



CIN: L74999DL2017PLC322147

**Registered Office:** Hindustan Times House (2<sup>nd</sup> Floor), 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

**Ph.:** +91-11-6656 1355; **E-mail:** investor@digicontent.co.in; **website:** www.digicontent.co.in

**Corporate Office:** 5<sup>th</sup> Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi-110025

**Ph.:** +91-11-6656 1234

## **NOTICE OF 7<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Seventh Annual General Meeting (fifth post listing of equity shares) of the Members of **Digicontent Limited** will be held on **Monday, September 23, 2024 at 11:00 A.M.** (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

### **ORDINARY BUSINESS**

#### **ITEM NO. 1**

#### **Adoption of Audited Financial Statements (Standalone & Consolidated)**

To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.

#### **ITEM NO. 2**

#### **Re-appointment of a Director, retiring by rotation**

To re-appoint Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

#### **ITEM NO. 3**

#### **Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditor of the Company and to fix their remuneration**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and on recommendation of Audit Committee and the Board of Directors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) be and is hereby appointed as Statutory Auditor of the Company w.e.f. August 21, 2024, to fill the casual vacancy arising out of resignation of M/s. B S R and Associates [Firm Registration No. 128901W].

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2029 at a remuneration to be decided by the Board of Directors (including its Committees thereof), as detailed in explanatory statement annexed hereto

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary; proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## **SPECIAL BUSINESS**

### **ITEM NO. 4**

#### **Appointment of Mr. Sandeep Rao (DIN: 08711910) as a Non-Executive Director, liable to retire by rotation**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and any other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sandeep Rao (DIN: 08711910) be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation w. e. f. September 23, 2024.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary; proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## ITEM NO. 5

### **Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and HT Media Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], Policy on Materiality of and dealing with Related party transactions and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to the following material related party transactions entered/to be entered into by HT Digital Streams Limited (‘HTDS’), wholly-owned subsidiary company with HT Media Limited (‘HTML’), fellow subsidiary company, related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, during the financial years 2024-25, 2025-26, 2026-27 and 2027-28 upto an aggregate value of Rs. 167.40 Crore, Rs. 184.10 Crore, Rs. 202.83 and Rs. 211.04 Crore (excluding applicable taxes / levies), respectively, on such terms & conditions, as detailed in the explanatory statement to this Resolution and as may be mutually agreed between HTDS and HTML, provided that the said arrangements shall be carried out on arm’s length basis and in the ordinary course of business of the Company:

#### Sharing of External Revenue:

- a. Agreement for Sharing of revenue/combos

#### Cost/revenue Items:

- b. Services rendered/ Products sold
  - Agreement for Sale/purchase of Goods/ Products/ Services
  - Agreement for Cost plus Arrangement
- c. Agreement for Reimbursement / Recovery of expenses incurred with respect to goods/services/ product/spares

#### Capital Items:

- d. Others
  - Agreement for Sale/ Purchase of assets
  - Asset Lease Arrangement

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary; proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## ITEM NO. 6

### **Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary Company) and Hindustan Media Ventures Limited (fellow subsidiary company) for the Financial Year 2024-25, 2025-26, 2026-27 and 2027-28**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

***“RESOLVED THAT*** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], Policy on Materiality of and dealing with Related party transactions and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to the following material related party transactions entered/to be entered into by HT Digital Streams Limited (‘HTDS’), wholly-owned subsidiary company with Hindustan Media Ventures Limited (‘HMVL’), fellow subsidiary company, related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, during the financial years 2024-25, 2025-26, 2026-27 and 2027-28 upto an aggregate value of Rs. 115.60 Crore, Rs. 126.97 Crore, Rs. 139.87 and Rs. 154.11 Crore (excluding applicable taxes / levies), respectively, on such terms & conditions, as detailed in the explanatory statement to this Resolution and as may be mutually agreed between HTDS and HMVL, provided that the said arrangements shall be carried out on arm’s length basis and in the ordinary course of business of the Company:

#### **Sharing of External Revenue:**

- a. Agreement for Sharing of revenue/combos

#### **Cost/revenue Items:**

- b. Services rendered/ Products sold
  - Agreement for Sale/purchase of Goods/ Products/ Services
  - Agreement for Cost plus Arrangement
- c. Agreement for Reimbursement / Recovery of expenses incurred with respect to goods/services/ product/spares

#### **Other Items:**

- d. Others
  - Agreement for Sale/ Purchase of assets
  - Asset Lease Arrangement

