

30th August, 2022**BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001**National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor
Plot No. C-1, Block G
Bandra - Kurla Complex, Bandra (E)
MUMBAI - 400 051**Scrip Code: 542685****Trading Symbol: DGCONTENT**

Sub: Voting Results of 5th Annual General Meeting held on 30th August, 2022 and Scrutinizer's Report thereon pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

This is to inform that the 5th Annual General Meeting ('AGM') of the Members of Digicontent Limited was held on Tuesday, 30th August, 2022 at 11:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), please find enclosed herewith summary of voting results (*i.e. remote e-voting and e-voting at the AGM*), along with Scrutinizer's Report issued by Mr. Sanket Jain (Scrutinizer appointed for the AGM), dated 30th August, 2022.

Further, we wish to inform that at the aforesaid AGM, Members of the Company have approved the following matters-

1. Consideration and adoption of:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the report of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and 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 Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not liable to retire by rotation.
4. Appointment of Mr. Samudra Bhattacharya (DIN: 02797819) 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 2022-23, 2023-24 and 2024-25.
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 2022-23, 2023-24 and 2024-25.
7. Approval of material Related Party Transactions between the Company and HT Media Limited for the Financial Year 2022-23.

You are requested to take the above information on your record.

Thanking you,

Yours faithfully,

For **DIGICONTENT LIMITED**

(Arijit Gupta)
Company Secretary



Encl.: As above

SUMMARY OF VOTING RESULTS OF 5th AGM HELD THROUGH VIDEO CONFERENCING

Date of declaration of result- 30th August, 2022

Name of the Company	Digicontent Limited	
Date of AGM/EGM	30 th August, 2022	
Last date of receiving Postal Ballot Form/E-voting		
Total number of shareholders as on the cut-off date (i.e. 23 rd August, 2022)	24,460	
No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	Public
	Not Applicable	
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	1	120

ITEM NO.	1
Details of Agenda:	Consideration and adoption: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 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, 2022 and the report of 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	37,764,521	37,764,516	100.0000	37,764,516	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		37,764,516	100.0000	37,764,516	0	100.0000	0.0000
Public- Institutions	Remote e-Voting	163,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	20,259,439	6,129	0.0303	5,827	302	95.0726	4.9274
	E-Voting at AGM		30,181	0.1490	131	30,050	0.4340	99.5659
	Total		36,310	0.1792	5,958	30,352	16.4087	83.5913
Total		58,187,078	37,800,826	64.9643	37,770,474	30,352	99.9197	0.0803



ITEM NO.	2
Details of Agenda:	To appoint Mr. Praveen Someshwar (DIN:01802656) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
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	37,764,521	37,764,516	100.0000	37,764,516	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	37,764,521	37,764,516	100.0000	37,764,516	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	163,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	163,118	0	0	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	20,259,439	6,114	0.0302	5,745	369	93.9647	6.0353
	E-Voting at AGM		30,181	0.1490	131	30,050	0.4340	99.5659
	Total	20,259,439	36,295	0.1792	5,876	30,419	16.1896	83.8104
Total		58,187,078	37,800,811	64.9643	37,770,392	30,419	99.9195	0.0805



ITEM NO.	3
Details of Agenda:	Appointment of Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not liable to retire by rotation.
Resolution required:	Special 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	37,764,521	37,764,516	100.0000	37,764,516	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	37,764,521	37,764,516	100.0000	37,764,516	0	100.0000	0.0000
Public- Institutions	Remote e-Voting	163,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	163,118	0	0	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	20,259,439	6,114	0.0302	5,745	369	93.9647	6.0353
	E-Voting at AGM		131	0.0006	131	0	100.0000	0.0000
	Total	20,259,439	6,245	0.0308	5,876	369	94.0913	5.9087
Total		58,187,078	37,770,761	64.9126	37,770,392	369	99.9990	0.0010



ITEM NO.	4
Details of Agenda:	Appointment of Mr. Samudra Bhattacharya (DIN: 02797819) 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	37,764,521	37,764,516	100.0000	37,764,516	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	37,764,521	37,764,516	100.0000	37,764,516	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	163,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	163,118	0	0	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	20,259,439	6,114	0.0302	5,745	369	93.9647	6.0353
	E-Voting at AGM		131	0.0006	131	0	100.0000	0.0000
	Total	20,259,439	6,245	0.0308	5,876	369	94.0913	5.9087
Total		58,187,078	37,770,761	64.9126	37,770,392	369	99.9990	0.0010



