



Digicontent Limited
(formerly HT Digital Ventures Limited)

SUCCESSION PLAN FOR BOARD MEMBERS AND SENIOR MANAGEMENT

1.0 PREAMBLE

- 1.1 In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Board of Directors (“**Board**”) of listed companies shall satisfy itself that plans are in place for orderly succession for appointments to the board and the senior management.
- 1.2 The Plan aims to ensure smooth operations of the Company in case of change(s) in the Board of Directors and/or Senior Management of the Company.
- 1.3 The Plan has been approved by the Board of Directors (hereinafter referred to as ‘**the Board**’) of Digicontent Limited (hereinafter referred to as ‘**the Company**’) at its meeting held on 18th April, 2019 and will become effective upon listing of equity shares of the Company on stock exchange(s).

2.0 APPLICABILITY

- 2.1 Orderly succession planning and preparedness for exigencies at appropriate levels is a part of the functions of the Chairperson/senior management, the Board, and the Nomination and Remuneration Committee (NRC) of the Board.
- 2.2 The Plan is applicable to Managing Directors/ Whole-time Directors (“**Executive Director(s)**”), Non-Executive Directors (whether Independent or otherwise) and Senior Management, as may be specified from time to time.
- 2.3 The term Senior Management Personnel means officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

3.0 SUCCESSION PLANS

3.1 Executive Directors:

- 3.1.1. The NRC will consider and recommend to the Board the appointment of Executive Director(s), as and when required, including on creation of a vacancy in normal course, or as an Appropriate Immediate Replacement on account of any contingency

e.g. resignation, critical illness, death, or removal etc. or as a fresh appointment, to meet the requirements as they may arise.

3.2 Non-Executive Directors :

3.2.1 The NRC will consider and recommend to the Board the appointment/reappointment of Non Executive Directors, as and when required, including as an Appropriate Immediate Replacement on account of any contingency e.g. resignation, critical illness, death, or removal etc. or as a fresh appointment, to meet the requirements as they may arise.

3.3 Senior Management:

3.3.1 NRC will consider and recommend to the Board, the appointment of a person in the Senior Management.

3.3.2 Endeavor shall be made to appoint the successor before completion of the term of the outgoing Senior Management Personnel, to enable a seamless take-over.

3.3.3 For Senior Management roles, the positions will be filled up from either of the following:

a. Internal candidature

b. Lateral hiring

3.4 External Assistance

3.4.1 The Company may avail the services of an external agency if and as required for this plan.

4.0 REVIEW / AMENDMENT

4.1 The Board may review, from time to time, and amend, abrogate, modify or revise any or all clauses of this Plan as may be considered desirable for its implementation, as also for compliance with the Listing Regulations and/or any other applicable law(s) or regulation(s).