



**TRANSCRIPT OF THE 6TH ANNUAL GENERAL MEETING OF DIGICONTENT LIMITED
HELD ON TUESDAY, 19TH SEPTEMBER, 2023 AT 11:00 A.M. (IST) THROUGH VIDEO
CONFERENCING/ OTHER AUDIO-VISUAL MEANS**

Arjit Gupta (Company Secretary)

Good Morning everyone!

Dear Members,

It is my pleasure to welcome you to the 6th Annual General Meeting (AGM) of your Company. This meeting is being convened via video conferencing, as permitted by the Ministry of Corporate Affairs and SEBI. Members may please note that this meeting is being recorded.

In accordance with the provisions of the Companies Act, 2013 and rules made thereunder the Company has extended to its member the facility to exercise their right to vote on all the items of agenda of this meeting through remote e-voting facility and e-voting at the AGM. The Company has engaged the services of National Securities Depository Limited, to provide e-voting facility. As you all know, remote e-voting facility commenced at 9:00 A.M. on 15th September, 2023 and concluded at 5:00 P.M. on 18th September, 2023. Members who could not cast their vote via remote e-voting may cast their vote on the e-voting platform during the meeting or within 15 minutes after the conclusion of meeting.

Mr. Sanket Jain, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the voting process.

The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts and Arrangements, are available for inspection by members.

Members who have registered themselves as “Speaker” may raise their questions or give suggestions, once the floor is open for questions and answers. For smooth and seamless conduct of the meeting, all the members have been kept on mute to avoid background noise or disturbance.

Mr. Priyavrat Bhartia is unable to attend this meeting. In his absence, Mr. Praveen Someshwar, Non-Executive Director shall Chair the meeting.

Since requisite quorum is present, now, may I request Mr. Praveen Someshwar to address the members.

Praveen Someshwar

Thank you, Arjit.

Good morning Ladies and Gentlemen!

On behalf of Digicontent Limited, I extend a warm welcome to all the members who have joined this AGM. The Company has taken necessary steps that are required to be taken as per the provisions of law, to enable members to participate in this meeting via video conferencing and vote on the resolutions set forth in the notice convening this AGM.

As the requisite quorum is present. I call this meeting to order.

Let me introduce the Directors and KMPs of the Company who are present in this meeting: -

1. Mr. Vivek Mehra, *Independent Director and Chairman of Audit Committee*
2. Ms. Suchitra Rajendra, *Independent Director and Chairperson of Nomination and Remuneration Committee and Stakeholder's Relationship Committee*
3. Mr. Lloyd Mathias, *Independent Director*
4. Mr. Puneet Jain, *Chief Executive Officer*
5. Mr. Ajay Nair, *Chief Financial Officer*
6. Mr. Arjit Gupta, *Company Secretary*

Mr. Samudra Bhattacharya, Non-Executive Director could not attend this meeting.

Mr. David Jones, Partner, Representatives of B S R and Associates, Chartered Accountants (Statutory Auditors) and Mr. Manish Gupta, Managing Partner, RMG & Associates, Company Secretaries (Secretarial Auditors), have also joined this meeting.

Now, Arjit will take us through all the agenda items.

Arjit Gupta

Thank you, Sir.

The Annual Report for the financial year 2022-23 containing the Board's report, Auditor's report, financial statements and other reports, along with notice of this AGM have already been circulated to the members at their registered email address in accordance with the applicable SEBI circulars.

With your permission, I take them as read.

Since the Statutory Auditor's and Secretarial Auditor's Report do not contain any qualification, observation, adverse remark or disclaimer, the same are not required to be read at this meeting.

In terms of the notice convening this AGM, there are 3 agenda items out of which 2 items are proposed as Ordinary Resolutions and 1 item is proposed as Special Resolution.

For the information of members, the items of the agenda of this AGM are as follows:

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt:

- a) the audited standalone financial statements of the company for the financial year ended 31st March, 2023 together with 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 31st March, 2023 and the report of the Auditors thereon.

ITEM NO. 2

To appoint Mr. Priyavrat Bhartia as a Director who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

Re-appointment of Ms. Suchitra Rajendra as an Independent Director, not liable to retire by rotation.

With the permission of Chair, may I now request the Moderator to initiate the Q&A session. Moderator may please enable pre-registered members to come up one-by-one and speak.

Members are requested to be precise while sharing their views or queries.

Over to you, Moderator.

Moderator

Thank you very much.

We will now begin the question and answer session. Ladies and gentlemen, we will wait for a moment while the question queue assembles. I now invite the first speaker shareholder Mr. Praveen Kumar. Please unmute your microphone and proceed with your question.

Praveen Kumar

Good morning my respected chairperson, esteemed Board of Directors, and other shareholders who joined this meeting online. My name is Praveen Kumar. I am from New Delhi.

I have few observations, which I would like to share with the entire house. Sir, first, I am very thankful to you for your brief address to the shareholders and I am grateful as well because it is very informative from retail investor point of view. I am privileged to be part of HT Media Group. I appreciate the Company's investor friendly approach and I have given assent to all the resolutions set out in the Notice of AGM.

The Company has maintained high standards of corporate governance and we receive prompt replies to the queries raised by us.

I am also very thankful to the management who has given me this platform to share my views and express my feelings. Wish you all the luck and all the best.

