100.0000	4,04,44,266	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-Voting	22,16,830	17,40,000	78.4905	17,40,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,55,25,977	8,59,938	5.5387	8,58,773	1,165	99.8645	0.1355
	E-voting at AGM		1,30,438	0.8401	39,135	91,303	30.0028	69.9972
Total		5,81,87,078	4,31,74,642	74.1997	4,30,82,174	92,468	99.7858	0.2142

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ITEM NO.	7
Details of Agenda:	To appoint Mr. Dinesh Mittal as Non-executive Director, liable to retire by rotation
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,04,44,271	4,04,44,266	100.0000	4,04,44,266	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-Voting	22,16,830	17,40,000	78.4905	17,40,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,55,25,977	8,59,938	5.5387	8,58,823	1,115	99.8703	0.1297
	E-voting at AGM		1,30,438	0.8401	39,135	91,303	30.0028	69.9972
Total		5,81,87,078	4,31,74,642	74.1997	4,30,82,224	92,418	99.7859	0.2141

The aforesaid resolution has been passed with the requisite majority.

Yours faithfully,
For Digicontent Limited

(Vikas Prakash)

Company Secretary

Membership No.: A21117

HT House, 2nd Floor, 18-20

K.G Marg, New Delhi – 110001

Date: 25th August, 2020





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman/Director
3rd Annual General Meeting of the Equity Shareholders of
Digicontent Limited [CIN: L74999DL2017PLC322147]
Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg
New Delhi - 110001

Dear Sir,

Subject: Consolidated Scrutinizer's Report on e-voting (remote e-voting and e-voting at the AGM) for the 3rd Annual General Meeting of Digicontent Limited

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), was appointed as the Scrutinizer by the Board of Directors of Digicontent Limited ("**the Company**") vide resolution dated May 6, 2020 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated July 21, 2020 calling the 3rd Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**") through VC/ OAVM ("**AGM Notice**"), convened on Tuesday, 25th day of August 2020 at 11:00 A.M. IST through VC/ OAVM in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**"), Government of India.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:
 - (i) Process of e-voting remotely, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice ("**remote e-voting**"); and
 - (ii) Process of e-voting at the AGM through electronic voting system ("**InstaPoll**")



'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

Contact No.: +91-8874888806, +91-8052244888

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015 ("LODR")) relating to remote e-voting and InstaPoll on the resolutions contained in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and InstaPoll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("KFin"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/or KFin for my verification.

5. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Tuesday, August 18, 2020 were entitled to vote on the resolutions (item nos. 1 to 7 as set out in the AGM Notice) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. As on cut-off date, there were 29,412 shareholders of the Company and the total paid-up share capital of the Company was Rs. 11,63,74,156 /- (Rupees Eleven Crore Sixty Three Lac Seventy Four Thousand One Hundred and Fifty Six Only) divided into 5,81,87,078 (Five Crore Eighty One Lac Eighty Seven Thousand and Seventy Eight Only) Equity Shares of Rs.2/- each.

The Company, through Service Provider viz. KFin Technologies Private Limited, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-20 to 23,708 Equity Shareholders of the Company on 31st July, 2020 whose email ids were registered and available on 29th July, 2020 (Benpos date). The Notice of the Meeting was also made available on the website of the Company viz. www.digicontent.co.in. The Company has also dispatched notice of meeting along with annual report on 20th August, 2020 to 168 shareholders on their registered email ids, who have acquired shares after 29th July, 2020 but on or before 18th August, 2020 i.e. cut-off date.

The Company had published on 1st August, 2020, an advertisement about the dispatch of AGM Notice along with Annual Report for FY-20 to shareholders in "Mint" (English newspaper-all editions) and "Hindustan" (Hindi newspaper- Delhi NCR Editions).

6. E-voting process at the AGM

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.



- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / KFin and the authorizations lodged with the Company/ KFin on test check basis.
- iii. The e-votes cast were unblocked on Tuesday, August 25, 2020 after the conclusion of the AGM.

