

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: Proceedings of 5th Annual General Meeting of Digicontent Limited pursuant to Regulation 30 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 today i.e. Tuesday, 30th August, 2022 at 11.00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

In the above connection, please find enclosed herewith the summary of proceedings of the said AGM in due compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For **DIGICONTENT LIMITED**


(Arijit Gupta)
Company Secretary



Encl.: As above

DIGICONTENT LIMITED

Summary of the proceedings of the 5th Annual General Meeting

The 5th Annual General Meeting ('AGM' or 'Meeting') of the Members of Digicontent Limited was held on Tuesday, the 30th August, 2022, through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), in accordance with the provisions of Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), from time to time, in this regard.

The meeting commenced at 11:00 AM (IST) and concluded at 11:32 AM (IST) (*including the time allowed for e-voting at the meeting i.e. InstaPoll*). 121 Members attended the AGM through VC.

Directors present:

1. Mr. Praveen Someshwar, *Chairman of the Meeting and Non-Executive Director*
2. Mr. Vivek Mehra, *Independent Director and Chairman of Audit Committee*
3. Ms. Suchitra Rajendra, *Independent Director, Chairperson of Nomination & Remuneration Committee and Stakeholders' Relationship Committee*
4. Mr. Lloyd Mathias, *Independent Director*
5. Mr. Samudra Bhattacharya, *Non-Executive Director*

In attendance:

1. Mr. Puneet Jain, *Chief Executive Officer*
2. Mr. Ajay S. Nair, *Chief Financial Officer*
3. Mr. Arjit Gupta, *Company Secretary*
4. Mr. David Jones, *Representative of B S R and Associates, Chartered Accountants (Statutory Auditor)*
5. Mr. Manish Gupta, *Representative of RMG & Associates, Company Secretaries (Secretarial Auditor)*
6. Mr. Sanket Jain, *Practicing Company Secretary, (Scrutinizer)*

Gist of proceedings:

Mr. Priyavrat Bhartia, Chairman, was unable to attend the meeting. In his absence the Board of Directors had appointed Mr. Praveen Someshwar as the Chairman of the Meeting. Mr. Someshwar took the Chair and welcomed the members who have joined the AGM through VC/OAVM. The requisite quorum being present, he called the meeting to order.



The Directors of the Company were present at the Meeting through VC from their respective locations.

The Chairman then introduced the Directors and Key Managerial Personnel to the Members attending the AGM.

Chairman stated that necessary steps have been taken as required by law to enable the Members to participate and vote on all the items of agenda set out in the notice convening the AGM.

Mr. Arjit Gupta, Company Secretary apprised the Members that in accordance with the provisions of the Act & Rules made thereunder and SEBI Listing Regulations, the Company has extended to its Members the facility to exercise their right to vote for transacting the business as set out in the Notice of the AGM, through remote e-voting facility and e-voting at the AGM, i.e. InstaPoll. He stated that remote e-voting facility commenced at 9.00 a.m. on 26th August, 2022 and concluded at 5.00 p.m. on 29th August, 2022. Members who could not cast their vote through remote e-voting could vote at the AGM. Further, the members were informed that Mr. Sanket Jain, Practicing Company Secretary who had been appointed as the Scrutinizer to scrutinize the voting process has also joined the AGM through VC. He also mentioned that the "Register of Directors & Key Managerial Personnel and their shareholding" and the "Register of Contracts and Arrangements in which Directors are interested" were available for inspection by Members electronically.

Since the Annual Report containing the Board's Report, Financial Statements and other reports, along with notice of this meeting were already circulated to the Members at their registered email address, the same were taken as read. Also, there was no qualification or observation or any adverse remark or disclaimer in the Auditor's Report and Secretarial Auditor's Report, thus, the same were not required to be read at the Meeting.

Items of business:

In terms of the Notice dated 1st August, 2022 convening the 5th AGM of the Company, the following business was transacted at the Meeting through remote e-voting during the e-voting period and e-voting during the meeting:



Item. No.	Resolution	Nature of Resolution
Ordinary Business		
1.	To Consider and adopt: a) 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 b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon	Ordinary
2.	Appointment of Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary
Special Business		
3.	Appointment of Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not liable to retire by rotation.	Special
4.	Appointment of Mr. Samudra Bhattacharya (DIN: 02797819) as a Non-Executive Director, liable to retire by rotation.	Ordinary
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.	Ordinary
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.	Ordinary
7.	Approval of material Related Party Transactions between the Company and HT Media Limited for the Financial Year 2022-23.	Ordinary

For Item no. 2, 5, 6 and 7, Mr. Someshwar, being interested did not Chair the meeting and in his place Mr. Vivek Mehra presided.



Members who attended the Meeting were given an opportunity to ask questions and seek clarification(s).
The CEO appropriately responded to the questions raised by the shareholder.

Chairman announced that all items of the business set out in the notice convening the meeting has been considered and e-voting at the meeting i.e. InstaPoll is being activated and same will be available for next 15 minutes and thereafter, the meeting will be concluded. He also stated that the results of voting shall be declared within the prescribed time, and will be uploaded on the Company's website. The result shall be simultaneously intimated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited, National Securities Depository Limited and Central Depository Services (India) Limited.

Company Secretary proposed a vote of thanks to the Chair and requested the Members to please proceed with e-voting.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process, the Meeting was closed.

This is for your information and record.



For Digicontent Limited

(Arjit Gupta)

Company Secretary

Place: New Delhi

Date: August 30, 2022

Note: The above document does not constitute minutes of the proceedings of the Annual General Meeting.