

Ref: DCL/CS/160/2021

14th January, 2021**BSE Limited**
P. J. Tower, Dalal Street
Mumbai- 400 001**The National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051

Scrip Code: 542685

Trading Symbol: DGCONTENT

Dear Sirs,

Sub: Intimation of outcome of the Board Meeting held on 14th January, 2021 and disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

This is to inform that the Board of Directors of the Company at its meeting held today, i.e. 14th January, 2021 (which commenced at 12:45 pm and concluded at 01:02 p.m.) has, *inter-alia*, transacted the following businesses:-

1. Approved and taken on record the Un-audited (Standalone and Consolidated) Financial Results (UFRs) of the Company for the quarter and nine month period ended 31st December, 2020 pursuant to Regulation 33 of SEBI LODR (*enclosed herewith*).
2. Taken on record the Limited Review Report of M/s. B S R and Associates, Chartered Accountants (Statutory Auditor) on the above UFRs (*enclosed herewith*).

This is for your information and record.

Yours faithfully,

For **DIGICONTENT LIMITED****(Vikas Prakash)**
Company Secretary

B S R and Associates

Chartered Accountants

Building No. 10, 12th Floor, Tower-C,
DLF Cyber City, Phase - II,
Gurugram - 122 002, India

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To
Board of Directors of Digicontent Limited

1. We have reviewed the accompanying Statement of unaudited standalone financial results of Digicontent Limited ('the Company') for the quarter ended 31 December 2020 and year to date results for the period from 1 April 2020 to 31 December 2020 ('the Statement').
2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'). Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. We draw attention to Note 8 to the standalone financial results, which explains that the Company, basis the financial information as per its last audited balance sheet for the year ended 31 March 2020, holds not less than 90% of its net assets in the form of investment in equity shares and loans in group companies and its investments in the equity shares in group companies constitute not less than 60% of its net assets. Further, it does not trade in its investments in shares, bonds, debentures, debt or loans in group companies and it does not carry on any other financial activity referred to in Section 451(c) and 451 (f) of the Reserve Bank of India Act, 1934. Accordingly, there can be a view that as per the conditions as stated in the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016, the Company should be classified as a Core Investment Company (CIC) even though it does not fall within the income criterion of principal business as defined in terms of criteria to be satisfied by an NBFC in the aforesaid regulations. As per this view, the Company would be classified as a systemically important Core Investment Company as it holds total assets of not less than Rs.100 crore and holds public funds and in such a case, the Company is required to obtain a certificate of registration with Reserve Bank of India ('RBI') as a systematically important CIC. The Company has, in the above mentioned note clarified that it has evaluated Reserve Bank of India regulations in consultation with external counsel and has filed an application with RBI for seeking dispensation from registration as a systematically important CIC.



Principal Office:
14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Center, Western Express Highway,
Goregaon (East), Mumbai - 400063, India

B S R and Associates

Pending resolution of this matter, we are unable to comment on the impact thereof, if any, on the financial results for the quarter and nine months ended 31 December 2020. This matter was also a subject matter of qualification in our review report on unaudited standalone financial results for the quarter and six months ended 30 September 2020.

5. Based on our review conducted as above, except for the effects/possible effects of the matter described in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For B S R and Associates
Chartered Accountants
Firm's Registration No.: 128901W



Rajesh Arora
Partner
Membership No. 076124
UDIN: 21076124AAAAAB4486

Place: Gurugram
Date: 14 January 2021



Digicent Limited
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 Registered Office: Hindustan Times House ,2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi-110001, India
 Tel: +91-11- 6656 1234 Fax: +91-11-6656 1270
 Website:- www.digicent.com.in E-mail:-investor@digicent.com.in
 Un-audited Standalone Financial Results for the quarter and nine months ended December 31, 2020

Statement of Un-audited Standalone Financial Results for the quarter and nine months ended December 31, 2020

