

23<sup>rd</sup> September, 2024**BSE Limited**Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai - 400 001****National Stock Exchange of India Limited**Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
**Mumbai - 400 051****Scrip Code: 542685****Trading Symbol: DGCONTENT****Sub: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Voting Results of 7<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2024 and Scrutinizer's Report thereon**

Dear Sir/Madam,

This is to inform that the 7<sup>th</sup> Annual General Meeting ('AGM') of the Members of the Company was held today i.e. Monday, 23<sup>rd</sup> September, 2024 at 11.00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2013 ('Act'), Circular(s) issued by the Ministry of Corporate Affairs ('MCA') and the SEBI Listing Regulations. As per the requirement of the Act, Circulars issued by the MCA and the SEBI Listing Regulations, the Company had provided remote e-voting facility and e-voting at the AGM i.e. venue voting to its Members for voting on the business transacted at the AGM.

In the above connection and pursuant to Regulation 44(3) of the SEBI Listing Regulations, please find enclosed herewith summary of voting results (i.e. remote e-voting and venue voting), along with Consolidated Scrutinizer's Report issued by Mr. Sanket Jain, (Scrutinizer appointed for the AGM), dated 23<sup>rd</sup> September, 2024, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, we wish to inform that at the aforesaid AGM, Members of the Company have approved the following business as set forth in the notice convening the AGM, with requisite majority:

1. Consideration and adoption of:
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon; and

- the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of the Auditors thereon.
2. Appointment of Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
  3. Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditor of the Company and to fix their remuneration.
  4. Appointment of Mr. Sandeep Rao (DIN: 08711910) as a Non-Executive Director, liable to retire by rotation.
  5. Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and HT Media Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28.
  6. Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and Hindustan Media Ventures Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28.

The voting results along with the Scrutinizer's Report will be available on the Company's website at [www.digicontent.co.in](http://www.digicontent.co.in) and is also being made available on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .

This is for your information and record

Thanking you,

Yours faithfully,

For **Digicontent Limited**

**(Arjit Gupta)**

**Company Secretary**

**Encl.:** As above

**SUMMARY OF VOTING RESULTS OF 7<sup>TH</sup> AGM HELD THROUGH VIDEO CONFERENCING**

**Date of declaration of results- 23<sup>rd</sup> September, 2024**

Name of the Company	Digicontent Limited	
Date of AGM/EGM <del>Last date of receiving Postal Ballot Form/E-voting</del>	23 <sup>rd</sup> September 2024	
Total number of shareholders as on the cut-off date (i.e.16 <sup>th</sup> September, 2024)	21,280	
No. of Shareholders present in the meeting either in person or through proxy	Promoter and Promoter Group	Public
	Not Applicable	
No. of Shareholders attended the meeting through Video Conferencing	Promoter and Promoter Group	Public
	5	160

ITEM NO.	1
Details of Agenda	Consideration and Adoption of : a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024 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 31 <sup>st</sup> March, 2024 together with the Report of the 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	3,88,76,364	3,88,76,363	100.0000	3,88,76,363	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,88,76,364</b>	<b>3,88,76,363</b>	<b>100.0000</b>	<b>3,88,76,363</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	Remote e-voting	26,369	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26,369</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Non Institution	Remote e-voting	1,92,84,345	7,11,525	3.6897	7,11,020	505	99.9290	0.0710
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,92,84,345</b>	<b>7,11,525</b>	<b>3.6897</b>	<b>7,11,020</b>	<b>505</b>	<b>99.9290</b>
<b>Total</b>		<b>5,81,87,078</b>	<b>3,95,87,888</b>	<b>68.0355</b>	<b>3,95,87,383</b>	<b>505</b>	<b>99.9987</b>	<b>0.0013</b>



<b>ITEM NO.</b>	2
<b>Details of Agenda</b>	Appointment of Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
<b>Resolution required</b>	Ordinary Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	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
<b>Promoter and Promoter Group</b>	Remote e-voting	3,88,76,364	3,88,76,363	100.0000	3,88,76,363	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,88,76,364</b>	<b>3,88,76,363</b>	<b>100.0000</b>	<b>3,88,76,363</b>	<b>0</b>	<b>100.0000</b>
<b>Public-Institutions</b>	Remote e-voting	26,369	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26,369</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
<b>Public-Non Institution</b>	Remote e-voting	1,92,84,345	7,11,525	3.6897	7,10,888	637	99.9105	0.0895
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,92,84,345</b>	<b>7,11,525</b>	<b>3.6897</b>	<b>7,10,888</b>	<b>637</b>	<b>99.9105</b>
<b>Total</b>		<b>5,81,87,078</b>	<b>3,95,87,888</b>	<b>68.0355</b>	<b>3,95,87,251</b>	<b>637</b>	<b>99.9984</b>	<b>0.0016</b>

