

19th September, 2023**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 (East),
Mumbai - 400 051**Scrip Code: 542685****Trading Symbol: DGCONTENT****Sub: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Voting Results of 6th Annual General Meeting held on 19th September, 2023 and Scrutinizer's Report thereon**

Dear Sir(s),

This is to inform that the 6th Annual General Meeting ('AGM') of the Members of the Company was held today i.e. Tuesday, 19th September, 2023 at 11.00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2013 ('Act'), Circular(s) issued by the Ministry of Corporate Affairs ('MCA') and the SEBI Listing Regulations. As per the requirement of the Act, Circulars issued by the MCA and the SEBI Listing Regulations, the Company had provided remote e-voting facility and e-voting at the AGM i.e. venue voting to its Members for voting on the business transacted at the AGM.

In the above connection and pursuant to Regulation 44(3) of the SEBI Listing Regulations, please find enclosed herewith summary of voting results (*i.e. remote e-voting and venue voting*), along with Consolidated Scrutinizer's Report issued by Mr. Sanket Jain, (*Scrutinizer appointed for the AGM*), dated 19th September, 2023, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, we wish to inform that at the aforesaid AGM, Members of the Company have approved the following business as set forth in the notice convening the AGM, with requisite majority:

1. Consideration and adoption of:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

2. Appointment of Mr. Priyavrat Bhartia (DIN: 00020603) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
3. Re-appointment of Ms. Suchitra Rajendra (DIN: 07962214) as an Independent Director, not liable to retire by rotation.

The voting results along with the Scrutinizer's Report will be available on the Company's website at www.digicontent.co.in and is also being made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and record.

Thanking you,

Yours faithfully,

For **DIGICONTENT LIMITED**

(Arjit Gupta)
Company Secretary

Encl.: As above

SUMMARY OF VOTING RESULTS OF 6th AGM HELD THROUGH VIDEO CONFERENCING

Date of declaration of result- 19th September, 2023

Name of the Company	Digicontent Limited	
Date of AGM/EGM	19 th September, 2023	
Last date of receiving Postal Ballot Form/E-voting		
Total number of shareholders as on the cut-off date (i.e. 12 th September, 2023)	22,600	
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
	0	144

ITEM NO.	1
Details of Agenda	Consideration and adoption of: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with 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, 2023 together with the Report of the 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	38,874,521	38,874,520	100.0000	38,874,520	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		38,874,521	38,874,520	100.0000	38,874,520	0	100.0000
Public-Institutions	Remote e-Voting	63,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		63,118	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote e-Voting	19,249,439	4,249	0.0221	3,657	592	86.0673	13.9327
	E-Voting at AGM		13	0.0001	13	0	100.0000	0.0000
	Total		19,249,439	4,262	0.0221	3,670	592	86.1098
Total		58,187,078	38,878,782	66.8169	38,878,190	592	99.9985	0.0015



ITEM NO.	2
Details of Agenda	Appointment of Mr. Priyavrat Bhartia (DIN: 00020603) 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	38,874,521	38,874,520	100.0000	38,874,520	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	38,874,521	38,874,520	100.0000	38,874,520	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	63,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	63,118	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-Voting	19,249,439	4,249	0.0221	3,590	659	84.4905	15.5095
	E-Voting at AGM		13	0.0001	13	0	100.0000	0.0000
	Total	19,249,439	4,262	0.0221	3,603	659	84.5378	15.4622
Total		58,187,078	38,878,782	66.8169	38,878,123	659	99.9983	0.0017



ITEM NO.	3
Details of Agenda	Re-appointment of Ms. Suchitra Rajendra (DIN: 07962214) 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	38,874,521	38,874,520	100.0000	38,874,520	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		38,874,521	38,874,520	100.0000	38,874,520	0	100.0000
Public-Institutions	Remote e-Voting	63,118	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		63,118	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote e-Voting	19,249,439	4,249	0.0221	3,590	659	84.4905	15.5095
	E-Voting at AGM		13	0.0001	13	0	100.0000	0.0000
	Total		19,249,439	4,262	0.0221	3,603	659	84.5378
Total		58,187,078	38,878,782	66.8169	38,878,123	659	99.9983	0.0017

The aforesaid resolutions as set forth in the notice convening the 6th AGM of the Company have been passed with the requisite majority.

Yours faithfully,

For DIGICONTENT LIMITED


(Arjit Gupta)

Company Secretary and Compliance Officer

Membership No.: A 30696

HT House, 2nd Floor, 18-20

K.G Marg, New Delhi - 110001



Date: 19th September, 2023



CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman
Digicontent 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 6th Annual General Meeting of Digicontent 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), have been appointed as the Scrutinizer by the Board of Directors of Digicontent Limited (**'the Company'**) vide resolution passed by the Board of Directors of the Company at its meeting held on July 24, 2023 for the purpose of scrutinizing the process of voting through electronic means (**'e-voting'**) on the resolution(s) as set forth in the Notice dated August 20, 2023 (**'AGM Notice'**) calling the 6th Annual General Meeting of its Equity Shareholders (**'the Meeting/ AGM'**) through Video Conferencing/ Other Audio Video Means (**'VC/ OAVM'**), convened on Tuesday, 19th day of September, 2023 at 11:00 A.M. (IST) through VC/ OAVM in accordance with Circulars bearing no. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**'MCA Circulars'**) and Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 issued by the Securities and Exchange Board of India (**'SEBI Circulars'**) and in compliance with the provisions of the Companies Act, 2013 (**'the Act'**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**).
2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (**'the Rules'**). As Scrutinizer, I have scrutinized:



- (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 (**'venue voting'**)

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 Regulations relating to remote e-voting and venue voting on the resolutions set forth in the AGM Notice.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and venue voting) is restricted to preparation of Consolidated Scrutinizer's Report of the votes cast on the resolutions set forth in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (**'NSDL'**), the Agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/ or NSDL for verification and issuance of this report.