(INR in Lakhs except earnings per share data)							
S.No.	Particulars	Three Months Ended			Nine Months ended		Year ended
		31.12.2020 Un-audited	30.09.2020 Un-audited	31.12.2019 Un-audited	31.12.2020 Un-audited	31.12.2019 Un-audited	31.03.2020 Audited
1	Income						
	a) Revenue from Operations	33	21	476	82	1,276	1,560
	b) Other Income	46	53	55	155	149	211
	Total Income	79	74	531	237	1,425	1,771
2	Expenses						
	a) Employee benefits expense	70	73	271	279	840	1,109
	b) Finance costs	275	274	246	819	736	1,006
	c) Depreciation and amortisation expense	2	2	4	7	16	20
	d) Other expenses	119	79	146	297	397	577
	Total Expenses	466	428	667	1,402	1,989	2,712
3	(Loss) before exceptional items and tax (1-2)	(387)	(354)	(136)	(1,165)	(564)	(941)
3a	Profit/(Loss) before finance costs, tax, depreciation and amortisation expenses (EBITDA) (3+2b+2c) and exceptional items	(110)	(78)	114	(339)	188	85
4	Exceptional Items	-	-	-	-	-	-
5	(Loss) before Tax (3+4)	(387)	(354)	(136)	(1,165)	(564)	(941)
6	Tax Expense						
	a) Current tax	-	-	-	-	-	-
	b) Deferred tax charge	-	-	-	-	132	133
	Total tax expense	-	-	-	-	132	133
7	(Loss) after tax (5-6)	(387)	(354)	(136)	(1,165)	(696)	(1,074)
8	Other Comprehensive Income (net of tax)						
	a) Items that will not be reclassified to profit or loss	9	18	-	26	(1)	(3)
	Total Other Comprehensive Income/(Loss)	9	18	-	26	(1)	(3)
9	Total Comprehensive (Loss) (7+8)	(378)	(336)	(136)	(1,139)	(697)	(1,077)
10	Paid-up Equity Share Capital (Face value - INR 2/- per share)	1,164	1,164	1,164	1,164	1,164	1,164
11	Other Equity excluding Revaluation Reserves as per the balance sheet						9,032
12	(Loss) per share						
	(of INR 2/- each)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	
	Basic & Diluted	(0.66)	(0.61)	(0.23)	(2.00)	(1.20)	(1.85)

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Notes :

- 1 The above un-audited standalone financial results for the quarter and nine months period ended December 31, 2020 were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on January 14, 2021. The Statutory Auditors of the Company have conducted "Limited Review" of these results in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The modified limited review report for the quarter and nine months period ended December 31, 2020 may have an impact on the above financial results with regard to the matter outlined in Note 8 appearing hereinbelow.
- 2 The standalone financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
- 3 The Company is engaged in the business of "Entertainment & Digital Innovation Business" and there is no other reportable segments as per Ind AS 108 on Operating Segments.
- 4 The certificate of CEO and CFO in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the above results has been placed before the Board of Directors.
- 5 Revenue from operations has decreased significantly in the nine months period ended December 31, 2020 as compared to corresponding periods, primarily of account of abandonment of Brand Promotion Business w.e.f May 1, 2020 due to significant decline in the demand of Brand Promotion advertisement campaigns/ content service.
- 6 Previous period's figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.
- 7 Management has been continuously evaluating the possible effects that may result from the pandemic relating to COVID-19 on the operations and financial results of the Company for the quarter and nine months period ended December 31, 2020. The Company has considered and taken into account internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of financial and non financial assets. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial information will be continuously made and provided for as required.
- 8 The Company carries out the business of Entertainment and Digital Innovation and has regular revenue from such business activities. As at March 31, 2020, the Company holds not less than 90% of its net assets in the form of investment in equity shares and loans in 100% subsidiary company. Investment in equity shares in 100% subsidiary company constitutes not less than 60% of its net assets. The Company does not trade in its investments in shares, bonds, debentures, debt or loans in group companies and it does not carry on any other financial activity referred to in Section 45I(c) and 45I(f) of the Reserve Bank of India Act, 1934. A question has been raised if the Company technically meets the conditions as stated in the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016, as amended ('Regulations') issued by the Reserve Bank of India, to be classified as a Core Investment Company (CIC). Further in case the Company is classified as CIC, it may be a Systemically Important Core Investment Company (SI-CIC) as well since it holds total assets of not less than Rs.100 crore and holds public fund.

The Company has filed an application with RBI dated January 13, 2021 for seeking relaxation from registration as SI-CIC, since Company does not carry on the business of CIC and based on unaudited financial information as at January 12, 2021, prescribed thresholds for a company to be classified as SI-CIC are not met.

For and on behalf of the Board of Directors


Praveen Someshwar
Director

Bew.

