

**DIGICONTENT LIMITED**

(formerly known as HT Digital Ventures Limited)

Registered Office: Hindustan Times House (2nd Floor)  
18-20, Kasturba Gandhi Marg, New Delhi 110 001, India

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www.digicontent.co.in

corporatedept@digicontent.co.in

CIN: L74999DL2017PLC322147

Ref: DCL/CS/160/2021

21<sup>st</sup> September, 2021

BSE Limited  
P.J. Tower, Dalal Street  
**MUMBAI - 400 001**

The National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex, Bandra (East)  
**MUMBAI - 400 051**

Scrip Code: 542685  
Trading Symbol: DGCONTENT

Dear Sirs,

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Submission of voting results of 4<sup>th</sup> Annual General Meeting (AGM) held on 21<sup>st</sup> September, 2021 and Scrutinizer's Report thereon**

Please find enclosed herewith summary of voting results (*i.e. remote e-voting and e-voting at the AGM*), at the 4<sup>th</sup> AGM of the shareholders of the Company held today i.e. 21<sup>st</sup> September, 2021 via video conferencing, alongwith Scrutinizer's Report dated 21<sup>st</sup> September, 2021.

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, 2021 and the reports of the Board of Directors and Auditor thereon; and
  - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Auditor thereon;
2. Re-appointment of Mr. Priyavrat Bhartia (DIN: 00020603) as a Director, who retired by rotation and, being eligible had offered himself for re-appointment.

This is for your information and records.

Thanking you,

Yours faithfully,

For **DIGICONTENT LIMITED**

  
(Vikas Prakash)  
Company Secretary



Encl.: As above



**SUMMARY OF VOTING RESULTS OF 4<sup>th</sup> AGM HELD THROUGH VIDEO CONFERENCING**  
**Date of declaration of result- 21<sup>st</sup> September, 2021**

Name of the Company	Digicontent Limited	
Date of AGM/EGM Last date of receiving Postal Ballot Form/E-voting	21 <sup>st</sup> September, 2021	
Total number of shareholders as on the cut-off date (i.e. August 14, 2021)	26,494	
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
	4	139

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, 2021 and the reports of the Board of Directors and Auditor thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Auditor thereon.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	Remote e-Voting	4,06,04,521	4,06,04,521	100.0000	4,06,04,521	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0	
	Total	4,06,04,521	4,06,04,521	100.0000	4,06,04,521	0	100.0000	0.0000
Public- Institutions	Remote e-Voting	17,38,118	16,75,000	96.3686	16,75,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0	
	Total	17,38,118	16,75,000	96.3686	16,75,000	0	100.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,58,44,439	13,16,231	8.3072	13,14,851	1,380	99.8952	0.1048
	E-voting at AGM		2,380	0.0150	2,380	0	100.0000	0.0000
	Total	1,58,44,439	13,18,611	8.3222	13,17,231	1,380	99.8953	0.1047
<b>Total</b>		<b>5,81,87,078</b>	<b>4,35,98,132</b>	<b>74.9275</b>	<b>4,35,96,752</b>	<b>1,380</b>	<b>99.9968</b>	<b>0.0032</b>





ITEM NO.	2
Details of Agenda:	To appoint Mr. Priyavrat Bhartia (DIN: 00020603) 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?	Yes

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	4,06,04,521	4,06,04,521	100.0000	4,06,04,521	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0	0
	Total	4,06,04,521	4,06,04,521	100.0000	4,06,04,521	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	17,38,118	16,75,000	96.3686	16,75,000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0	0
	Total	17,38,118	16,75,000	96.3686	16,75,000	0	100.0000	0.0000
Public- Non Institutions	Remote e-Voting	1,58,44,439	29,41,937	18.5676	4,636	29,37,301	0.1576	99.8424
	E-voting at AGM		2,380	0.0150	2,380	0	100.0000	0.0000
	Total	1,58,44,439	29,44,317	18.5827	7,016	29,37,301	0.2383	99.7617
<b>Total</b>		<b>5,81,87,078</b>	<b>4,52,23,838</b>	<b>77.7214</b>	<b>4,22,86,537</b>	<b>29,37,301</b>	<b>93.5050</b>	<b>6.4950</b>

The aforesaid resolutions have 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: 21<sup>st</sup> September, 2021







**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**

**4<sup>th</sup> Annual General Meeting of the Equity Shareholders of**

**Digicontent Limited [CIN: L74999DL2017PLC322147]**

**Hindustan Times House (2<sup>nd</sup> Floor)**

**18-20, Kasturba Gandhi Marg**

**New Delhi - 110001**

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting process and voting at the 4<sup>th</sup> Annual General Meeting of Digicontent Limited conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended**