7. Remote e-voting process

- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on August 21, 2020 (Friday) and ended at 5.00 P.M. (Server time) on August 24, 2020 (Monday) on the designated website URL: <https://evoting.karvy.com> via e-voting facility of KFin.
 - ii. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, August 18, 2020 only, were entitled to vote on proposed resolutions (Item No. 1 to 7 as set out in the AGM Notice of the Company) by remote e-voting.
 - iii. On August 25, 2020, after the conclusion of the AGM and post counting of InstaPoll, remote e-voting event was unblocked by me
 - iv. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted in "favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., <https://evoting.karvy.com>. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
8. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting InstaPoll on all the resolutions as set out in the AGM Notice, based on the reports generated by KFin, scrutinized on test-check basis and relied upon by me as under:

ORDINARY BUSINESS

RESOLUTION NO.1 – ORDINARY RESOLUTION

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	141	4,30,43,157	99.70
(B) InstaPoll	16	39,135	0.09
Total (A+B)	157	4,30,82,292	99.79



II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	7	1,048	0.00
(B) InstaPoll	1	91,303	0.21
Total (A+B)	8	92,351	0.21

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
Total (A+B)	0	0

Therefore, the Resolution in Item No.1 has been approved with requisite majority.

RESOLUTION NO.2 - ORDINARY RESOLUTION

To appoint Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	139	4,30,43,089	99.70
(B) InstaPoll	16	39,135	0.09
Total (A+B)	155	4,30,82,224	99.79

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	8	1,115	0.00
(B) InstaPoll	1	91,303	0.21
Total (A+B)	9	92,418	0.21

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	1	1
(B) InstaPoll	0	0
Total (A+B)	1	1

Therefore, the Resolution in Item No.2 has been approved with requisite majority.

RESOLUTION NO.3 - ORDINARY RESOLUTION

To appoint B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] as Statutory Auditor of the Company



I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	138	4,30,42,939	99.70
(B) InstaPoll	16	39,135	0.09
Total (A+B)	154	4,30,82,074	99.79

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	9	1,265	0.00
(B) InstaPoll	1	91,303	0.21
Total (A+B)	10	92,568	0.21

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	1	1
(B) InstaPoll	0	0
Total (A+B)	1	1

Therefore, the Resolution in Item No. 3 has been approved with requisite majority.

SPECIAL BUSINESS**RESOLUTION NO. 4 - ORDINARY RESOLUTION**

To appoint Mr. Ajay Relan as an Independent Director, not liable to retire by rotation

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	138	4,30,43,039	99.70
(B) InstaPoll	16	39,135	0.09
Total (A+B)	154	4,30,82,174	99.79

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	9	1,165	0.00
(B) InstaPoll	1	91,303	0.21
Total (A+B)	10	92,468	0.21



III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	1	1
(B) InstaPoll	0	0
Total (A+B)	1	1

Therefore, the Resolution in Item No. 4 has been approved with requisite majority.

RESOLUTION NO. 5 - ORDINARY RESOLUTION

To appoint Mr. Vivek Mehra as an Independent Director, not liable to retire by rotation

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	138	4,30,43,039	99.70
(B) InstaPoll	16	39,135	0.09
Total (A+B)	154	4,30,82,174	99.79

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	9	1,165	0.00
(B) InstaPoll	1	91,303	0.21
Total (A+B)	10	92,468	0.21

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	1	1
(B) InstaPoll	0	0
Total (A+B)	1	1

Therefore, the Resolution in Item No. 5 has been approved with requisite majority.

RESOLUTION NO. 6 - ORDINARY RESOLUTION

To appoint Ms. Suchitra Rajendra as an Independent Director, not liable to retire by rotation

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	138	4,30,43,039	99.70
(B) InstaPoll	16	39,135	0.09
Total (A+B)	154	4,30,82,174	99.79



II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	9	1,165	0.00
(B) InstaPoll	1	91,303	0.21
Total (A+B)	10	92,468	0.21

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	1	1
(B) InstaPoll	0	0
Total (A+B)	1	1

Therefore, the Resolution in Item No. 6 has been approved with requisite majority.

RESOLUTION NO. 7 - ORDINARY RESOLUTION

To appoint Mr. Dinesh Mittal as Non-executive Director, liable to retire by rotation

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	139	4,30,43,089	99.70
(B) InstaPoll	16	39,135	0.09
Total (A+B)	155	4,30,82,224	99.79

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	8	1,115	0.00
(B) InstaPoll	1	91,303	0.21
Total (A+B)	9	92,418	0.21

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	1	1
(B) InstaPoll	0	0
Total (A+B)	1	1

Therefore, the Resolution in Item No. 7 has been approved with requisite majority.

9. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.



10. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of KFin. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

Thanking You
Yours faithfully,



Scrutiniser
SANKET JAIN
Practising Company Secretary
M.No. A26531, C.P. No. 12583



UDIN:A026531B000613139

Place: New Delhi
Date: 25.08.2020

Countersigned by
For Digicontent Limited



Place: New Delhi
Date: 25.08.2020