

Ref: DCL/CS/160/2022**Date:** March 31, 2022**National Stock Exchange of India Limited**Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E) Mumbai – 400051**BSE Limited**Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001**NSE Symbol:** DGCONTENT**Scrip Code:** 542685

Dear Sir/ Madam,

Sub: Voting Results of the meeting of equity shareholders of Digicontent Limited held on March 29, 2022 pursuant to the Order of the Hon'ble National Company Law Tribunal, New Delhi Bench**Ref: In the matter of Composite Scheme of Amalgamation (“Scheme”) between Digicontent Limited, Next Mediaworks Limited, HT Mobile Solutions Limited with HT Media Limited and their respective Shareholders and Creditors**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed following disclosures in relation to the meeting of the equity shareholders of Digicontent Limited held on March 29, 2022 through Video Conferencing as directed by the Hon’ble National Company Law Tribunal, New Delhi Bench:

1. Voting Result of the meeting of equity shareholders pursuant to Regulation 44 of SEBI Regulations; and
2. Consolidated Scrutinizer’s Report on remote e-voting and voting conducted at the meeting of equity shareholders.

The above is for your information and record.

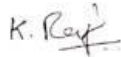

Thanking You

Yours truly,

For **Digicontent Limited****(Dinesh Mittal)****Director****DIN: 00105769****Encl:** As above

	DIGICONTENT LIMITED - Court Convened meeting of the equity sharholders
Date of the AGM/EGM	29-03-2022
Total number of shareholders on record date	25,105
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	73

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the Composite Scheme of Amalgamation ("Scheme") of Digicontent Limited ("Transferor Company 1"), Next Mediaworks Limited ("Transferor Company 2") and HT Mobile Solutions Limited ("Transferor Company 3") (hereinafter collectively referred to as "Transferor Companies") with HT Media Limited ("Transferee Company") and their respective shareholders and creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and rules thereunder.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	37,764,521	37,764,521	100.0000	37,764,521	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		37,764,521	37,764,521	100.0000	37,764,521	0	100.0000	0.0000	0
Public- Institutions	E-Voting	163,118	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		163,118	0	0	0	0	0.0000	0.0000	0
Public- Non Institutions	E-Voting	20,259,439	6,561,522	32.3875	123,130	6,438,392	1.8765	98.1234	0	0
	Poll		1,245	0.0061	1,245	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		20,259,439	6,562,767	32.3936	124,375	6,438,392	1.8952	98.1048	0
Total		58,187,078	44,327,288	76.1806	37,888,896	6,438,392	85.4753	14.5247	0	0



 Raj Kumar Kale
 Asst. Vice President

For Digicontent Limited

(Dinesh Mittal)
Director

SCRUTINIZER'S REPORT

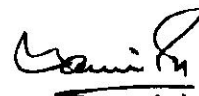
[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter "Management Rules") and Order passed by the Hon'ble National Company Law Tribunal, New Delhi Bench]

The Chairman of the NCLT convened Meeting of Equity Shareholders of Digicontent Limited, (CIN: L74999DL2017PLC322147) Regd. Office: Hindustan Times House, 2nd Floor, 18-20 Kasturba Gandhi Marg, New Delhi-110001

Sub: Consolidated Scrutinizer's report on the results of voting by equity shareholders of Digicontent Limited ("Company") of remote e-voting and e-voting during the meeting ("Insta Poll") of the Company pursuant to the order of the Hon'ble National Company Law Tribunal, New Delhi Bench ("Hon'ble Tribunal"/"NCLT") held on March 29, 2022 at 10.00 a.m. (IST), through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), pursuant to Sections 230-232 of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Section 108 of the Act read with Rule 20 of Management Rules as amended.

Dear Sir,

I, **Manish Gupta**, Company Secretary in Whole Time Practice having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi - 110005, have been appointed as a Scrutinizer by the Hon'ble Tribunal, by its order dated February 03, 2022 read with order dated December 22, 2021 passed in pursuance to Company's Application No. CA(CAA)/112/230/232/ND/2021 (**hereinafter collectively referred to as "Order"**), for the purpose of scrutinizing the remote e-voting process (prior to the meeting) and through Insta Poll, in a fair and transparent manner, of the meeting of the Equity Shareholders of the Company, convened by the abovesaid Order and held on Tuesday, March 29, 2022 at 10.00 a.m. (IST) VC/OAVM, pursuant to the provisions of the Sections 230 to 232 of Act read with Arrangement Rules and Section 108 of the Act read with Rule 20 of the Management Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations, 2015**"), on the below mentioned



resolution seeking approval of the equity shareholders on the Composite Scheme of Amalgamation between Digicontent Limited ("**Transferor Company 1**"), Next Mediaworks Limited ("**Transferor Company 2**"), HT Mobile Solutions Limited ("**Transferor Company 3**") with HT Media Limited ("**Transferee Company**") and their respective shareholders and creditors ("Scheme"), under Sections 230 to 232 of the Act, as set forth in the notice of the meeting of Equity Shareholders of the Company ("**Notice**").

Management's Responsibility

The Compliance with the requirements of the Act, the Rules made there-under, above said orders of Hon'ble NCLT and the SEBI Listing Regulations, 2015 relating to Remote E-voting and through Insta Poll on the under mentioned resolution is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

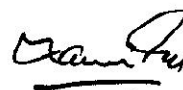
Scrutiniser's Responsibility

My responsibility as a Scrutiniser was restricted to ensure that both the voting process i.e. through Remote E-voting and through Insta Poll, is conducted in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report on the following:

- a) Votes cast "in favour" or "against" the Resolution and "invalid" votes casted by the equity shareholders based on the reports generated from the e-voting system provided by KFin Technologies Limited ("**KFin**"); and
- b) Votes cast "in favour" or "against" the Resolution and "invalid" votes casted by the public equity shareholders, based on the reports generated from the e-voting system provided by KFin.