New Delhi
January 14, 2021

B S R and Associates

Chartered Accountants

Building No. 10, 12th Floor, Tower-C,
DLF Cyber City, Phase – II,
Gurugram – 122 002, India

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To
Board of Directors of Digicent Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Digicent Limited ("the Parent") and its subsidiary (the Parent and its subsidiary together referred to as "the Group"), for the quarter ended 31 December 2020 and year to date results for the period from 1 April 2020 to 31 December 2020 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.
4. The Statement includes the results of the following entities:

Parent
a. Digicent Limited

Subsidiary
b. HT Digital Streams Limited (HTDSL)
5. We draw attention to Note 10 to the consolidated financial results, which explains that the Parent, basis the financial information as per its last audited balance sheet for the year ended 31 March 2020, holds not less than 90% of its net assets in the form of investment in equity shares and loans in group companies and its investments in the equity shares in group companies constitute not less than 60% of its net assets.

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B S R and Associates

Further, it does not trade in its investments in shares, bonds, debentures, debt or loans in group companies and it does not carry on any other financial activity referred to in Section 451(c) and 451 (f) of the Reserve Bank of India Act, 1934. Accordingly, there can be a view that as per the conditions as stated in the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016, the Parent should be classified as a Core Investment Company (CIC) even though it does not fall within the income criterion of principal business as defined in terms of criteria to be satisfied by an NBFC in the aforesaid regulations. As per this view, the Parent would be classified as a systemically important Core Investment Company as it holds total assets of not less than Rs.100 crore and holds public funds and in such a case, the Parent is required to obtain a certificate of registration with Reserve Bank of India ('RBI') as a systematically important CIC. The Parent has, in the above mentioned note clarified that it has evaluated Reserve Bank of India regulations in consultation with external counsel and has filed an application with RBI for seeking dispensation from registration as a systematically important CIC.


Pending resolution of this matter, we are unable to comment on the impact thereof, if any, on the financial results for the quarter and nine months ended 31 December 2020. This matter was also a subject matter of qualification in our review report on unaudited consolidated financial results for the quarter and six months ended 30 September 2020.

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and except for the effects/possible effects of the matter described in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. Emphasis of Matter paragraph

We draw attention to Note 7 to the consolidated financial results, where in goodwill acquired under Scheme of Arrangement under section 391-394 of the Companies Act, 1956 between HT Media Limited and HT Digital Streams Limited and Hindustan Media Ventures Limited and HT Digital Streams Limited ('the Scheme'), is being amortised as per the scheme of arrangement sanctioned by Hon'ble High Courts. This accounting treatment as envisaged in the Scheme is different from that prescribed in the applicable Ind AS which only requires to test such goodwill annually for impairment purposes.

Our conclusion is not modified in respect of above matter.

For B S R and Associates
Chartered Accountants
Firm's Registration No.: 128901W



Rajesh Arora
Partner
Membership No. 076124
UDIN: 21076124AAAAAA6149

Place: Gurugram
Date: 14 January 2021



Digicontent Limited
CIN:- L74999DL2017PLC322147
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Website:- www.digicontent.co.in E-mail:-investor@digicontent.co.in
Un-audited Consolidated Financial Results for the quarter and nine months ended December 31, 2020

Statement of Un-audited Consolidated Financial Results for the quarter and nine months ended December 31, 2020

		(INR in Lakhs except earnings per share data)					
		Three Months Ended			Nine Months ended		Year ended
S.No.	Particulars	31.12.2020 Un-audited	30.09.2020 Un-audited	31.12.2019 Un-audited	31.12.2020 Un-audited	31.12.2019 Un-audited	31.03.2020 Audited
1	Income						
	a) Revenue from Operations	7,442	7,000	7,188	18,080	19,786	25,910
	b) Other Income	36	117	94	189	128	177
	Total Income	7,478	7,117	7,282	18,269	19,914	26,087
2	Expenses						
	a) Employee benefits expense	3,030	2,802	3,606	9,017	10,501	14,212
	b) Finance costs	292	304	305	895	913	1,241
	c) Depreciation and amortization expense	1,306	1,315	1,328	3,930	3,965	5,290
	d) Other expenses	2,693	2,544	2,285	7,478	6,870	9,296
	Total Expenses	7,321	6,965	7,524	21,320	22,249	30,039
3	Profit/(Loss) before exceptional items and tax (1-2)	157	152	(242)	(3,051)	(2,335)	(3,952)
3a	Profit before finance costs, tax, depreciation and amortisation expenses (EBITDA) (3+2b+2c) and exceptional items	1,755	1,771	1,391	1,774	2,543	2,579
4	Exceptional Items	-	-	-	-	-	-
5	Profit/(Loss) before Tax (3+4)	157	152	(242)	(3,051)	(2,335)	(3,952)
6	Tax Expense						
	a) Current tax	-	-	-	-	-	-
	b) Deferred tax Charge/(credit)	142	132	(27)	(491)	(328)	(650)
	Total tax expense/(credit)	142	132	(27)	(491)	(328)	(650)
7	Profit/(Loss) after tax (5-6)	15	20	(215)	(2,560)	(2,007)	(3,302)
8	Other Comprehensive Income (net of tax)						
	a) Items that will not be reclassified to profit/ (loss)	11	49	(44)	33	(130)	(107)
	Total Other Comprehensive Income/(Loss)	11	49	(44)	33	(130)	(107)
9	Total Comprehensive Income/(Loss) (7+8)	26	69	(259)	(2,527)	(2,137)	(3,409)
10	Paid-up Equity Share Capital (Face value - INR 2/- per share)	1,164	1,164	1,164	1,164	1,164	1,164
11	Other Equity excluding Revaluation Reserves as per the balance sheet						1,916
12	Earnings/(loss) per share						
	(of INR 2/- each)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	
	Basic & Diluted	0.03	0.03	(0.37)	(4.40)	(3.45)	(5.67)

