

NOTICE OF 4th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourth Annual General Meeting (second post-listing of equity shares) of Members of **Digicontent Limited** will be held on Tuesday, the 21st day of September, 2021 at 11:00 AM (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Auditor thereon.

ITEM NO. 2

To appoint Mr. Priyavrat Bhartia (DIN:00020603) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

By Order of the Board
For **Digicontent Limited**



(Vikas Prakash)
Company Secretary

Place: New Delhi
Date: August 24, 2021

NOTES:

1. In view of the continuing COVID-19 pandemic and pursuant to circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and circulars dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the 4th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. Registered Office of the Company shall be the deemed venue for this AGM.

2. Since the AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Since the AGM is being held through VC/OAVM, which does not require physical attendance of Members, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the board resolution/ authorization letter/ power of attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail ID to the Scrutinizer at sanketjaincs@gmail.com with a copy marked to evoting@kfintech.com.
6. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company's RTA. Members may kindly note that the Notice of AGM and Annual Report for FY-21 will also be available on the Company's website viz. www.digicontent.co.in and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).
7. To participate in the Company's green initiative in Corporate Governance, Members are encouraged to register/update their email addresses, in respect of shares held in electronic form with their Depository Participant(s), and in respect of shares held in physical form by clicking at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Private Limited, Unit: Digicontent Limited, Selenium Tower B, Plot Nos. 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 or by sending email to einward.ris@kfintech.com.
8. Mr. Priyavrat Bhartia may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under item nos. 1 and 2 of the Notice.
9. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Mr. Priyavrat Bhartia seeking re-appointment at this AGM, is annexed herewith.

10. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/RTA to the Company at investor@digicontent.co.in.
11. Members may note that the shares lying with Investor Education and Protection Fund (IEPF) Authority, allotted pursuant to the Scheme of Arrangement between HT Media Limited and the Company, can be claimed back. The shareholder-wise detail of such shares is uploaded on the Company's website i.e. www.digicontent.co.in. Concerned shareholders are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact KFin to lodge claim on such share(s).
12. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
13. **In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose PAN and Bank details are not updated in the records of KFin, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member to the Company/KFin.**
14. Members may please note that SEBI has mandated the PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction.
15. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialised form (except for transmission or transposition of securities). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. The members are therefore advised, in their own interest, to dematerialize the shares held by them in physical form.
16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates in original and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.

17. All investor related communication may be addressed to KFin at the following address:
KFin Technologies Private Limited
 Unit: Digicontent Limited
 Selenium Tower B, Plot No. 31 & 32 Gachibowli,
 Financial District, Nanakramguda Serilingampally Mandal
 Hyderabad – 500 032
 Toll free number - 1800-309-4001
 E-mail: einward.ris@kfintech.com
 Website: www.kfintech.com

E-VOTING AND PARTICIPATION IN AGM

18. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies(Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members facility to exercise their right to vote on the Resolutions as set out in notice of AGM by electronic means (“e-voting”). The Company has engaged the services of KFin as the agency to provide e-voting facility.
19. Members may cast their votes remotely, using electronic voting system (“remote e-voting”) during the remote e-voting period. The facility of e-voting will also be available at the AGM (“InstaPoll”), and Members who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll.
20. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 17, 2021 (Friday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 20, 2021 (Monday)

Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period.

21. Persons whose name appears in the Register of Members/list of Beneficial Owners as on September 14, 2021 (“**Cut-off date**”) shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
22. Once the vote on a resolution has been cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

23. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583) as Scrutinizer to scrutinize the remote e-voting process and InstaPoll in a fair and transparent manner.
24. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and submit the consolidated Scrutinizer's Report to the Chairman/Director.
25. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of the conclusion of AGM and the same along with the consolidated Scrutinizer's Report will be placed on Company's website viz. www.digicontent.co.in and on the website of Kfin viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to the stock exchanges viz. NSE and BSE.
26. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
27. Members are requested to carefully read the "PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING" and "PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM" given below in this Notice.
28. Members who would like to express their views or ask questions during the AGM, may register themselves by logging on to <https://emeetings.kfintech.com> and click on the 'Speaker Registration'. The Speaker Registration will be open from September 16, 2021 (9:00 a.m. IST) till September 18, 2021 (5:00 p.m. IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
29. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via email to the Company Secretary at investor@digicontent.co.in, atleast 7 days before the AGM, so that the information can be compiled in advance.
30. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting Facility provided by Listed Entities", individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants.