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 June 15, 2021 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated August 24, 2021 ("**AGM Notice**") calling the 4<sup>th</sup> Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**") through Video Conferencing/ Other Audio Video Means ("**VC/ OAVM**"), convened on Tuesday, 21<sup>st</sup> day of September, 2021 at 11:00 A.M. IST through VC/ OAVM in accordance with General Circular No. 02/2021 dated January 13, 2021 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "**MCA Circulars**").
2. The said appointment as Scrutinizer is made in accordance with 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 ("**InstaPoll**")

*'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002*  
*E-mail: [sanketjainco@gmail.com](mailto:sanketjainco@gmail.com), [sanketjaincs@gmail.com](mailto: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 and 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 prepare a Consolidated Scrutinizer's Report of the votes cast on 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 and basis for issuance of this report.

### **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, September 14, 2021 were entitled to vote on the resolutions (item nos. 1 and 2 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 26,494 shareholders of the Company and the total paid-up share capital of the Company was Rs. 11,63,74,156 /- (Rupees Eleven Crores Sixty Three Lakhs Seventy Four Thousand One Hundred Fifty Six Only) divided into 5,81,87,078 (Five Crores Eighty One Lakhs Eighty Seven Thousand and Seventy Eight) 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-21 to 22,881 Equity Shareholders of the Company on August 29, 2021 whose email ids were registered and available on August 26, 2021. The Notice of the Meeting was also made available on the website of the Company viz. [www.digicontent.co.in](http://www.digicontent.co.in). The Company has also dispatched notice of meeting along with annual report on September 16, 2021 to 182 shareholders on their registered email ids, who have acquired shares after August 26, 2021 but on or before September 14, 2021 i.e. cut-off date.

The Company had published on August 30, 2021 an advertisement about the dispatch of AGM Notice along with Annual Report for FY-21 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, September 21, 2021 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 September 17, 2021 (Friday) and ended at 5.00 P.M. (Server time) on September 20, 2021 (Monday) on the designated website URL: <https://evoting.kfintech.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, September 14, 2021 only, were entitled to vote on proposed resolutions (Item No. 1 and 2 as set out in the AGM Notice of the Company) by remote e-voting.
  - iii. On September 21, 2021, after the conclusion of the AGM and post counting of InstaPoll, event was unblocked by me.
  - iv. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" or "abstain" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., <https://evoting.kfintech.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, 2021, 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, 2021 and the report of the Auditors thereon**

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>(A) Remote e-voting</b>	199	4,35,94,372	99.9914
<b>(B) InstaPoll</b>	25	2,380	0.0054
<b>Total (A+B)</b>	<b>224</b>	<b>4,35,96,752</b>	<b>99.9968</b>





**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	11	1,380	0.0032
(B) InstaPoll	0	0	0
<b>Total (A+B)</b>	<b>11</b>	<b>1,380</b>	<b>0.0032</b>

**III. Abstained e-votes**

Number of ballots	Number of e-votes
4	16,25,745
0	0
<b>4</b>	<b>16,25,745</b>

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

**RESOLUTION NO.2 - ORDINARY RESOLUTION**

To appoint Mr. Priyavrat Bhartia (DIN: 00020603) 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	188	4,22,84,157	93.4997
(B) InstaPoll	25	2,380	0.0053
<b>Total (A+B)</b>	<b>213</b>	<b>4,22,86,537</b>	<b>93.5050</b>

**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	24	29,37,301	6.4950
(B) InstaPoll	0	0	0
<b>Total (A+B)</b>	<b>24</b>	<b>29,37,301</b>	<b>6.4950</b>

**III. Abstained e-votes**

Number of ballots	Number of e-votes
2	39
0	0
<b>2</b>	<b>39</b>

Therefore, the Resolution in Item No.2 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.



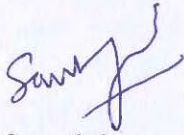


10. This report is issued in accordance with the terms of the Engagement Letter.

**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,



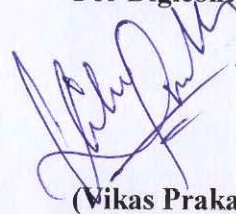
**Scrutiniser**  
**SANKET JAIN**  
Practising Company Secretary  
M.No. A26531, C.P. No. 12583



UDIN: A026531C000980792

Place: New Delhi  
Date: 21.09.2021

**Countersigned by**  
**For Digicontent Limited**



**(Vikas Prakash)**  
**Company Secretary**



Place: New Delhi  
Date: 21.09.2021