

Date: September 06, 2024

The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

The General Manager,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Symbol: DIGIDRIVE

Scrip Code: 544079

Dear Sir/ Madam,

**Sub: Proceedings of the Second Annual General Meeting (AGM) held on
Friday, September 06, 2024**

Pursuant to Regulation 30, Part -A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), we enclose the herewith summary of proceedings of the Second Annual General Meeting of the Company held on Friday, September 06, 2024 ("**Annexure-I**").

Further pursuant to Regulation 44(3) of the SEBI Regulations, we submit herewith the Voting Results along with the Consolidated Scrutinizer's Report, marked as ("**Annexure- II**").

The said results are also being uploaded on the Company's website.

You are requested to kindly acknowledge the receipt of the same and oblige.

Thanking You.

Yours Faithfully,

For Digidrive Distributors Limited

Kriti Jain
Company Secretary

Encl: a/a

Annexure – I

SUMMARY OF THE PROCEEDINGS OF THE SECOND ANNUAL GENERAL MEETING (AGM)

A. Date, time and venue of the AGM

The 2nd Annual General Meeting of the Company was held on Friday, September 06 2024, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 28, 2024 were transacted. The Meeting commenced at 11.00 a.m. (IST) and concluded at 11.42 a.m. (IST) [including the time for e-voting].

B. Proceedings in brief:

- Mr. Gopal Rathi, Director, chaired the meeting in accordance with Article 17.3 of the Articles of Association of the Company.
- 51 members attended the meeting out of which 3 members were represented by their authorized representatives at the above AGM.
- The quorum being present, the Chairman declared the Meeting open and welcomed the Members, Board of Directors, Statutory Auditors, Secretarial Auditors and Scrutiniser to the meeting.
- The Chairman then advised the Company Secretary to brief the members about some of the basic rules relating to the AGM. The Company Secretary, inter-alia, stated the following:
 - a) The Auditors' Report on the Accounts of the Company did not have any qualification(s), or adverse remarks.
 - b) The Company had provided the facility to the members to cast their votes through E-Voting.
 - c) Registers and documents as statutorily required to be maintained remained accessible electronically for inspection during the continuance of the Meeting.
 - d) Questions & Answers session for the registered speaker members would commence after all the Resolutions given in the Notice were tabled.
- In terms of the Notice dated May 28, 2024 convening the AGM of the Company, following items of business were placed for Members consideration and approval:

ORDINARY BUSINESS

S. No.	Details of the Agenda	Resolution Required
1.	Consideration and adoption of: a) the audited financial statements of the Company for the financial year ended March 31, 2024 and 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 and the report of Auditors thereon.	Ordinary Resolution
2.	Re-appointment of Mr. Gopal Rathi who retires by rotation as a Director of the Company.	Ordinary Resolution
3.	Approval of material Related Party Transaction with Saregama India Limited	Ordinary Resolution

- The Chairman then invited the pre-registered Members for their comments and observations. The Chairman replied to them suitably.
- The Chairman thereafter announced that the voting results of all the three (3) Resolutions would be announced within two working days from the conclusion of the meeting and would also be posted on the Company's website at www.digidrive.com and on the website of NSDL. The same would also be displayed on the Notice Board at the Registered Office of the Company.
- He thereafter thanked the Members for attending the AGM and concluded the same with vote of thanks.

Voting by members:

- The remote E-Voting period began on Tuesday, September 03, 2024 at 9.00 a.m. 1ST and had closed on Thursday, September 05, 2024 at 5.00 p.m. 1ST (both days inclusive).
- The Company had provided remote E-Voting facility to its Members to cast votes electronically on all three (3) items of business set out in the Notice. The facility to vote at the meeting, on all three (3) items of business set out in the Notice, through Electronic Voting system, was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

Note: This summary does not constitute Minutes of the proceedings of the Second Annual General Meeting of the Company.

Annexure II

Second Annual General Meeting (AGM) of Digidrive Distributors Limited

Details of Voting Results

S. No.	Particulars	Details
1.	Day and Date of AGM	Friday, September 06, 2024
2.	Total no. of shareholders on record date on August 30, 2024 (Book closure date -August 30, 2024 to September 06, 2024, both days inclusive)	47,091
3.	No. of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group: Public	51 3 48
4.	Mode of Voting	E- Voting

