

# ANNEXURE - D TO THE BOARD'S REPORT

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

For the financial year ended March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

Sl. No.	Particulars	Details
I	Corporate Identification Number (CIN)	L74999DL2017PLC322147
II	Registration Date	August 14, 2017
II	Name of the Company	Digicontent Limited
IV	Category/ Sub-Category of the Company	Public Company/ Limited by Shares
V	Address of the Registered Office and contact details	Hindustan Times House, 2 <sup>nd</sup> Floor 18-20, Kasturba Gandhi Marg New Delhi - 110001 Tel: +91-11-66561608 Fax: +91-11-66561445 Email : <a href="mailto:investor@digicontent.co.in">investor@digicontent.co.in</a>
VI	Whether listed company	Yes
VII	Name, address and contact details of Registrar and Transfer Agent	KFin Technologies Private Limited Selenium Tower B Plot No. 31 & 32 Financial District, Nanakramguda Serilingampally Mandal Hyderabad - 500 032 Tel: +91-40-67162222, Fax: +91-40-23001153 Email : <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / Services	NIC Code of the products/ service	% to total turnover of the Company
1	Brand promotion	731*	88.71

\*Source: National Industrial Classification-2008

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of equity shares held	Applicable Section
1	The Hindustan Times Limited HT House 18-20, Kasturba Gandhi Marg New Delhi-110001	U74899DL1927PLC000155	Holding	69.50	2(46)
2	HT Digital Streams Limited Budh Marg, Patna-800001, Bihar	U74900BR2015PLC025243	Subsidiary	100.00	2(87)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
<b>(A)</b>	<b>Promoter and Promoter Group</b>									
<b>(1)</b>	<b>Indian</b>									
(a)	Individual /HUF	5	0	5	0.00	5	0	5	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	4,04,38,621	0	4,04,38,621	69.50	4,04,38,621	0	4,04,38,621	69.50	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total A(1) :</b>	<b>4,04,38,626</b>	<b>0</b>	<b>4,04,38,626</b>	<b>69.50</b>	<b>4,04,38,626</b>	<b>0</b>	<b>4,04,38,626</b>	<b>69.50</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	5,645	0	5,645	0.01	5,645	0	5,645	0.01	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total A(2) :</b>	<b>5,645</b>	<b>0</b>	<b>5,645</b>	<b>0.01</b>	<b>5,645</b>	<b>0</b>	<b>5,645</b>	<b>0.01</b>	<b>0.00</b>
	<b>Total A=A(1)+A(2)</b>	<b>4,04,44,271</b>	<b>0</b>	<b>4,04,44,271</b>	<b>69.51</b>	<b>4,04,44,271</b>	<b>0</b>	<b>4,04,44,271</b>	<b>69.51</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Funds /UTI	34,88,704	0	34,88,704	5.99	0	0	0	0.00	5.99
(b)	Financial Institutions /Banks	50,676	0	50,676	0.09	72	0	72	0.00	(0.09)
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	14,16,250	0	14,16,250	2.43	26,369	0	26,369	0.04	(2.39)
(f)	Foreign Institutional Investors	33,43,713	0	33,43,713	5.75	22,05,023	0	22,05,023	3.79	(1.96)
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(1) :</b>	<b>82,99,343</b>	<b>0</b>	<b>82,99,343</b>	<b>14.26</b>	<b>22,31,464</b>	<b>0</b>	<b>22,31,464</b>	<b>3.83</b>	<b>1.55</b>
<b>(2)</b>	<b>Non-Institutions</b>									
<b>(a)</b>	<b>Bodies Corporate</b>	22,41,770	0	22,41,770	3.85	41,30,207	0	41,30,207	7.10	3.25
<b>(b)</b>	<b>Individuals</b>									
(i)	Individuals holding nominal share capital upto ₹ 1 lac	41,23,561	12,463	41,36,024	7.11	44,47,117	949	44,48,066	7.64	0.53
(ii)	Individuals holding nominal share capital in excess of ₹ 1 lac	15,20,973	0	15,20,973	2.62	54,39,045	0	54,39,045	9.35	6.73
<b>(c)</b>	<b>Others</b>									
	Clearing Members	9,911	0	9,911	0.02	12,486	0	12,486	0.02	0.00
	Foreign Nationals	134	0	134	0.00	134	0	134	0.00	0.00
	HUF	4,06,843	0	4,06,843	0.70	7,63,605	0	7,63,605	1.31	0.61
	IEPF	2,643	0	2,643	0.00	2,643	0	2,643	0.00	0.00
	NBFC	92	0	92	0.00	0	0	0	0.00	0.00
	Non Resident Indians	2,12,277	0	2,12,277	0.36	1,71,235	0	1,71,235	0.30	(0.07)
	NRI Non-Repatriation	3,67,765	0	3,67,765	0.63	1,03,016	0	1,03,016	0.18	(0.45)
	Trustee of HT Media Employee Welfare Trust*	5,44,572	0	5,44,572	0.94	4,40,871	0	4,40,871	0.76	(0.18)
	Trusts	460	0	460	0.00	35	0	35	0.00	(0.00)

