DIGICONTENT LIMITED
(formerly known as HT Digital Ventures Limited)
Registered Office: Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg, New Delhi 110 001, India
+91 11 6656 1234 +91 11 6656 1270
www.digicontent.co.in corporatedept@digicontent.co.in
CIN: L74999DL2017PLC322147

Ref: DCL/CS/160/2022

May 30, 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: 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")

Dear Sir(s),

In terms of Regulation 24A of SEBI LODR read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed Annual Secretarial Compliance Report of Digicontent Limited for the financial year ended on 31st March, 2022 issued by RMG & Associates, Practicing Company Secretaries.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For **Digicontent Limited**

DIGICONTENT LIMITED

(Arjit Gupta)
Company Secretary

Encl: *As Above*

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

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

To,
The Board of Directors
Digicontent Limited
CIN: L74999DL2017PLC322147
Hindustan Times House, 2nd Floor
18-20, Kasturba Gandhi Marg
New Delhi- 110001

We, M/s. RMG & Associates, Company Secretaries, have examined:

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

for the year ended **March 31, 2022** ("Review Period") in respect of compliance with the provisions of:

a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines 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: -

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not applicable as the Company has not issued any further share capital during the Review Period]**;

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c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the Review Period]**;

e) Securities and Exchange Board of India (Share Based Employee Benefts) Regulations, 2014 (upto 12th August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefts & Sweat Equit) Regulations, 2021 (with efect fom 13th August, 2021) **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];**

f Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not applicable as the Company has not issued any debt securities during the Review Period];**

g) The Securities and Exchange Boad of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the Company has not issued any non-convertible securities during the period under review];**

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulation");

i) The Depositories Act, 1996 and the Regulations and Bye-laws famed 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 circulas/ guidelines issued thereunder, except in respect of matters specifed below:

Sr. No	Compliance Requirement (Regulations / Circulars/ Guidelines including specific clause	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 30(6) - Outcome of the Board Meetin	Outcome of the Board Meeting held on June 15, 2021 was not	As per the explanation the dela s was due to

		intimated to Stock Exchange within 30 minutes of the closure of Board meeting.	technical reasons, however the results for the subsequent quarter were intimated within prescribed timeline
2	Regulation 40 (9) & (10) of SEBI (LODR),2015	The Company has filed the certificate for the half year ended 31st March, 2021 with the Stock Exchanges, however the same was not filed simultaneously as required under Regulation 40(10) of SEBI LODR.	The Company has complied the same for the year ended 31st March, 2022.

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the Year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	None	None	Not Applicable	Not Applicable

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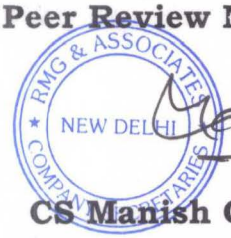
We, further, report that the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the engagement letter issued to the Auditors of the Company.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020



24/5/2022

Date: 24/05/2022
Place: New Delhi
UDIN: F005123D000379343

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