<b>ITEM NO.</b>	3
<b>Details of Agenda</b>	Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditor of the Company and to fix their remuneration.
<b>Resolution required</b>	Ordinary Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	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
<b>Promoter and Promoter Group</b>	Remote e-voting	3,88,76,364	3,88,76,363	100.0000	3,88,76,363	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,88,76,364</b>	<b>3,88,76,363</b>	<b>100.0000</b>	<b>3,88,76,363</b>	<b>0</b>	<b>100.0000</b>
<b>Public-Institutions</b>	Remote e-voting	26,369	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26,369</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
<b>Public-Non Institution</b>	Remote e-voting	1,92,84,345	7,11,525	3.6897	7,10,928	597	99.9161	0.0839
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,92,84,345</b>	<b>7,11,525</b>	<b>3.6897</b>	<b>7,10,928</b>	<b>597</b>	<b>99.9161</b>
<b>Total</b>		<b>5,81,87,078</b>	<b>3,95,87,888</b>	<b>68.0355</b>	<b>3,95,87,291</b>	<b>597</b>	<b>99.9985</b>	<b>0.0015</b>

ITEM NO.	4
Details of Agenda	Appointment of Mr. Sandeep Rao (DIN: 08711910) as a 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	3,88,76,364	3,88,76,363	100.0000	3,88,76,363	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,88,76,364</b>	<b>3,88,76,363</b>	<b>100.0000</b>	<b>3,88,76,363</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	Remote e-voting	26,369	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26,369</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Non Institution	Remote e-voting	1,92,84,345	7,11,525	3.6897	7,10,888	637	99.9105	0.0895
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,92,84,345</b>	<b>7,11,525</b>	<b>3.6897</b>	<b>7,10,888</b>	<b>637</b>	<b>99.9105</b>
<b>Total</b>		<b>5,81,87,078</b>	<b>3,95,87,888</b>	<b>68.0355</b>	<b>3,95,87,251</b>	<b>637</b>	<b>99.9984</b>	<b>0.0016</b>

ITEM NO.	5
Details of Agenda	Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and HT Media Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28.
Resolution required	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	Yes

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	3,88,76,364	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,88,76,364</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Institutions	Remote e-voting	26,369	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000

	<b>Total</b>	<b>26,369</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public-Non Institution</b>	Remote e-voting	1,92,84,345	7,11,525	3.6897	7,10,888	637	99.9105	0.0895
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,92,84,345</b>	<b>7,11,525</b>	<b>3.6897</b>	<b>7,10,888</b>	<b>637</b>	<b>99.9105</b>	<b>0.0895</b>
<b>Total</b>		<b>5,81,87,078</b>	<b>7,11,525</b>	<b>1.2228</b>	<b>7,10,888</b>	<b>637</b>	<b>99.9105</b>	<b>0.0895</b>


<b>ITEM NO.</b>	6
<b>Details of Agenda</b>	Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and Hindustan Media Ventures Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28.
<b>Resolution required</b>	Ordinary Resolution
<b>Whether promoter/promoter group are interested in the agenda/ resolution?</b>	Yes

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
<b>Promoter and Promoter Group</b>	Remote e-voting	3,88,76,364	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>3,88,76,364</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public-Institutions</b>	Remote e-voting	26,369	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>26,369</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public-Non Institution</b>	Remote e-voting	1,92,84,345	7,11,525	3.6897	7,10,888	637	99.9105	0.0895
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,92,84,345</b>	<b>7,11,525</b>	<b>3.6897</b>	<b>7,10,888</b>	<b>637</b>	<b>99.9105</b>	<b>0.0895</b>
<b>Total</b>		<b>5,81,87,078</b>	<b>7,11,525</b>	<b>1.2228</b>	<b>7,10,888</b>	<b>637</b>	<b>99.9105</b>	<b>0.0895</b>

The aforesaid resolutions as set forth in the notice convening the 7<sup>th</sup> AGM of the Company have been passed with the requisite majority.