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(2) :</b>	<b>94,31,001</b>	<b>12,463</b>	<b>94,43,464</b>	<b>16.23</b>	<b>1,55,10,394</b>	<b>949</b>	<b>1,55,11,343</b>	<b>26.66</b>	<b>10.42</b>
	<b>Total B=B(1)+B(2) :</b>	<b>1,77,30,344</b>	<b>12,463</b>	<b>1,77,42,807</b>	<b>30.49</b>	<b>1,77,41,858</b>	<b>949</b>	<b>1,77,42,807</b>	<b>30.49</b>	<b>0.00</b>
	<b>Total (A+B) :</b>	<b>5,81,74,615</b>	<b>12,463</b>	<b>5,81,87,078</b>	<b>100.00</b>	<b>5,81,86,129</b>	<b>949</b>	<b>5,81,87,078</b>	<b>100.00</b>	<b>11.97</b>
<b>(C)</b>	<b>Shares held by custodians, against which Depository Receipts have been issued</b>									
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Grand Total (A+B+C) :</b>	<b>5,81,74,615</b>	<b>12,463</b>	<b>5,81,87,078</b>	<b>100.00</b>	<b>5,81,86,129</b>	<b>949</b>	<b>5,81,87,078</b>	<b>100.00</b>	<b>11.97</b>

© 5 shares are held as nominee of Go4i.com (Mauritius) Limited

\* shares held by HT Media Employee Welfare Trust has been categorized as 'Non-Promoter Non-Public' category in the stock exchange filings. However, to conform to the format of Form MGT-9, the same has been categorized under 'Public' category.

**Note:** Pursuant to the Scheme of Arrangement between the Company and HT Media Limited (HTML), sanctioned by Hon'ble NCLT ("Scheme"), the entire pre-Scheme paid-up equity share capital of the Company held by HTML and its nominees was cancelled, and new equity shares were allotted to the eligible shareholders of HTML on April 12, 2019 in the ratio of 1 equity share of the Company of ₹ 2/- each for every 4 equity shares held in HTML as on the record date i.e. April 10, 2019. Accordingly, the above details have been given for the period April 12, 2019 to March 31, 2020.

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	
1	The Hindustan Times Limited	4,04,38,621	69.50	4,04,38,621	4,04,38,621	69.50	4,04,38,621	0.00
2	Go4i.Com (Mauritius) Limited	5,645	0.01	5,645	5,645	0.01	5,645	0.00
3	Mrs. Shobhana Bhartia	5*	0.00	5*	5*	0.00	5*	0.00
4	Mr. Priyavrat Bhartia	--	--	--	--	--	--	--
5	Mr. Shamit Bhartia	--	--	--	--	--	--	--
6	HT Media Limited	--	--	--	--	--	--	--
	<b>Total</b>	<b>4,04,44,271</b>	<b>69.51</b>	<b>4,04,44,271</b>	<b>4,04,44,271</b>	<b>69.51</b>	<b>4,04,44,271</b>	<b>0.00</b>

\* held as nominee of Go4i.com (Mauritius) Limited

**Note:** Pursuant to the Scheme of Arrangement between the Company and HT Media Limited (HTML), sanctioned by Hon'ble NCLT ("Scheme"), the entire pre-Scheme paid-up equity share capital of the Company held by HTML and its nominees was cancelled, and new equity shares were allotted to the eligible shareholders of HTML on April 12, 2019 in the ratio of 1 equity share of the Company of ₹ 2/- each for every 4 equity shares held in HTML as on the record date i.e. April 10, 2019. Accordingly, the above details have been given for the period April 12, 2019 to March 31, 2020.

