



Digicontent Limited
(formerly HT Digital Ventures Limited)

POLICY FOR DETERMINING MATERIAL SUBSIDIARY(IES)

1.0 OBJECTIVE

- 1.1 This Policy may be called the '*Policy for determining Material Subsidiary(ies)*' (the '**Policy**').
- 1.2 The Policy is framed to determine 'material' subsidiary(ies) of Digicontent Limited (hereinafter referred to as '**the Company**') in accordance with, and to comply with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as '**Listing Regulations**').
- 1.3 The Policy has been approved by the Board of Directors ('**the Board**') on 18th April, 2019, and will become effective upon listing of equity shares of the Company on stock exchanges.

2.0 DEFINITIONS

The capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Companies Act, 2013, Rules made thereunder and the Listing Regulations (**collectively, 'Statutory Provisions'**), as the case may be. In case any provisions of the Policy are contrary to or inconsistent, with the Statutory Provisions, the Statutory Provisions shall prevail.

3.0 CRITERIA FOR DETERMINING 'MATERIAL SUBSIDIARY'

Pursuant to Regulation 16 of Listing Regulations, a subsidiary shall be considered as material, if its income or net-worth exceeds ten percent of the consolidated income or net-worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

4.0 DISCLOSURE

The Company shall host the Policy on its website www.digicontent.co.in and a web-link thereto shall be provided in the annual report.

5.0 REVIEW / AMENDMENT

The Policy can be amended, abrogated or modified by the Board, from time to time.
