

Ref: DCL/CS/160/2020

3<sup>rd</sup> June, 2020**BSE Limited**

P.J. Tower, Dalal Street

**MUMBAI - 400 001****The National Stock Exchange of India Limited**Exchange Plaza, 5<sup>th</sup> Floor

Plot No. C/1, G Block

Bandra-Kurla Complex,

Bandra (East)

**MUMBAI - 400 051****Scrip Code: 542685****Trading Symbol: DGCONTENT**

Dear Sirs,

**Sub: Annual Secretarial Compliance Report in compliance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**

In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and Regulation 24A of the SEBI LODR, please find enclosed Annual Secretarial Compliance Report of Digicontent Limited for the financial year ended on 31<sup>st</sup> March, 2020.

This is for your information and records.

Thanking you,

Yours faithfully,

For **DIGICONTENT LIMITED****(Vikas Prakash)****Company Secretary****Encl.: As Above**

# RMG & ASSOCIATES

Company Secretaries

## SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Certificate pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**Digicontent Limited**  
(CIN: L74999DL2017PLC322147)  
Hindustan Times house,  
2nd Floor, 18-20, Kasturba Gandhi Marg  
New Delhi- 110001

We, RMG & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **Digicontent Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges viz. BSE and NSE,
- website of the listed entity viz. [www.digicontent.co.in](http://www.digicontent.co.in),
- any other documents/filings, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **March 31, 2020** ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines etc. issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines etc. issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **[Applicable with effect from 18<sup>th</sup> June, 2019, being equity shares of the Company listed and admitted to dealings on the Stock Exchange vis a vis BSE and NSE]**
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Applicable to the extent of listing of equity shares of the Company on stock exchanges vis a vis BSE and NSE, pursuant to Scheme of Arrangement under Section 230-232 of the Act];**



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Phone: 9212221110, 011 - 4504 2509; [www.rmgcs.com](http://www.rmgcs.com); [info@rmgcs.com](mailto:info@rmgcs.com)

- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **[Applicable with effect from 18<sup>th</sup> June, 2019, being equity shares of the Company listed and admitted to dealings on the Stock Exchange vis a vis BSE and NSE];**
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable as the Company has not bought back/propose to buy-back any of its securities during the financial year under review];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not Applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the period under review];**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not Applicable as the Company has not issued and listed any Non- Convertible and Redeemable Preference Shares during the financial year under review];**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **[Applicable with effect from 18<sup>th</sup> June, 2019, being equity shares of the Company listed and admitted to dealings on the Stock Exchange vis a vis BSE and NSE];**
- i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below :

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary.
	None	None	None



- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder :

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	None	None	None	None

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **[Not applicable, since this is being the first report since listing and admitting for trading of equity shares of the Company effective from 18<sup>th</sup> June, 2019 and accordingly no action was required to be taken by the listed entity]**

We further report that, the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective engagement letter/supplemental letter issued to the Statutory Auditors.

**For RMG & Associates**  
**Company Secretaries**  
**Firm Registration No. P2001DE16100**  
**Peer Review No. : 734 / 2020**



**CS Manish Gupta**  
**Partner**  
**FCS: 5123; C.P. No.: 4095**

**Place : New Delhi**  
**Date : 22-05-2020**  
**UDIN : F005123B000268177**