***RESOLVED FURTHER THAT*** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary; proper or desirable, and to settle any question, difficulty or doubt that may

*arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."*

**Place:** New Delhi

**Date:** August 21, 2024

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

(Arjit Gupta)  
Company Secretary  
Membership No. A30696

## **NOTES:**

1. Pursuant to recent circular dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circular”) and circular dated October 07,2023 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 7<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at the venue of the Annual General Meeting (‘AGM’). Registered Office of the Company shall be deemed to be the venue of this AGM.
2. Since the ensuing AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, 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.
3. Since AGM will be held through VC/ OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act, is annexed hereto.
5. Members are requested to carefully read “**The instructions for Members for remote e-voting and joining Annual General Meeting**” given below in this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM facility. Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote via. **e-voting during the meeting (venue voting)**. The said resolution/authorization together with attested specimen signature(s) of the duly authorized representative(s), shall be sent by e-mail to the Scrutinizer at e-mail id: **sanketjaincs@gmail.com** with a copy marked to **evoting@nsdl.com**. Institutional/Corporate Shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
8. Pursuant to the provisions of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking appointment/re-appointment at this AGM, is given as **Annexure A** to this notice.

9. All investor related communication may be addressed to Kfin Technologies Limited (Kfin/ RTA) at the following address:

Kfin Technologies Limited

**Unit: Digicontent Limited**

Ramky Selenium Building, Tower B,

Plot No. 31 & 32, Financial District,

Nanakramguda, Serilingampally,

Hyderabad, Rangareddy, Telangana, India – 500032

**Toll Free No.:** 1800-309-4001

**WhatsApp Number:** +91-9100094099

**KPRISM (Web Application):** <https://kprism.kfintech.com/>

**E-mail id:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Corporate Website:** <https://www.kfintech.com>

**Website:** <https://ris.kfintech.com>

10. In compliance with above mentioned MCA and SEBI circulars, the Notice calling this AGM along with the Annual Report for FY-24 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company's RTA as on **Monday, August 26, 2024**. Additionally, hard copies of Notice and Annual Report for FY-24 are also being send to only those Members who have requested for the same. Members may kindly note that the Notice of AGM and Annual Report for FY-24 will also be available on the Company's website viz. **[www.digicontent.co.in](http://www.digicontent.co.in)** and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (**[www.bseindia.com](http://www.bseindia.com)** and **[www.nseindia.com](http://www.nseindia.com)**) respectively and the website of National Securities Depository Limited (NSDL) at **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)**.
11. 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 at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. The Members may also visit Company's website viz. **[https://www.digicontent.co.in/?page\\_id=129](https://www.digicontent.co.in/?page_id=129)** and website of RTA viz. **<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>** for downloading Form SH-13 and other Nomination and KYC related documents.
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Securities Exchange Board of India ("SEBI") has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. However, Members holding shares in physical mode can submit their PAN to the Company/Kfin.
14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate;

claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website under the weblink at [https://www.digicontent.co.in/?page\\_id=129](https://www.digicontent.co.in/?page_id=129) and on the website of the Company's RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC compliant.

15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via e-mail to the Company Secretary at [investor@digicontent.co.in](mailto:investor@digicontent.co.in), atleast 7 days before the AGM, so that the information can be compiled in advance.
17. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. 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 e-mail id registered with the Company/RTA, to the Company at [investor@digicontent.co.in](mailto:investor@digicontent.co.in).
18. Pursuant to the provisions of Section 108 of the Act read with the Rule 20 of the Companies(Management and Administration) Rules, 2014 & the MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **NSDL** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using **remote e-voting** system as well as **venue voting** on the date of the AGM will be provided by NSDL.
19. **The remote e-voting facility will be available during the following period:**

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m. (Server time) on September 19, 2024 (Thursday)</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 p.m. (Server time) on September 22, 2024 (Sunday)</b>

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



20. Persons whose name appears in the Register of Member/list of Beneficial Owners as on **Monday, September 16, 2024 (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 venue voting. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
21. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583) or failing him Mr. N. C. Khanna, Company Secretary in practice (C.P. No. 5143) as Scrutinizer to scrutinize the remote e-voting and venue voting process in a fair and transparent manner and they have communicated their willingness to get appointed and will be available for the said purpose.
22. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast during remote e-voting and venue voting, and make a consolidated Scrutinizer's Report for submission to the Chairman or any other person authorized by him.
23. The result of e-voting (remote e-voting and venue voting) 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 NSDL viz. **www.evoting.nsdl.com**. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, NSDL and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office.
24. 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).
25. Any person holding shares in physical form, and non-individual Members who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. **Monday, September 16, 2024**, may obtain the login ID and password by sending a request at **evoting@nsdl.com**. However, if he / she is already registered for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual Members holding securities in demat mode, who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. **Monday, September 16, 2024**, may follow steps as below.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:**

