

DCL/CS/160/2021

Date: 29th June, 2021**BSE Limited**
P.J. Tower, Dalal Street
Mumbai - 400 001**The National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051**Scrip Code: 542685****Trading Symbol: DGCONTENT**

Dear Sirs,

Sub: Annual Secretarial Compliance Report in compliance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and Regulation 24A of the SEBI LODR, please find enclosed Annual Secretarial Compliance Report of Digicontent Limited for the financial year ended on 31st March, 2021.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Digicontent Limited**

(Vikas Prakash)
Company Secretary



Encl.: *As above*

RMG & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021

[Certificate pursuant to *Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*]

To,
The Board of Directors
Digicontent Limited
(CIN: L74999DL2017PLC322147)
Hindustan Times House, 2nd Floor
18-20, Kasturba Gandhi Marg
New Delhi- 110001

We, M/s. RMG & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **Digicontent Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges viz. BSE & NSE,
- website of the listed entity viz. www.digicontent.co.in,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2021** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**Not applicable as the Company has not issued any further share capital during the Review Period**];



- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the Review Period];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the period under review];**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not applicable as the Company has not issued any debt securities during the Review Period];**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the Review Period];**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulation”);
- i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued.

and circulars / guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :

Sr. No	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	None	None	None

During the review period, the Company has taken adequate steps to comply with the provisions of SEBI PIT Regulations, including issue of warning letter(s) and/ or disgorgement of profit on account of contra trade of shares entered into by the designated person(s) during closure of trading window, in the respective cases. The profit so disgorged has been deposited with the Investor Protection and Education Fund (IPEF) of SEBI, followed by reporting to the Stock Exchange(s) in due compliance with the SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020.



- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder :

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	None	None	None	None

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the Year ended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	None	None	Not Applicable	Not Applicable

We, further, report that the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the engagement letter issued to the Auditors of the Company.

Due to restricted movement amid COVID-19 pandemic, we have conducted virtual verification & examination of records and other documents, as facilitated by the Company, for the purpose of issuing this Report.

For RMG & Associates
Company Secretaries

Firm Registration No. P2001DE16100

Peer Review No. : 734 / 2020


CS Manish Gupta

Partner

FCS: 5123; C.P. No.: 4095

Date : 15-06-2021

Place : New Delhi

UDIN : F005123C000468102