Digidrive Distributors Limited

Resolution Required :Ordinary		1 - Consideration and Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 along with the reports of Board of Directors and Auditors thereon.						
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	E-Voting	22686188	22686188	100.0000	22686188	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22686188	100.0000	22686188	0	100.0000	0.0000
Public Institutions	E-Voting	1897581	12964	0.6832	12964	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12964	0.6832	12964	0	100.0000	0.0000
Public Non Institutions	E-Voting	13978129	1000033	7.1543	999849	184	99.9816	0.0184
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1000033	7.1543	999849	184	99.9816	0.0184
Total		38561898	23699185	61.4575	23699001	184	99.9992	0.0008

Digidrive Distributors Limited

Resolution Required :Ordinary		2 - Re-appointment of Mr. Gopal Rathi (DIN: 00553066) as a director who retires by rotation.						
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	E-Voting	22686188	22686188	100.0000	22686188	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22686188	100.0000	22686188	0	100.0000	0.0000
Public Institutions	E-Voting	1897581	12964	0.6832	12964	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12964	0.6832	12964	0	100.0000	0.0000
Public Non Institutions	E-Voting	13978129	1000033	7.1543	999846	187	99.9813	0.0187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1000033	7.1543	999846	187	99.9813	0.0187
Total		38561898	23699185	61.4575	23698998	187	99.9992	0.0008

Digidrive Distributors Limited

Resolution Required :Ordinary			3 - Approval of material related party transaction with Saregama India Limited					
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	E-Voting	22686188	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	1897581	12964	0.6832	12964	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12964	0.6832	12964	0	100.0000	0.0000
Public Non Institutions	E-Voting	13978129	1000033	7.1543	999848	185	99.9815	0.0185
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1000033	7.1543	999848	185	99.9815	0.0185
Total		38561898	1012997	2.6269	1012812	185	99.9817	0.0183



**Kamana Goenka and Associates
Practising Company Secretaries**

A-507, Indraprastha, New Golden Nest, Next to Mithalal Jain Bunglow, Bhayandar (E),
Thane – 401105
Phone No: 9892913825
Email: kamanakhetan@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

September 06, 2024

To
The Chairman of 2nd Annual General Meeting
M/s. Digidrive Distributors Limited(CIN: L51909WB2022PLC252287)
33, Jessore Road,
Dum Dum
Kolkata- 700028

Sub: Consolidated Scrutinizer's Report on voting through remote E-Voting and E-Voting at the Annual General Meeting (AGM) of the Members of the Company, held on Friday, 6th day of September 2024 at 11.00 A.M. through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir,

- A. I, Kamana Goenka (ICSI Membership No. A35161 and C.O.P 26093) Proprietor of M/s. Kamana Goenka and Associates, Practicing Company Secretaries, appointed as the Scrutinizer by the Board of Directors of Digidrive Distributors Limited (hereinafter to be referred as "the Company") at its meeting held on May 28, 2024, to conduct the following:
- (i) **Remote E-Voting** done by the Members of the Company pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **E-Voting at the AGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on 6th September, 2024 at 11.00 A.M.
- B. The aforesaid AGM has been held through Video Conference/Other Audio-Visual Means, without the physical presence of members, pursuant to Sections 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Company has confirmed that the



electronic copy of the Notice convening the 2nd AGM of the Company and statement thereto along with the procedure for remote E-Voting and E-Voting at the AGM were sent to the Members of the Company whose e-mail addresses were registered with the Company/the Depository Participant(s) and the Registrar and Transfer Agent of the Company for communication purpose in compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs Government of India in this regard (collectively referred to as "MCA Circulars") which allowed, inter-alia, conduct of AGM through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") on or before 30th September, 2024 and also read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable provisions of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and duly notified by the Ministry of Corporate Affairs, Government of India. The Company completed dispatch of Notice along with statement thereto on August 14, 2024 only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on August 9, 2024.



- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the remote E-Voting and E-Voting by the Members of the Company at the AGM. After the time fixed for closing of E-Voting at AGM, voting was closed and votes cast were unblocked.
- D. The Company has made the advertisements on August 15, 2024 in newspapers being "Financial Express" (English daily, all editions) and "Aajkal" (Bengali daily, Kolkata edition) containing, inter alia, the following information:
- Day, Date and Time of AGM along with the Statement that the AGM will be held and business would be conducted through Video Conference / Other Audio-Visual Means.
 - Statement that the period of remote E- Voting shall start from 9.00 A.M. on September 03, 2024 and shall end at 5.00 P.M. on September 05, 2024.
 - Statement that the cut-off date for determining eligibility to cast vote by the members of the Company is August 30, 2024 and such persons who are the Members of the Company on the said cut-off date were entitled to cast their vote either by remote E- Voting or E- Voting during the AGM on the resolutions.
 - Statement that members who have cast their vote by remote E - Voting may attend the said AGM through Video Conference or Other Audio-Visual Means but shall not be entitled to cast their vote again.
 - The statement that remote E - Voting module would be disabled by NSDL after 5.00 P.M on September 05, 2024.
 - Statement that facility to cast vote by remote E-Voting has been provided by NSDL.
 - Website address of the Company and of the NSDL where Notice of the said AGM was displayed.
- E. The Company had availed the facility provided by NSDL for conducting the remote E-Voting by the Members of the Company. The remote E-Voting commenced on Tuesday, September 03, 2024 at 9:00 A.M. and ended on Thursday, September 05, 2024 at 5:00 P.M. and the NSDL remote E-Voting portal was blocked for voting thereafter.