The members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility

The process and manner of remote e-Voting, attending AGM through VC/OAVM and e-Voting at AGM is as under:

(I.) PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING

1. Individual members holding shares of the Company in demat mode (by accessing e-Voting system of Depositories)

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none">(i) Visit URL: https://eservices.nsd.com(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.(iii) Enter User ID and Password. Post successful authentication, click on “Access to e-Voting”(iv) Click on Company name: “Digicontent Limited” or e-Voting service provider “K-Fintech”. You will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period. <p>2. User not registered for IDeAS facility:</p> <ul style="list-style-type: none">(i) Click on link: https://eservices.nsd.com and select “Register Online for IDeAS” OR https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp(ii) Proceed with completing the required fields.(iii) Follow steps mentioned in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none">(i) Visit URL: https://www.evoting.nsd.com(ii) Click on the icon “Login” available under ‘Shareholder/Member’ section.(iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.	<p>1. User already registered for Easi/Easiest:</p> <ul style="list-style-type: none">(i) Visit URL: https://web.cdslindia.com/myeasi/home/login OR www.cdslindia.com and click on “Login” and select “New System Myeasi”(ii) Enter your User ID and Password.(iii) Post successful authentication, please click on ‘E-voting’(iv) You will be requested to select the name of the Company: “Digicontent Limited” or KFin. You will be re-directed to KFin’s e Voting portal to cast the vote during the remote e-Voting period. <p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none">(i) Click on the link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration(ii) Proceed with completing the required fields.(iii) Follow steps mentioned in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none">(i) Visit URL: www.cdslindia.com and select “E Voting”(ii) Provide your BO ID/ demat account number and PAN(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

(iv) Post successful authentication, click on Company name: "Digicontent Limited" or e-Voting service provider "K-Fintech". You will be re-directed to K-Fintech's e-Voting portal to cast vote during the remote e-Voting period.	(iv) You will be requested to select the name of the Company: "Digicontent Limited" or KFin. You will be re-directed to KFin's e-Voting portal to cast the vote during the remote e-Voting period.
Procedure to login through demat account/website of Depository Participant (DP)	<p>(i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting.</p> <p>(ii) Once logged-in, you will be able to see "e-Voting" option. Once you click on "e-Voting" option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL.</p> <p>(iii) Click on options available against Company name: "Digicontent Limited" or KFin and you will be re-directed to e-Voting portal of KFin to cast your vote during the remote e-Voting period.</p>

NOTE: After successful login, Individual members holding shares of the Company in demat mode, are requested to follow steps (f) to (l) mentioned under point no. 2(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID"/"Forget Password" option available the websites of Depositories/DP.

Members facing any technical issue on NSDL website	Members facing any technical issue on CDSL website
Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990/ 1800-224-430	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

2. All Members other than 'Individuals holding shares of the Company in demat mode' (by accessing to e-Voting system of KFin at <https://evoting.kfintech.com>)

(A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from Company/ KFin with login details, please follow the below process:

(a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
(Preferred browser is Google Chrome)

(b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password to log-in.

(c) After entering these details appropriately, click on "LOGIN".

(d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new

password shall comprise of minimum 8 characters with at least one upper case [A-Z], one lower case [a-z], one numeric [0-9] and a special character (@,#,\$,etc.). The system will prompt you to update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Digicontent Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR"/"AGAINST", but the total number under "FOR"/"AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAIN".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., to the Scrutinizer at **sanketjaincs@gmail.com** with a copy marked to **evoting@kfintech.com**. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) Member whose e-mail address is not registered/updated with the Company/ KFin/ Depository Participant, please follow the below process to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, are requested to register/ update the same on the link **<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>**

or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor@digicontent.com or to KFin at inward.ris@kfintech.com.

(b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat account(s).

(c) After due verification, the Company/KFin will forward your login credentials to your registered email address.

(d) Follow the instructions mentioned under point 2(A) above, to cast your vote.

(e) You can also update your mobile number and e-mail id in the “user profile details” in your e-voting login on <https://e-voting.kfintech.com> which may be used for sending further communication.