Yours faithfully,

For **DIGICONTENT LIMITED**

  
**(Arjit Gupta)**  
**Company Secretary**  
**Membership No.: A30696**  
**5<sup>th</sup> Floor, Lotus tower, A Block,**  
**Community Centre, New Friends Colony,**  
**New Delhi -110001**



Date- 23<sup>rd</sup> September, 2024



## CONSOLIDATED SCRUTINIZER'S REPORT

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

To,  
**The Chairman**  
**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 and e-voting at the 7<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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time**

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), have been appointed as the Scrutinizer by the Board of Directors of Digicontent Limited (**'the Company'**) vide resolution passed by the Board of Directors of the Company at its meeting held on July 22, 2024 (Monday) for the purpose of scrutinizing the process of voting through electronic means (**'e-voting'**) on the resolution(s) as set forth in the Notice dated August 21, 2024 (**'AGM Notice'**) calling the 7<sup>th</sup> Annual General Meeting of its Equity Shareholders (**'the Meeting/ AGM'**) through Video Conferencing/ Other Audio Video Means (**'VC/ OAVM'**), convened on September 23, 2024 (Monday) at 11:00 A.M. (IST) through VC/ OAVM in accordance with recent circular dated September 25, 2023 issued by the Ministry of Corporate Affairs (**'MCA Circular'**) and circular dated October 07, 2023 issued by the Securities and Exchange Board of India (**'SEBI Circular'**) and in compliance with the provisions of the Companies Act, 2013 (**'the Act'**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**).
2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**). As Scrutinizer, I have scrutinized:

*'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*

- (i) Process of remote e-voting, 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 (**'venue voting'**)

### **3. Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Listing Regulations relating to remote e-voting and venue voting on the resolutions set forth in the AGM Notice.

### **4. Scrutinizer's Responsibility**

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and venue voting) is restricted to preparation of Consolidated Scrutinizer's Report of the votes cast on the resolutions set forth in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (**'NSDL'**), the Agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/ or NSDL for verification and issuance of this report.

### **5. Dispatch of Notice convening the AGM**

The Company through NSDL, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-24 to Equity Shareholders of the Company on August 29, 2024 (Thursday) 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) and website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).

The Company had published advertisements in "Mint" (English) and "Hindustan" (Hindi) on August 30, 2024 (Friday) regarding dispatch of AGM Notice along with Annual Report for FY-24 to shareholders and specifying the date & time of the AGM, availability of the notice on the website of the Company and the website of Stock Exchanges, manner of registration of Email IDs by the Members (both physical and demat) who are yet to register their Email IDs with the Company, manner of voting through remote e-voting or venue voting etc.

The Company, through NSDL, also completed dispatch of Notice of AGM and the Annual Report for FY-24 on September 17, 2024 (Tuesday), to the Equity Shareholders of the Company who had acquired shares/registered Email IDs post the cut-off date.

### **6. Cut-off date**

The Equity Shareholders of the Company as on the 'cut-off' date, as set forth in the AGM Notice, i.e., September 16, 2024 (Monday) were entitled to vote on the resolutions (item nos. 1 to 6 as set forth 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 21,280 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 and





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.

#### **7. Remote e-voting process**


- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on September 19, 2024 (Thursday) and ended at 5.00 P.M. (Server time) on September 22, 2024 (Sunday) on the designated website URL: <https://evoting.nsdl.com> via e-voting facility-of NSDL.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on September 16, 2024 (Monday) only, were entitled to vote on proposed resolutions (Item nos. 1 to 6 as set out in the AGM Notice of the Company) by remote e-voting.
- iii. On September 23, 2024 (Monday), after the conclusion of the AGM and post counting of venue voting, event was unblocked by me.

#### **8. E-voting process at the AGM i.e. Venue Voting**

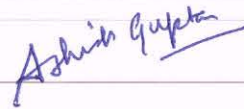
Members who could not cast their vote by remote e-voting, could cast their vote on the e-voting platform during the AGM or within 15 minutes after the conclusion of the AGM.