I hereby submit my report as under:

1. In terms of Section 108 of the Act read with Rule 20 of the Management Rules and the provisions of the SEBI Listing Regulations, 2015, as amended, the Company had engaged KFin, being an authorised agency engaged by the Company to provide the facility to exercise their right to vote on the resolution at the Meeting through electronic means (by using the electronic voting system) by (i) remote e-voting prior to the Meeting and (ii) Insta Poll.



2. As confirmed by the Company, the said notice dated February 16, 2022 along with the Scheme and explanatory statement under Sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with Rule 6 of the Arrangements Rules, the Notice and other annexures ("**Notices**") was sent on Tuesday, February 22, 2022 (i) through electronic mode to the equity shareholders whose e-mail IDs are registered with KFin/Depositories; and (ii) through courier (physically) to the equity shareholders whose email IDs are not registered with KFin/Depositories.
3. In terms of the Notice, the remote e-voting commenced on Friday, March 25, 2022, at 9:00 a.m. (IST) and ended on Monday, March 28, 2022, at 5.00 p.m. (IST). At the end of the Remote e-voting period, the Remote e-voting facility was blocked by KFin forthwith.
4. The members of the Company whose names were recorded in the Register of Members or in the Register of beneficial owners maintained for it by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e., March 22, 2022, were entitled to vote on the proposed resolution as set out in the notice of said NCLT convened meeting of the Company.
5. The Company provided the facility of Insta Poll only to such member who had not cast their vote through Remote e-voting.
6. After the closure of the remote e-voting and Insta Poll, the report on the votes cast under remote e-voting facility prior to the Meeting and through Insta Poll were unblocked respectively and counted in the presence of two witnesses viz. Mr. Deepanshu Gupta, R/o. 381/6B, Street No. 1, Than Singh Nagar, Anand Parvat, New Delhi -110005 and Mr. Puran Singh R/o. A - 195, Pradhan Enclave, Burari, Delhi-110084.

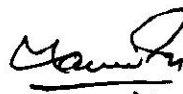


(Signature of Witness)



(Signature of Witness)

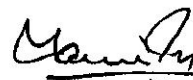
7. I have scrutinized and reviewed the remote e-voting prior to the Meeting and Insta Poll and votes tendered therein based on the data downloaded from the KFin e-voting system. The downloaded data was reconciled with the records maintained by KFin and the authorisations with the Company/ KFin.



8. The resolution placed before the equity shareholders and consolidated result of the e-voting on the same through remote e-voting prior to the Meeting and through Insta Poll seeking approval of the equity shareholders of the Company is given below.

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars and notifications issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble jurisdictional National Company Law Tribunal (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Composite Scheme of Amalgamation of Digicontent Limited (“Transferor Company 1”), Next Mediaworks Limited (“Transferor Company 2”) and HT Mobile Solutions Limited (“Transferor Company 3”) (hereinafter collectively referred to as “Transferor Companies”) with HT Media Limited (“Transferee Company”) (“Scheme”) and their respective shareholders and creditors, which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by NCLT while sanctioning the Scheme or by any authorities under law, including but not limited to passing of such accounting entries and/or making such adjustments in the books of accounts as



considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of Scheme, without being required to seek any further consent or approval of the equity shareholders of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

A. Voting Results of the Equity Shareholders (including Promoters and Public Shareholders)

(a) Valid votes in favour of the resolution:

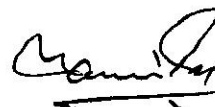
	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting prior to the Meeting	114	3,78,87,651	88.26
Insta Poll	15	1,245	0.00
Total	129	3,78,88,896	88.26

(b) Valid votes against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting prior to the Meeting	45	50,37,972	11.74
Insta Poll	0	0	
Total	45	50,37,972	11.74

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
3	14,00,420



(d) Abstained votes:

Total number of members abstained from voting	Total numbers of votes abstained
0	0

B. Voting Results of the Public Equity Shareholders:

(a) Valid votes in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast by public
Remote E-voting prior to the Meeting	108	1,23,130	2.39
Insta Poll	15	1,245	0.02
Total	123	1,24,375	2.41

(b) Valid votes against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast by public
Remote E-voting prior to the Meeting	45	50,37,972	97.59
Insta Poll	0	0	0
Total	45	50,37,972	97.59

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
3	14,00,420



(d) Abstained votes:

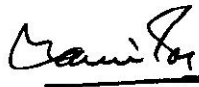
Total number of members abstained from voting	Total numbers of votes abstained
0	0

9. Three (3) votes were treated as invalid due to the non-availability/non-furnishing of the Board Resolution or Authorisation letter in accordance with the requirement as provided in the Section 113 of the Companies Act, 2013 from the concerned shareholders.
10. Based on the foregoing voting, Clause (A) majority of the members present of the company representing three-fourths in value cast votes in the favour of the scheme; and as per clause (B) the votes cast by the public shareholders of Digicontent Limited, in favour of the Scheme, are less than the number of votes cast by the public shareholders against it.

Further in consonance to the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI"), the votes cast by the public shareholders in favour of the Scheme shall be more than the number of votes cast by the public shareholders against it, for the approval of the scheme. Accordingly, the scheme has not been approved with the requisite majority from the public shareholders.

Thanking You.

Yours faithfully,



CS Manish Gupta

**(Scrutinizer appointed by the Hon'ble Tribunal
for the Meeting of the Equity Shareholders)**

FCS: 5123 CoP: 4095

UDIN No. F005123C003462720

Date: 31-03-2022

Place: New Delhi