Moderator

Thank you very much. I now invite the next speaker shareholder, Mr. Chetan Chadha. Please accept the prompt on your screen. Unmute your audio and video from your device and proceed with your question. Ladies and gentlemen, we will wait for a moment while Mr. Chadha unmutes his connection.

Chetan Chadha (Spoken in Hindi)

I'm really thankful to the moderator and the secretarial department for giving me the chance to speak with you. Sir, now as we are out of COVID-19, I request you to conduct AGM on hybrid model from next year. So that we can meet you at least once in a year.

If possible, also have an annual day function, like our 6th Annual General Meeting and give reminder to speaker shareholders to join at the annual day function and celebrate the annual day. I Request you to keep this in mind and give us a chance to join you next year. I would also like to thank the secretarial department for sending hard copy of the annual report.

I would like to ask what is roadmap for the next year, our dividend payout situation and steps that the Company is taking to come in position of dividend payout

I would also like to ask what benefit Company would get from G20. Please tell us about this. Thank you, sir. Thank you so much for giving me a chance.

Moderator

Thank you very much. I now invite the next speaker shareholder, Mr. Ankur Chanda. Please unmute your microphone and proceed with your question.

Ankur Chanda (Spoken in Hindi)

Good morning to everyone. Sir, I would like to say, company is working fine, but our secretarial department is not in contact with the shareholder. Please ask them to stay in contact with the shareholder. Because that is the only medium between the company and the shareholder. Thank you very much, sir.

Moderator

Thank you very much. Next speaker shareholder. Mr. Narender Singh Chauhan has registered, however, did not join the AGM. Ms. Shashi Jain has registered, however, did not join the AGM. That was the last speaker shareholder. I now hand over the proceedings to Mr. Arjit Gupta. Thank you and over to you, sir.

Arjit Gupta

I request Mr. Puneet Jain CEO and Mr. Ajay Nair, CFO to respond to the queries.

Ajay Nair

Thank you for the questions. Mr. Praveen. Thank you for the kind words. On the question of Mr. Chetan Chadha. Regarding dividend payout. The dividend payout will be done as and when the board considers it to be prudent. At present Company is in loss and therefore no dividend is recommended.

On your suggestion of hybrid model for the next AGM, we have taken note of that and we will definitely keep it in our consideration. Mr. Ankur Chadha, we will definitely convey your concern to our secretarial team and they will reach out to you.

Puneet Jain

Very good morning, ladies and gentlemen. Thank you for joining the 6th AGM of the Company. In addition to to what my colleague shared, Firstly, Mr. Praveen. I would like to thank you on behalf of the management for your generous appreciation and continued faith in the organization. We will continue to do our best to maintain your faith in the organization.

Further, Mr. Chadha, I thank you for your valuable suggestions. For conducting AGM of the Company in hybrid mode and other areas your suggestions will be evaluated by our concerned team. To your question on the roadmap, your Company is in the business of selling multimedia content.

We have broadly two lines of business in our organization. First is, selling our multimedia content and monetizing them and secondly capturing and monetizing audience in digital space. We are very excited about our digital space and Company's major growth has come in the last few years on the digital side.

In the digital space there are broadly three areas we are looking at. First and foremost is the user reach, the idea behind it, is to acquire more and more digitally and serve their needs in the space and on that front we are looking to constantly expand our core news offering and solve for the news infra users.

At the same time, we have invested in building out niche platforms in the area of auto, consumer tech, health and wellness so on so forth which is helping us acquire newer audiences.

In addition to that, your organization operates in seven languages. So, now we offer the content in seven languages. Four of them, were launched last year which is also helping us cover the wider breadth of the country. At the same time we also realize the power of videos in digital space and we have been looking to build our offering in the video space as well. Hence, I think going forward we'll continue to look to grow our user reach in these areas.

Our monetization primarily happens through advertisements. So, we are constantly looking to expand and build our advertisement offerings including building the rightful tech stack, to be able to offer relevant and targeted digital advertisement products as well as trying to build offerings in the non advertisement space.

We have already started working on subscription and affiliate as a business which are in the non-advertisement space. Among these areas, the idea is to grow each one of them for the next year.

On your question regarding G20, Mr. Chadha I think it is obviously a great moment and event for the country and we are very proud of it. In this regard, we have significantly covered G20 and offered various perspectives to our users through the multimedia content we generate on our sites. It has helped us engage with more number of users not just in India given the heightened interest G20 presents across the world.

It has also helped us engage with international audiences. Mr. Chanda, your concerns are duly noted and the concerned team will look into the same. Thank you everyone for your questions.

Arjit Gupta

Thank you, Puneet and Ajay!

In case any member has any further queries, please feel free to write to us and we will reply accordingly. Now, I request the Chairman to further proceed with the meeting.

Praveen Someshwar

Thanks, Arjit!

The result of voting on all items of the agenda of this meeting shall be declared within the prescribed time limit and will also be uploaded on the company's website after intimation to the stock exchanges.

The business set forth in the notice of this meeting has been concluded and a time period of further 15 minutes is available for voting after which the meeting will stand closed.

I thank all members for their participation.

Arjit Gupta

On behalf of members present, I thank the Chair.

Members are now requested to proceed with e-voting which will be available for next 15 minutes. Thank you and Stay Safe!