- F. To the best of my understanding the remote E- Voting facility in respect of the aforesaid AGM of the Company at the portal i.e., www.evoting.nsdl.com , where remote E- Voting facility was provided, was blocked after 5.00 P.M. on September 05, 2024.
- G. The AGM was concluded at 11:27 A.M. on September 06, 2024. A facility to cast vote by E- Voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolutions through remote E-Voting and such facility was available upto 15 minutes after the conclusion of the aforesaid AGM.
- H. That the data of remote E-Voting and E- Voting at portal www.evoting.nsdl.com was unblocked by me at 11:50 A.M. on September 06, 2024, that is after the E- Voting at the aforesaid AGM was completed.
- I. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA circulars and the Listing Regulations relating to the remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of AGM.
- J. On the basis of the votes exercised by the Members of the Company by way of E-Voting at the AGM of the Company held on September 06, 2024, I have issued Scrutinizer's Report dated September 06, 2024.

Date of AGM	6 th September 2024
Total number of members on record date (i.e. as on August 30, 2024)	47,091
No. of members present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of members attended the meeting through Video Conferencing:	
Promoter and Promoter Group	3
Public	48

We, the undersigned have witnessed that the votes cast through E-Voting were unblocked from NSDL e-voting website in our presence on September 6, 2024.

Name: Kismat Kamani 	Name: Vidhisha Khetan 
Address: Rameshwar Tower, New Golden Nest, Bhayandar (E) Thane – 401105	Address: 103, Suvias Apartment Bhayandar West Thane 401101



(K) That the details of voting, through remote E – Voting and E- Voting at the AGM, in respect of the resolutions as set out in the Notice of AGM, are as hereunder:

Resolution 1 – Ordinary Resolution: -To consider and adopt: (a) the audited financial statements of the Company for the financial year ended March 31, 2024 along with the reports of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 along with the report of the Auditors thereon.

Particulars	Remote e-voting		E-voting at AGM		Consolidated voting results		
	No of members who voted	No of shares for which votes cast	No of members who voted	No of shares for which votes cast	No of members who voted	No of shares for which votes cast	% of votes to total no of valid votes cast
Votes in favour	103	2,36,99,001	0	0	103	2,36,99,001	99.9992
Votes against	7	184	0	0	7	184	0.0008

Resolution 2 – Ordinary Resolution

Re-appointment of Mr. Gopal Rathi as a Director who retires by rotation.

Particulars	Remote e-voting		E-voting at AGM		Consolidated voting results		
	No of members who voted	No of shares for which votes cast	No of members who voted	No of shares for which votes cast	No of members who voted	No of shares for which votes cast	% of votes to total no of valid votes cast
Votes in favour	101	2,36,98,998	0	0	101	2,36,98,998	99.9992
Votes against	9	187	0	0	9	187	0.0008



Resolution 3 – Ordinary Resolution**Approval of Material Related Party Transaction with Saregama India Limited**

Particulars	Remote e-voting		E-voting at AGM		Consolidated voting results		
	No of members who voted	No of shares for which votes cast	No of members who voted	No of shares for which votes cast	No of members who voted	No of shares for which votes cast	% of votes to total no of valid votes cast
Votes in favour	99	10,12,812	0	0	99	10,12,182	99.9817
Votes against	8	185	0	0	8	185	0.0183


Note: 2,26,86,188 votes cast by Promoter and Promoter group are not considered.

As requested by the management, I am submitting herewith a consolidated report on the results of remote E-Voting together with the results of the E-Voting facilitated at the AGM.

It is to be noted that all the aforesaid resolutions were passed with requisite majority.

Thanking you.
Yours faithfully,

**For Kamana Goenka and Associates
Practicing Company Secretaries**


Kamana Goenka
Proprietor
ACS No. 35161
CP No. 26093
UDIN: A035161F001156105
Place: Mumbai
Date: 06.09.2024

