

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74999DL2017PLC322147

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECH2819R

(ii) (a) Name of the company

DIGICONTENT LIMITED

(b) Registered office address

Hindustan Times house, 2nd Floor, 18-20, Kasturba Gandhi M
arg NA
New Delhi
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

IN*****CO.IN

(d) *Telephone number with STD code

01*****34

(e) Website

www.digicontent.co.in

(iii) Date of Incorporation

14/08/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

23/09/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE HINDUSTAN TIMES LTD	U74899DL1927PLC000155	Holding	66.81
2	HT DIGITAL STREAMS LIMITED	U74900BR2015PLC025243	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	58,187,078	58,187,078	58,187,078
Total amount of equity shares (in Rupees)	120,000,000	116,374,156	116,374,156	116,374,156

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	60,000,000	58,187,078	58,187,078	58,187,078
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	120,000,000	116,374,156	116,374,156	116,374,156

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	357	58,186,721	58187078	116,374,156	116,374,156	
Increase during the year	0	2	2	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		2	2			
Dematerialisation of physical share						
Decrease during the year	2	0	2	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	2		2			
Dematerialisation of physical share						
At the end of the year	355	58,186,723	58187078	116,374,156	116,374,156	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE03JI01017

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

Date of registration of transfer (Date Month Year)						
Type of transfer		1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor						
Transferor's Name						
	Surname		middle name		first name	
Ledger Folio of Transferee						
Transferee's Name						
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

15,812,316

(ii) Net worth of the Company

-650,208,568

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	38,876,364	66.81	0	
10.	Others	0	0	0	
	Total	38,876,364	66.81	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	12,203,378	20.97	0	
	(ii) Non-resident Indian (NRI)	399,647	0.69	0	
	(iii) Foreign national (other than NRI)	134	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	26,369	0.05	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	36,749	0.06	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,476,072	11.13	0	
10.	Others IEPF, Clearing Member, Tru:	168,365	0.29	0	
	Total	19,310,714	33.19	0	0

Total number of shareholders (other than promoters)

21,547

**Total number of shareholders (Promoters+Public/
Other than promoters)**

21,548

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DODONA HOLDINGS I	STANDARD CHARTERED BANK Sec			36,749	0.06

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	23,226	21,547
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	3	0	3	0	0

C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Priyavrat Bhartia	00020603	Director	1	
Mr. Vivek Mehra	00101328	Director	0	
Ms. Suchitra Rajendra	07962214	Director	0	
Mr. Lloyd Mathias	02879668	Director	0	
Mr. Praveen Someshw	01802656	Director	0	
Mr. Samudra Bhattacha	02797819	Director	0	
Mr. Puneet Jain	AGFPJ2809P	CEO	0	
Mr. Ajay Sivaraman Na	ADWPN6808Q	CFO	0	
Mr. Arjit Gupta	AVEPG3222H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ms. Suchitra Rajend	07962214	Director	31/03/2024	Re- appointed as Independent
Mr. Vivek Mehra	00101328	Director	31/03/2024	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	19/09/2023	22,600	144	0.71

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2023	6	6	100
2	24/07/2023	6	5	83.33
3	07/11/2023	6	5	83.33
4	15/01/2024	6	4	66.67
5	28/03/2024	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	17/05/2023	4	4	100
2	Audit Committee	24/07/2023	4	4	100
3	Audit Committee	07/11/2023	4	4	100
4	Audit Committee	15/01/2024	4	4	100
5	Nomination and Remuneration	17/05/2023	3	3	100
6	Nomination and Remuneration	28/03/2024	3	3	100
7	Stakeholders Forum	18/01/2024	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	23/09/2024
								(Y/N/NA)
1	Mr. Priyavrat E	5	1	20	0	0	0	No
2	Mr. Vivek Meh	5	5	100	6	6	100	No
3	Ms. Suchitra F	5	5	100	7	7	100	Yes
4	Mr. Lloyd Math	5	5	100	4	4	100	Yes
5	Mr. Praveen S	5	5	100	7	7	100	Yes
6	Mr. Samudra E	5	4	80	1	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Arjit Gupta	Company Secre	2,130,000	0	0	36,000	2,166,000
	Total		2,130,000	0	0	36,000	2,166,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Suchitra Rajend	Independent Dir	0	0	0	900,000	900,000
2	Mr. Vivek Mehra	Independent Dir	0	0	0	850,000	850,000
3	Mr. Lloyd Mathias	Independent Dir	0	0	0	750,000	750,000
	Total		0	0	0	2,500,000	2,500,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Malvika Bansal