(C) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the Cut-off Date may obtain the User ID and password from KFin in the manner as mentioned below:

(a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS:MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to +91-9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

(b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

(c) Member may send an e-mail request to evoting@kfintech.com requesting User ID and Password. After due verification of the request, User ID and Password will be sent to the Member.

(D) In case of any query/grievance, in respect of e-voting - Members may refer to the Help & FAQs section/E-voting user manual available at the “Downloads” section at <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. Suresh Babu, Manager, KFin Technologies Private Limited, Unit: Digicontent Limited, Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032|Toll-free No.: 1800-309-4001|Email: evoting@kfintech.com.

(II.) PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM:

- a) **Joining the AGM through VC/OAVM:** Members will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their e-voting login details provided in the email received from the Company/KFin.

Members are requested to follow the procedure given below:

- (i) Launch internet browser (chrome/ firefox/ safari) by visiting the URL:
<https://emeetings.kfintech.com>
 - (ii) Enter the login credentials
 - (iii) After logging in, click on "Video Conference" option
 - (iv) Then click on camera icon appearing against AGM event of Digicontent Limited, to attend the AGM.
- b) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
- c) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- d) **Voting at AGM ("InstaPoll"):**
- (i) Facility to cast vote through InstaPoll will be made available on the meeting page, and will be activated once the InstaPoll is announced at the AGM.
 - (ii) Once the voting at the AGM is announced, Members who have not cast their vote through remote e-voting can cast their vote by clicking on the link "Vote".
 - (iii) If a member casts vote(s) by both modes, then voting done through remote e-voting facility shall prevail and vote(s) cast through InstaPoll shall be treated as "INVALID".
- e) Members who need assistance before or during the AGM can contact KFin at evoting@KFintech.com or call at 1800-309-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.
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Details of the Director pursuant to the provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Mr. Priyavrat Bhartia
Age	44 years
Relationship with other Directors, <i>inter-se</i> , and Key Managerial Personnel	None
Date of Appointment	August 14, 2017
Expertise in specific functional areas and brief resume	General Management, Strategic Planning and Business Development. Please refer Company's website viz. www.digicontent.co.in for profile of Mr. Priyavrat Bhartia.
Qualification	MBA (Stanford University, USA)
Terms and conditions of appointment/ re-appointment	Non-Executive Non-Independent Director, liable to retire by rotation
No. of Equity Shares of Rs.2/- each held in the Company (<i>including shareholding as a beneficial owner</i>)	1 (one) equity share jointly with The Hindustan Times Limited
Remuneration last drawn (<i>including sitting fee during FY-21</i>)	Nil
Directorship held in other companies (<i>excluding foreign companies</i>) [#]	(i) Hindustan Media Ventures Limited (<i>Listed</i>) (ii) HT Media Limited (<i>Listed</i>) (iii) Jubilant Ingrevia Limited (<i>Listed</i>) (iv) Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited) (<i>Listed</i>) (v) Jubilant Industries Limited (<i>Listed</i>) (vi) ARS Trustee Company Private Limited (vii) Earthstone Holding (Two) Private Limited (viii) Jubilant Agri and Consumer Products Limited (ix) Jubilant Enpro Private Limited (x) Jubilant Realty Private Limited (xi) PSB Trustee Company Private Limited (xii) SPB Trustee Company Private Limited (xiii) SSBPB Investment Holding Private Limited (xiv) SSP Trustee Company Private Limited (xv) SB Trusteeship Services Private Limited (xvi) The Hindustan Times Limited

<p>List of the Committees of Board of Directors (<i>across all companies</i>) in which Chairmanship/ Membership is held*#</p>	<p><u>Hindustan Media Ventures Limited</u> (i) Audit Committee - Member (ii) Stakeholders' Relationship Committee- Member</p> <p><u>HT Media Limited</u> (i) Stakeholders' Relationship Committee - Member</p> <p><u>Jubilant Industries Limited</u> (i) Stakeholders' Relationship Committee - Member</p> <p><u>Jubilant Ingrevia Limited</u> (i) Audit Committee – Member</p> <p><u>Jubilant Pharmova Limited</u> (i) Audit Committee – Member</p> <p><u>The Hindustan Times Limited</u> (i) Audit Committee - Member</p>
<p>No. of Board Meetings attended during FY- 21</p>	<p>1</p>

As per latest disclosure received from the Director.

* In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.