## (iii) Change in Promoters

As on April 1, 2019, HT Media Limited (HTML) was the beneficial owner of 100% of the equity share capital of the Company. Pursuant to the Scheme of Arrangement between the Company and HTML and upon issue of new equity shares on April 12, 2019, the entire pre-Scheme paid-up equity share capital of the Company held by HTML & its nominees was cancelled. Accordingly, HTML ceased to be the promoter of the Company and The Hindustan Times Limited, Go4i.Com (Mauritius) Limited, Mrs. Shobhana Bhartia, Mr. Priyavrat Bhartia and Mr. Shamit Bhartia, have become promoters of the Company.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of equity shares	% of total shares of the company	No. of equity shares	% of total shares of the company
1	Karma Capital Advisors Private Limited <sup>#</sup>				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	17,91,813	3.08	17,91,813	3.08
	Sold during the year	0	0.00	17,91,813	3.08
	At the end of the year	17,91,813	3.08	17,91,813	3.08
2	Government Pension Fund Global				
	At the beginning of the year	17,40,000	2.99	17,40,000	2.99
	Bought during the year	0	0.00	17,40,000	2.99
	Sold during the year	0	0.00	17,40,000	2.99
	At the end of the year	17,40,000	2.99	17,40,000	2.99
3	Finquest Financial Solutions Pvt. Ltd. <sup>#</sup>				
	At the beginning of the year	33,520	0.06	33,520	0.06
	Bought during the year	9,23,150	1.58	9,56,670	1.64
	Sold during the year	0	0.00	9,56,670	1.64
	At the end of the year	9,56,670	1.64	9,56,670	1.64
4	Mr. Gajesh Abani <sup>#</sup>				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	8,01,204	1.38	8,01,204	1.38
	Sold during the year	0	0.00	8,01,204	1.38
	At the end of the year	8,01,204	1.38	8,01,204	1.38
5	Mr. Shashank S Khade <sup>#</sup>				
	At the beginning of the year	375	0.00	375	0.00
	Bought during the year	7,25,332	1.25	7,25,707	1.25
	Sold during the year	0	0.00	7,25,707	1.25
	At the end of the year	7,25,707	1.25	7,25,707	1.25
6	Vijit Asset Management Pvt. Ltd. <sup>#</sup>				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	4,74,394	0.82	4,74,394	0.82
	Sold during the year	0	0.00	4,74,394	0.82
	At the end of the year	4,74,394	0.82	4,74,394	0.82
7	Trustee of HT Media Employee Welfare Trust				
	At the beginning of the year	5,44,572	0.94	5,44,572	0.94
	Bought during the year	0	0.00	5,44,572	0.94
	Sold during the year	1,03,701	0.18	4,40,871	0.76
	At the end of the year	4,40,871	0.76	4,40,871	0.76

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of equity shares	% of total shares of the company	No. of equity shares	% of total shares of the company
8	Ms. Rohini Nilekani				
	At the beginning of the year	5,58,225	0.96	5,58,225	0.96
	Bought during the year	0	0.00	5,58,225	0.96
	Sold during the year	1,65,000	0.28	3,93,225	0.68
	At the end of the year	3,93,225	0.68	3,93,225	0.68
9	Ms. Nisha Ajay Patil <sup>#</sup>				
	At the beginning of the year	14,250	0.02	14,250	0.02
	Bought during the year	3,85,750	0.67	4,00,000	0.69
	Sold during the year	0	0.00	4,00,000	0.69
	At the end of the year	4,00,000	0.69	4,00,000	0.69
10	Mr. Ajaykumar Bhaskar Patil <sup>#</sup>				
	At the beginning of the year	22,500	0.04	22,500	0.04
	Bought during the year	3,77,500	0.65	4,00,000	0.69
	Sold during the year	0	0.00	4,00,000	0.69
	At the end of the year	4,00,000	0.69	4,00,000	0.69
11	Mr. Nandan M Nilekani				
	At the beginning of the year	4,82,890	0.83	4,82,890	0.83
	Bought during the year	0	0.00	4,82,890	0.83
	Sold during the year	1,67,890	0.29	3,15,000	0.54
	At the end of the year	3,15,000	0.54	3,15,000	0.54
12	Franklin India Smaller Companies Fund <sup>*</sup>				
	At the beginning of the year	27,61,717	4.75	27,61,717	4.75
	Bought during the year	0	0.00	27,61,717	4.75
	Sold during the year	27,61,717	4.75	0	0.00
	At the end of the year	0	0.00	0	0.00
13	ICICI Lombard General Insurance Company Limited <sup>*</sup>				
	At the beginning of the year	14,16,250	2.43	14,16,250	2.43
	Bought during the year	0	0.00	14,16,250	2.43
	Sold during the year	14,16,250	2.43	0	0.00
	At the end of the year	0	0.00	0	0.00
14	Finquest Securities Pvt. Ltd. - Client Beneficiary <sup>*</sup>				
	At the beginning of the year	11,61,400	2.00	11,61,400	2.00
	Bought during the year	0	0.00	11,61,400	2.00
	Sold during the year	11,51,250	1.98	10,150	0.02
	At the end of the year	10,150	0.02	10,150	0.02