2020

Notes :

- 1 The standalone financial results of following entity have been consolidated with the financial results of Digicontent Limited (' the Company '), hereinafter referred to as "the Group":

Wholly-owned Subsidiary

HT Digital Streams Limited (HTDSL)

- 2 The above un-audited consolidated financial results for the quarter and nine months period ended December 31, 2020 were reviewed and recommended by the Audit Committee and were approved by the Board of Directors at their respective meetings held on January 14, 2021. The Statutory Auditors have conducted "Limited Review" of these results in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The modified limited review report for the quarter and nine months period ended December 31, 2020 may have an impact on the above financial results with regard to the matter outlined in Note 10 appearing hereinbelow.
- 3 The consolidated financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
- 4 The Group is engaged in the business of "Entertainment & Digital Innovation Business" and there are no other reportable segments as per Ind AS 108 on Operating Segments.
- 5 The un-audited standalone financial results of the Company for the quarter and nine months ended December 31, 2020 will be filed with BSE and NSE and are also available on Company's website "www.digicontent.co.in". The key standalone financial information for the quarter and nine months ended December 31, 2020 are as under:

Particulars	Three Months Ended			Nine Months ended		Year Ended
	31.12.2020	30.09.2020	31.12.2019	31.12.2020	31.12.2019	31.03.2020
	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Audited
Revenue from Operations	33	21	476	82	1,276	1,560
(Loss) Before Tax	(387)	(354)	(136)	(1,165)	(564)	(941)
(Loss) After Tax	(387)	(354)	(136)	(1,165)	(696)	(1,074)
Total Comprehensive (Loss)	(378)	(336)	(136)	(1,139)	(697)	(1,077)

- 6 The certificate of CEO and CFO in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the above results has been placed before the Board of Directors.
- 7 Goodwill acquired under Scheme of Arrangement under section 391-394 of Companies Act, 1956 between HT Media Limited and HT Digital Streams Limited and Hindustan Media Ventures Limited and HT Digital Streams Limited ('the Scheme') is being amortised as per the scheme of arrangement sanctioned by Hon'ble High Courts.
- 8 Previous period's figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.
- 9 Management has been continuously evaluating the possible effects that may result from the pandemic relating to COVID-19 on the operations and financial results of the Group for the quarter and nine months ended December 31, 2020. The Group has considered and taken into account internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of financial and non financial assets. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Group's financial information will be continuously made and provided for as required.
- 10 The Company carries out the business of Entertainment and Digital Innovation and has regular revenue from such business activities. As at March 31, 2020, the Company holds not less than 90% of its net assets in the form of investment in equity shares and loans in 100% subsidiary company. Investment in equity shares in 100% subsidiary company constitutes not less than 60% of its net assets. The Company does not trade in its investments in shares, bonds, debentures, debt or loans in group companies and it does not carry on any other financial activity referred to in Section 45I(c) and 45I (f) of the Reserve Bank of India Act, 1934. A question has been raised if the Company technically meets the conditions as stated in the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016, as amended ('Regulations') issued by the Reserve Bank of India, to be classified as a Core Investment Company (CIC). Further in case the Company is classified as CIC, it may be a Systemically Important Core Investment Company (SI-CIC) as well since it holds total assets of not less than Rs.100 crore and holds public fund.

The Company has filed an application with RBI dated January 13, 2021 for seeking relaxation from registration as SI-CIC, since Company does not carry on the business of CIC and based on unaudited financial information as at January 12, 2021, prescribed thresholds for a company to be classified as SI-CIC are not met.

For and on behalf of the Board of Directors


Praveen Someshwar
Director

New Delhi
January 14, 2021