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9159

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SANDEEP RAO
EP RAO
Digitally signed by
SANDEEP RAO
Date: 2024.11.20
10:54:09 +05'30'

DIN of the director

0*7*1*1*

To be digitally signed by

Manu Chaudhary
Digitally signed by
Manu Chaudhary
Date: 2024.11.20
10:58:56 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

3*6*0

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT 8DCL.pdf
SBOLetter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s Digicontent Limited** (herein referred to as **"the Company"**) having CIN: L74999DL2017PLC322147 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. As per the information furnished to me, the status of compliance(s) of the provisions of the Act & Rules made there under, during the aforesaid financial year, is provided hereunder:

1. As per the information available on the official website of Ministry of Corporate Affairs ("MCA"), the status of the Company is Active Compliant. Further, the company continues to be a Listed Public Company, Limited by shares and having its registered office at Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110001.

2. As per the information provided to us, the company has maintained the registers/records & has made necessary entries therein, in accordance with the applicable provisions of the Act.

3. The Company has filed such forms and returns with the Registrar of Companies, NCT of Delhi and Haryana within the prescribed time. Further, based on the information provided to us, the Company has not filed any form(s) or return(s) with the Central Government, Regional Director, National Company Law Tribunal or other authorities & Court, during the aforesaid financial year.

4. The Company has called, convened and held the meetings of Board of Directors and its Committees and the Annual General Meeting of Members of the Company on such dates as stated in the Annual Return, as per the Act and as per General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the MCA to hold and convened Annual General Meetings through VC or OAVM, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI"), in respect of which meetings, proper notices were given and the proceedings including the Circular Resolutions(s) and resolutions passed by postal ballot have been recorded in the Minutes Book/ Registers maintained for the purpose and the same have been signed.





5. As per the information provided to us, the Company was not required to close its Register of Members/ Security holders, during the period under review.

6. As per the information provided to us and based on the audited financial statements, the Company has not advanced any loan to its Directors and/or persons or firms or Companies referred in Section 185 the Act, during the period under review.

7. As per the minutes of the Audit Committee and other information furnished to us and in accordance with audited financial statements, all the contracts/ arrangements/ transactions entered or modified by the Company, during the period under review, with related parties, were in compliance with the provisions of the Section 188 of the Act, to the extent applicable.

8. The Company has not issued, allotted and bought back any securities and there were no instances of redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares/securities during the period under review.

9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act during the period under review.

10. During the period under review, the Company has not declared any dividend for the year ended March 31, 2024. Further, instances of transfer of unpaid/unclaimed dividend/other amounts to the Investor Education and Protection Fund (IEPF) in accordance with Section 125 of the Act is not applicable to the Company.

11. The audited financial statement of the Company, for the period under review, were signed as per the provisions of Section 134 of the Act and report of Directors, for the aforesaid period, is in accordance with sub-sections (3), (4) and (5) of Section 134 of the Act.

12. During the period under review:
- The Board of Directors of the Company comprised only with the Non- Executive Directors;
 - The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act, which are mentioned below:

S. No.	Name of the Director	DIN/PAN	Designation	Date of Appointment /Change in Designation/ Cessation	Nature of change (Appointment /Change in Designation/ Cessation)
1.	Vivek Mehra	00101328	Director	31.03.2024	Cessation as Independent Director

- iii. The Company has complied with the provisions relating to disclosure of Directors of the Company, retirement and re-appointment of Directors, appointment of Key Managerial



Personnel(s) and their remuneration, to the extent applicable.

Further, the re-constitution of the Committees were made with the approval of the Board, during the period under review.

After the closing of the aforementioned financial year, the following changes occurred in the composition of the Board of Directors:

1. Ms. Suchitra Rajendra was re-appointed as an Independent Director of the Company for a second term of five consecutive years, effective from 1st April 2024 to 31st March 2029.
2. Mr. Mannu Bhatia was appointed as an Additional Director (Independent) of the Company for a term of five consecutive years, effective from 1st April 2024 to 31st March 2029.