#### **9. Counting Process**

- 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 NSDL under my instructions.
- ii. The e-votes cast were unblocked on September 23, 2024 (Monday) after the conclusion of the AGM in the presence of two witnesses, who are not in the employment of the Company, viz., Mr. Pratham Gupta and Mr. Ashish Gupta, before they were counted.



**Mr. Pratham Gupta**



**Mr. Ashish Gupta**

- iii. 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 NSDL, i.e., <https://evoting.nsdl.com>.
- iv. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/Depositories and the authorizations lodged with the Company/Depositories on test check basis.

#### **10. Outcome of remote e-voting and venue voting**

All the resolutions as set forth in the AGM Notice were passed with requisite majority.

I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Venue voting on all the resolutions as set forth in the AGM Notice, based on



the reports generated by NSDL, scrutinized on test-check basis and relied upon by me as under:

**ORDINARY BUSINESS**

**ITEM NO.1 – ORDINARY RESOLUTION**

To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 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 March 31, 2024 together with 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	220	3,95,87,375	99.9987
(B) Venue voting	2	8	0.0000
<b>Total (A+B)</b>	<b>222</b>	<b>3,95,87,383</b>	<b>99.9987</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	21	505	0.0013
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>21</b>	<b>505</b>	<b>0.0013</b>

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

**ITEM NO.2 - ORDINARY RESOLUTION**

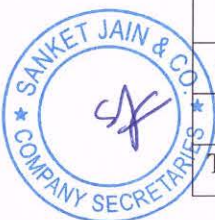
To re-appoint Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

**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	217	3,95,87,243	99.9984
(B) Venue voting	2	8	0.0000
<b>Total (A+B)</b>	<b>219</b>	<b>3,95,87,251</b>	<b>99.9984</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	637	0.0016
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>24</b>	<b>637</b>	<b>0.0016</b>



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

**ITEM NO.3 – ORDINARY RESOLUTION**

To appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditor of the Company and to fix their remuneration

**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	218	3,95,87,283	99.9985
(B) Venue voting	2	8	0.0000
<b>Total (A+B)</b>	<b>220</b>	<b>3,95,87,291</b>	<b>99.9985</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	23	597	0.0015
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>23</b>	<b>597</b>	<b>0.0015</b>

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

**SPECIALBUSINESS**

**ITEM NO. 4 – ORDINARY RESOLUTION**

To appoint Mr. Sandeep Rao (DIN: 08711910) as a 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	217	3,95,87,243	99.9984
(B) Venue voting	2	8	0.0000
<b>Total (A+B)</b>	<b>219</b>	<b>3,95,87,251</b>	<b>99.9984</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	637	0.0016
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>24</b>	<b>637</b>	<b>0.0016</b>

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



## **ITEM NO. 5 – ORDINARY RESOLUTION**

**To approve material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and HT Media Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28**

### **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>	212	7,10,880	99.9094
<b>(B) Venue voting</b>	2	8	0.0011
<b>Total (A+B)</b>	<b>214</b>	<b>7,10,888</b>	<b>99.9105</b>

### **II. Voted against 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>	24	637	0.0895
<b>(B) Venue voting</b>	0	0	0.0000
<b>Total (A+B)</b>	<b>24</b>	<b>637</b>	<b>0.0895</b>

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

## **ITEM NO. 6 – ORDINARY RESOLUTION**

**To approve material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and Hindustan Media Ventures Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28**

### **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>	212	7,10,880	99.9094
<b>(B) Venue voting</b>	2	8	0.0011
<b>Total (A+B)</b>	<b>214</b>	<b>7,10,888</b>	<b>99.9105</b>

### **II. Voted against 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>	24	637	0.0895
<b>(B) Venue voting</b>	0	0	0.0000
<b>Total (A+B)</b>	<b>24</b>	<b>637</b>	<b>0.0895</b>

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

**11.** 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.

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

Yours Faithfully,

For M/s Sanket Jain & Co.

Company Secretaries

Firm Registration No. S2013UP231400

Peer Review No. 2262/2022



Sanket Jain  
(Proprietor)

ACS: 26531, C.P. No.: 12583

UDIN: A026531F001289971



COUNTERSIGNED BY:

For Digicontent Limited



Arjit Gupta  
(Company Secretary and Compliance Officer)  
(Authorised by the Chairman)

M. No.: 30696



Date: 23.09.2024

Place: New Delhi

Date: 23.09.2024

Place: New Delhi