5. Dispatch of Notice convening the AGM

The Company, through Service Provider viz. NSDL, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-23 to Equity Shareholders of the Company on 25th August, 2023. 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 in "Mint" (English) and "Hindustan" (Hindi) on 26th August, 2023 regarding dispatch of AGM Notice along with Annual Report for FY-23 to shareholders and specifying the date & time of the AGM, availability of the notice on the website of the Company and the website of Stock Exchanges, manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or venue voting etc.

The Company, through Service Provider viz. NSDL, also completed dispatch of Notice of AGM and the Annual Report for FY-23 on 13th September, 2023, to the Equity Shareholders of the Company who had acquired shares/registered email ids post the cut-off date.

6. Cut-off date

The Equity Shareholders of the Company as on the 'cut-off' date, as set forth in the AGM Notice, i.e., Tuesday, 12th September, 2023 were entitled to vote on the resolutions (item nos. 1 to 3 as set forth 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 22,600 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.

7. Remote e-voting process

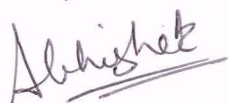
- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on 15th September, 2023 (Friday) and ended at 5.00 P.M. (Server time) on 18th September, 2023 (Monday) on the designated website URL: <https://evoting.nsdl.com> via e-voting facility-of NSDL.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 12th September, 2023 only, were entitled to vote on proposed resolutions (Item Nos. 1 to 3 as set out in the AGM Notice of the Company) by remote e-voting.
- iii. On 19th September, 2023, after the conclusion of the AGM and post counting of Venue voting, event was unblocked by me.

8. E-voting process at the AGM i.e. Venue Voting

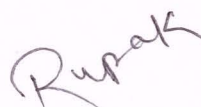
Members who could not cast their vote by remote e-voting, could cast their vote on the e-voting platform during the AGM or within 15 minutes after the conclusion of the AGM.

9. Counting Process

- 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 NSDL under my instructions.
- ii. The e-votes cast were unblocked on Tuesday, 19th September, 2023 after the conclusion of the AGM in the presence of two witnesses, who are not in the employment of the Company, viz., Mr. Abhishek Agarwal and Mr. Rupak Singh, before they were counted.



Mr. Abhishek Agarwal



Mr. Rupak Singh

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted 'in favour' or 'against' on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://evoting.nsdl.com>
- iv. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/ NSDL and the authorizations lodged with the Company/ NSDL on test check basis.

10. Outcome of remote e-voting and venue voting

All the resolutions as set forth in the AGM Notice were passed with requisite majority.

I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Venue voting on all the resolutions as set forth in the AGM Notice, based on



the reports generated by NSDL, scrutinized on test-check basis and relied upon by me as under:

ORDINARY BUSINESS

RESOLUTION NO.1 – ORDINARY RESOLUTION

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 together with 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 on March 31, 2023 together with 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	167	3,88,78,177	99.9984
(B) Venue voting	6	13	0.0000
Total (A+B)	173	3,88,78,190	99.9984

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	46	592	0.0016
(B) Venue voting	0	0	0.0000
Total (A+B)	46	592	0.0016

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

RESOLUTION NO.2 - ORDINARY RESOLUTION

To appoint Mr. Priyavrat Bhartia (DIN: 00020603) 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	166	3,88,78,110	99.9983
(B) Venue voting	6	13	0.0000
Total (A+B)	172	3,88,78,123	99.9983

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	47	659	0.0017
(B) Venue voting	0	0	0.0000
Total (A+B)	47	659	0.0017

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



SPECIAL BUSINESS

RESOLUTION NO.3 – SPECIAL RESOLUTION

To re-appoint Ms. Suchitra Rajendra (DIN: 07962214) 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	166	3,88,78,110	99.9983
(B) Venue voting	6	13	0.0000
Total (A+B)	172	3,88,78,123	99.9983

II. Voted against the resolution (out of valid votes cast):

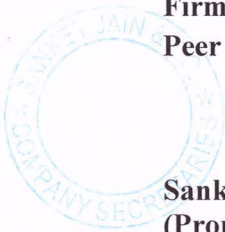
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	47	659	0.0017
(B) Venue voting	0	0	0.0000
Total (A+B)	47	659	0.0017

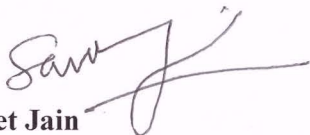
Therefore, the Resolution in Item No.3 has been approved with requisite majority.

11. 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.

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

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

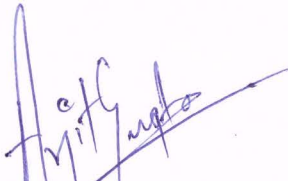



Sanket Jain
(Proprietor)
ACS: 26531, C.P. No.: 12583
UDIN: A026531E001039158

Date: 19.09.2023
Place: New Delhi

COUNTERSIGNED BY:
For Digicontent Limited




Arjit Gupta
(Company Secretary and Compliance Officer)
(Authorised by the Chairman)
M. No.: 30696

Date: 19.09.2023
Place: New Delhi