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 2022-23, 2023-24 and 2024-25
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	37,764,521	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote e-Voting	163,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	20,259,439	5,718	0.0282	5,349	369	93.5467	6.4533
	E-Voting at AGM		131	0.0006	131	0	100.0000	0.0000
	Total		5,849	0.0289	5,480	369	93.6912	6.3088
Total		58,187,078	5,849	0.0101	5,480	369	93.6912	6.3088



ITEM NO.	6
Details of Agenda:	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 2022-23, 2023-24 and 2024-25
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	37,764,521	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	37,764,521	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote e-Voting	163,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	163,118	0	0	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	20,259,439	5,718	0.0282	5,349	369	93.5467	6.4533
	E-Voting at AGM		131	0.0006	131	0	100.0000	0.0000
	Total	20,259,439	5,849	0.0289	5,480	369	93.6912	6.3088
Total		58,187,078	5,849	0.0101	5,480	369	93.6912	6.3088



ITEM NO.	7
Details of Agenda:	Approval of material Related Party Transactions between the Company and HT Media Limited for the Financial Year 2022-23
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	37,764,521	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote e-Voting	163,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	20,259,439	5,718	0.0282	3,974	1,744	69.4998	30.5002
	E-Voting at AGM		131	0.0006	131	0	100.0000	0.0000
	Total		5,849	0.0289	4,105	1,744	70.1829	29.8171
Total		58,187,078	5,849	0.0101	4,105	1,744	70.1829	29.8171

The aforesaid resolution has been passed with the requisite majority

Yours faithfully,

For DIGICONTENT LIMITED

(Arjit Gupta)

Company Secretary

Membership No.: A 30696

HT House, 2nd Floor, 18-20

K.G Marg, New Delhi – 110001

Date: 30th August, 2022



CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman

Digicent Limited [CIN: L74999DL2017PLC322147]

Hindustan Times House (2nd 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 5th Annual General Meeting of Digicent 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), have been appointed as the Scrutinizer by the Board of Directors of Digicent Limited ("**the Company**") vide resolution passed by the Board of Directors of the Company at its meeting held on May 23, 2022 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) as set out in the Notice dated August 1, 2022 ("**AGM Notice**") calling the 5th Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**") through Video Conferencing/ Other Audio Video Means ("**VC/ OAVM**"), convened on Tuesday, 30th day of August, 2022 at 11:00 A.M. IST through VC/ OAVM in accordance with circulars bearing no. 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 ("**MCA Circulars**") and circular dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India ("**SEBI Circulars**").
2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have scrutinized:

'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

Contact No.: +91-8874888806, +91-8052244888

1.



- (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 (“**InstaPoll**”)

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 Obligations and Disclosure Requirements Regulations, 2015 (“**LODR**”)) relating to remote e-voting and InstaPoll on the resolutions contained in the AGM Notice.

4. Scrutinizer’s Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and InstaPoll) is restricted to prepare a Consolidated Scrutinizer's Report of the votes cast on the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited (“**KFin**”), the Registrar and Transfer Agent of the Company, the Agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/or KFin for verification and issuance of this report.

5. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Tuesday, August 23, 2022 were entitled to vote on the resolutions (item nos. 1 to 7 as set out 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 24,460 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 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.

The Company, through Service Provider viz. KFin, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-22 to Equity Shareholders of the Company. The Notice of the Meeting was also made available on the website of the Company viz. www.digicontent.co.in and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).

The Company had published advertisements on 8th August, 2022 regarding dispatch of AGM Notice along with Annual Report for FY-22 to shareholders in “Mint” (English newspaper-all editions) and “Hindustan” (Hindi newspaper- Delhi NCR Edition).

6. E-voting process at the AGM

- 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 KFin under my instructions.

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- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/ KFin and the authorizations lodged with the Company/ KFin on test check basis.
- iii. The e-votes cast were unblocked on Tuesday, August 30, 2022 after the conclusion of the AGM.

7. Remote e-voting process

- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on August 26, 2022 (Friday) and ended at 5.00 P.M. (Server time) on August 29, 2022 (Monday) on the designated website URL: <https://evoting.kfintech.com> via e-voting facility of KFin.
 - ii. The Members whose names appear in the Register of Members/ list of Beneficial Owners as on Tuesday, August 23, 2022 only, were entitled to vote on proposed resolutions (Item Nos. 1 to 7 as set out in the AGM Notice of the Company) by remote e-voting.
 - iii. On August 30, 2022, after the conclusion of the AGM and post counting of InstaPoll, event was unblocked by me.
 - iv. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" or "abstain" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., <https://evoting.kfintech.com>. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
8. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and InstaPoll on all the resolutions as set out in the AGM Notice, based on the reports generated by KFin, scrutinized on test-check basis and relied upon by me as under:

ORDINARY BUSINESS

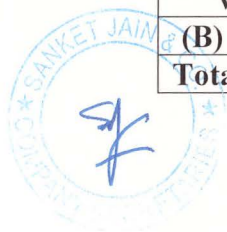
RESOLUTION NO.1 – ORDINARY RESOLUTION

To consider and adopt:

- a) **The audited standalone financial statements of the Company for the financial year ended March 31, 2022, 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, 2022 and 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	143	3,77,70,343	99.9194
(B) InstaPoll	5	131	0.0003
Total (A+B)	148	3,77,70,474	99.9197



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	302	0.0008
(B) InstaPoll	1	30,050	0.0795
Total (A+B)	25	30,352	0.0803

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

RESOLUTION NO.2 - ORDINARY RESOLUTION

To 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	141	3,77,70,261	99.9192
(B) InstaPoll	5	131	0.0003
Total (A+B)	146	3,77,70,392	99.9195

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	25	369	0.0010
(B) InstaPoll	1	30,050	0.0795
Total (A+B)	26	30,419	0.0805

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

SPECIAL BUSINESS**RESOLUTION NO.3 – SPECIAL RESOLUTION**

Appointment of Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not 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	141	3,77,70,261	99.9987
(B) InstaPoll	5	131	0.0003
Total (A+B)	146	3,77,70,392	99.9990

4.



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	25	369	0.0010
(B) InstaPoll	0	0	0.0000
Total (A+B)	25	369	0.0010

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

RESOLUTION NO.4 – ORDINARY RESOLUTION

Appointment of Mr. Samudra Bhattacharya (DIN: 02797819) 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	141	3,77,70,261	99.9987
(B) InstaPoll	5	131	0.0003
Total (A+B)	146	3,77,70,392	99.9990

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	25	369	0.0010
(B) InstaPoll	0	0	0.0000
Total (A+B)	25	369	0.0010

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

RESOLUTION NO.5 – ORDINARY RESOLUTION

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 2022-23, 2023-24 and 2024-25

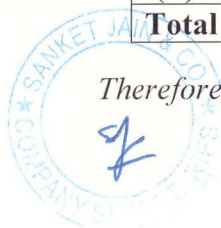
I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	140	5,349	91.4515
(B) InstaPoll	5	131	2.2397
Total (A+B)	145	5,480	93.6912

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	25	369	6.3088
(B) InstaPoll	0	0	0.0000
Total (A+B)	25	369	6.3088

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



RESOLUTION NO.6 – ORDINARY RESOLUTION

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 2022-23, 2023-24 and 2024-25

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	140	5,349	91.4515
(B) InstaPoll	5	131	2.2397
Total (A+B)	145	5,480	93.6912

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	25	369	6.3088
(B) InstaPoll	0	0	0.0000
Total (A+B)	25	369	6.3088

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

RESOLUTION NO.7 – ORDINARY RESOLUTION

Approval of material Related Party Transactions between the Company and HT Media Limited for the Financial Year 2022-23

I. Voted in favour of the resolution (out of valid votes cast):

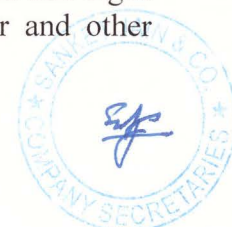
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	139	3,974	67.9432
(B) InstaPoll	5	131	2.2397
Total (A+B)	144	4,105	70.1829

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	26	1,744	29.8170
(B) InstaPoll	0	0	0.0000
Total (A+B)	26	1,744	29.8170

Therefore, the Resolution in Item No.7 has been approved with requisite majority.

- 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.



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

Thanking You
Yours Faithfully,

**For M/s Sanket Jain & Co.
Company Secretaries
Firm Registration No. S2013UP231400
Peer Review No. 2262/2022**



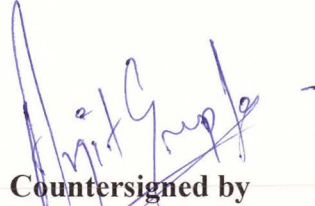
**Sanket Jain
(Proprietor)
ACS: 26531, C.P. No.: 12583**



**Date: 30.08.2022
Place: New Delhi**

UDIN: A026531D000875104

For Digicontent Limited



**Countersigned by
Arjit Gupta
(Company Secretary)
M. No.: A30696**

**Date: 30.08.2022
Place: New Delhi**