13. During the period under review, the Company has duly complied with the provisions of Section 139 of the Companies Act, 2013. The Shareholders of the Company at their Annual General Meeting held on August 25, 2020 approved the appointment of M/s B S R and Associates, Chartered Accountants ("BSR") [Firm Registration No. 128901W as the Statutory Auditor of the Company, to hold the office for a period of 5 (five) consecutive years until the conclusion of Annual General Meeting to be held in the calendar year 2025.

After close of the F.Y. 2023-24, Company received a resignation from M/s B S R and Associates [Firm Registration No. 128901W], who were serving as the statutory auditors of the Company. Based on the recommendation of Audit Committee, Company appointed M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) (SRB) as the Statutory Auditor w.e.f. August 21, 2024 to fill the casual vacancy arising out of resignation of M/s. B S R and Associates [Firm Registration No. 128901W], subject to the approval of Shareholders of the Company.

Subsequently, at the Annual General Meeting held on 23rd September, 2024, Shareholders approved the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as the Company's Statutory Auditor w.e.f. August 21, 2024. S.R. Batliboi & Associates LLP will hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the F.Y. 2029-30.

14. During the period under review, the Company has not obtained any approvals from the Central Government, National Company Law Tribunal (NCLT), Regional Director, Registrar of Companies, Court or such other authorities prescribed under the various provisions of the Act.

15. As per the information furnished to us and in accordance with the Auditor' Report, the Company has not invited/ accepted, renewed or repaid any Deposits falling within the purview of relevant Sections of the Act, during the period under review.





16. The details of borrowing have been disclosed in the Financial Statements of the Company prepared for the period under review. Further, as confirmed by the Management of the Company, the Company has not borrowed any secured funds from its Directors, Members and Public financial institutions and banks for the review period F.Y. 2023-24, accordingly instances for creation/modification/ satisfaction of charges are not applicable.

17. As per the information given to us and in accordance with Auditors Report of the Company for the period under review, the loans and investments made by the Company, if any, to other bodies corporate or persons, are in accordance with the provisions of Section 186 of the Act.

Further, during the period under review, the Company has not given any guarantee/provided security to other bodies corporate or persons falling under the provisions of Section 186 of the Act.

18. The Company has not altered any provision of the Memorandum of Association and/or Articles of Association of the Company during the period under review.

Signature:

Malavika Bansal
Practicing Company Secretary
COP No. 9159
Peer Review no.: 5419/2024
UDIN- F008231F002069862

Date: 12.11.2024
Place: New Delhi

To,

Date: 20th November, 2024

The Registrar of Companies,
4th Floor, IFCI Tower, 61,
Nehru Place,
New Delhi - 110019

Subject: Intimation of Designated Officer for furnishing information on Beneficial Interest in shares (Rule 9(4), Companies (Management and Administration) Rules, 2014)

Respected Sir/Madam,

We are submitting our Annual Return in Form MGT-7 for the financial year 31st March, 2024. In light of the recent amendment to Rule 9 of the Companies (Management and Administration) Rules, 2014, as per the MCA Notification dated 27th October 2023 (G.S.R. 801(E)), we hereby notify the details of the designated person responsible for furnishing and providing information regarding the beneficial interest in the Company's shares.

We would also like to bring to your attention that, as of the date of this submission, Form MGT-7 does not contain a specific field for capturing the details of the designated officer as required under the aforementioned amendment. Therefore, we are providing this information via this letter as an attachment to Form MGT-7. Further, the Board has not authorised any designated officer so far, therefore the Company Secretary is deemed to be the Designated Officer for the said purpose.

Details of the Designated Officer:

1. Name: Ms. Manu Chaudhary
2. Designation: Company Secretary
3. Email ID: manu.chaudhary1@hindustantimes.com
4. Contact No.: 8860749490

In case of any changes to the designated officer, we shall promptly notify the same to your office using Form GNL-2, as required under the Companies (Registration Offices and Fees) Rules, 2014.

Kindly take this into consideration while processing our annual return submission.

Thanking you.
Yours sincerely,

**For and on behalf of the Board of
Digicontent Limited**

Manu
Chaudhary

Digitally signed by
Manu Chaudhary
Date: 2024.11.20
10:43:56 +05'30'

**(Manu Chaudhary)
Company Secretary
M.No.: A34640**