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of equity shares	% of total shares of the company	No. of equity shares	% of total shares of the company
15	Reliance Capital Trustee Co. Ltd-A/c Reliancesmall*				
	At the beginning of the year	7,26,987	1.25	7,26,987	1.25
	Bought during the year	0	0.00	7,26,987	1.25
	Sold during the year	7,26,987	1.25	0	0.00
	At the end of the year	0	0.00	0	0.00
16	Bajaj Allianz Life Insurance Company Ltd.*				
	At the beginning of the year	4,19,306	0.72	4,19,306	0.72
	Bought during the year	0	0.00	4,19,306	0.72
	Sold during the year	4,19,306	0.72	0	0.00
	At the end of the year	0	0.00	0	0.00
17	Danske Invest Sicav - SIF - Emerging and Frontier*				
	At the beginning of the year	3,37,070	0.58	3,37,070	0.58
	Bought during the year	0	0.00	3,37,070	0.58
	Sold during the year	3,37,070	0.58	0	0.00
	At the end of the year	0	0.00	0	0.00

\* Not in the list of top 10 shareholders as on April 12, 2019. The same has been reflected above as the shareholder was one of the top 10 shareholders as on March 31, 2020.

\* Ceased to be in the list of top 10 shareholders as on March 31, 2020. The same is reflected above, as the shareholder was one of the top 10 shareholders as on April 12, 2019.

**Notes:**

- Year in the above table means the period from April 12, 2019 to March 31, 2020.
- Any member desirous of obtaining date-wise particulars of sale/purchase by the above shareholders may write to the Company Secretary at the Registered Office of the Company

**(v) Shareholding of Directors and Key Managerial Personnel (KMP)**

Sl. No.	Name of the Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of equity shares	% of total shares of the Company	No. of equity shares	% of total shares of the Company
1	Mr. Priyavrat Bhartia*	5	0.00	-	-
2	Late Mr. Sharad Saxena*	5	0.00	-	-

\*held as nominee of HT Media Limited, and these shares were cancelled upon allotment of new equity shares on April 12, 2019 pursuant to the Scheme of Arrangement.

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lac)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 2019-20</b>				
i) Principal Amount	--	8,000.00	--	8,000.00
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	1,010.27	--	1,010.27
<b>Total (i+ii+iii)</b>	<b>--</b>	<b>9,010.27</b>	<b>--</b>	<b>9,010.27</b>
<b>Change in Indebtedness during the financial year 2019-20</b>				
Additions	--	905.80	--	905.80
(Reduction)	--	--	--	--
<b>Net Change</b>	<b>--</b>	<b>905.80</b>	<b>--</b>	<b>905.80</b>
<b>Indebtedness at the end of the financial year 2019-20</b>				
i) Principal Amount	--	8,000.00	--	8,000.00
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	1,916.08	--	1,916.08
<b>Total (i+ii+iii)</b>	<b>--</b>	<b>9,916.08</b>	<b>--</b>	<b>9,916.08</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Not Applicable

### B. Remuneration to other directors

(₹ In Lac)

Sl. No.	Particulars of Remuneration	Non-executive Independent Directors			
		Mr. Ajay Relan	Ms. Suchitra Rajendra	Mr. Vivek Mehra	Total
1	Name of Directors				
	Fee for attending Board /committee meetings	7.00	7.00	5.50	19.50
	Others	--	--	--	--
	<b>Total (A)</b>	<b>7.00</b>	<b>7.00</b>	<b>5.50</b>	<b>19.50</b>
2	Other Non-executive Directors	No other remuneration was paid during FY 20			
	<b>Total (B)</b>	<b>7.00</b>	<b>7.00</b>	<b>5.50</b>	<b>19.50</b>
	<b>Total Managerial Remuneration (A+B)</b>	<b>19.50</b>			
	<b>Overall Ceiling as per the Act</b>	<b>Not Applicable*</b>			

\*Since no remuneration is paid to the Directors other than sitting fee, the computation of ceiling of managerial remuneration in terms of Sections 197 & 198 of the Companies Act, 2013 is not applicable.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Anup Sharma (Chief Financial Officer)	Mr. Vikas Prakash (Company Secretary)	Total
1	Gross salary			
	(a) Salary as per Provisions contained in section 17(1) of the Income Tax Act, 1961	1,13,10,038	19,70,785	1,32,80,823
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	16,500	-	16,500
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option (No. of options granted during the year)	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others- Retirement Benefits	3,51,756	48,000	3,99,756
	<b>Total</b>	<b>1,16,78,294</b>	<b>20,18,785</b>	<b>1,36,97,079</b>

**Note:** Mr. Abhesh Verma, Chief Executive Officer, draws remuneration from subsidiary company i.e. HT Digital Streams Limited

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil**

For and on behalf of the Board



**Dinesh Mittal**  
Director  
DIN: 00105769



**Praveen Someshwar**  
Director  
DIN: 01802656

Date: May 6, 2020  
Place: New Delhi