*The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Members are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

The login method for Individual Members holding securities in demat mode for e-voting and joining virtual meeting is given below:

<b>Type of Members</b>	<b>Login Method</b>
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li data-bbox="479 949 1409 1409">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <b><a href="https://eservices.nsd.com">https://eservices.nsd.com</a></b> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “<b>Access to e-voting</b>” under e-voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="479 1446 1409 1598">2. If you are not registered for IDeAS e-Services, option to register is available at <b><a href="https://eservices.nsd.com">https://eservices.nsd.com</a></b>. Select “<b>Register Online for IDeAS Portal</b>” or click at <b><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></b></li><li data-bbox="479 1656 1409 1955">3. Alternatively, the user can visit the e-voting website of NSDL. Open web browser by typing the following <b>URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></b> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP (One Time Password) and a</li></ol>

	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for <b>CDSL Easi / Easiest facility</b>, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login <b>Easi /Easiest</b> are requested to visit CDSL website <b>www.cdslindia.com</b> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <b>www.cdslindia.com</b> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <b>www.cdslindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at <b>022 - 4886 7000</b>
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800-21-099 11.</b>

**B) Login Method for e-voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode**

The login method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode for e-voting and joining virtual meeting is given below:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **<https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **<https://eservices.nsdl.com/>** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your e-mail id is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your e-mail id is not registered, please follow steps mentioned below in **process for those Members whose e-mail ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. **For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.**
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for Members**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com** to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of **www.evoting.nsdl.com** or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager (NSDL) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those Members whose e-mail ids are not registered with the depositories/RTA for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. Members holding shares in physical form and who have not registered/updated their KYC details including e-mail id with the Company or RTA, may register/update such details by downloading the relevant forms from the said link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the forms to KFin Technologies Limited, Unit: Digicontent Limited, Ramky Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India 500032.
2. Members holding shares in dematerialized mode and have not registered/ updated their e-mail address, can register/ update their email address with the Depository Participants where they maintain their demat accounts.

If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.**

3. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the AGM is explained at **Step 1** i.e. **Access to NSDL e-voting system.**
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at AGM i.e. venue voting.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM are given below:

Ms. Pallavi Mhatre, Senior Manager (NSDL)

**Address:** National Securities Depository Limited,  
301, 3rd Floor, Naman Chambers,  
G Block, Plot No- C-32,  
Bandra Kurla Complex, Bandra East,  
Mumbai- 400051

**E-mail id:** [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Contact No.:** 022 - 4886 7000

**THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may follow the **Step 1** mentioned above i.e. **Access to NSDL e-voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Members will be required to use Internet with good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, e-mail id, mobile number at **investor@digicontent.co.in**. The same will be replied by the company suitably.
5. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **investor@digicontent.co.in** between **September 18, 2024 (9:00 a.m. IST)** to **September 20, 2024 (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. Members are requested to wait for their turn during the Question-and-Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question-and-Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the AGM.



**EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 3:**

The Board of Directors after considering the audit alignment with HT Group Companies (HT Media Limited and its subsidiaries) and on the recommendation of Audit Committee appointed M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) (SRB) as the Statutory Auditor w.e.f. August 21, 2024 to fill the casual vacancy arising out of resignation of M/s. B S R and Associates [Firm Registration No. 128901W], subject to approval of members of the Company.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, appointment of Statutory Auditor in causal vacancy caused due to resignation of the existing Auditor, shall also be approved by the Company in a general meeting convened within three months of appointment/recommendation of the Board, and such Auditor shall hold office till the conclusion of the next Annual General Meeting (AGM).

Accordingly, the Board of Directors has recommended for approval of the members, appointment of SRB as Statutory Auditor of the Company

- (i) to fill the casual vacancy arising out of resignation of the existing statutory auditor, w.e.f. August 21, 2024; and
- (ii) for a period of 5 years commencing from the conclusion of this AGM till conclusion of the AGM to be held in calendar year 2029.

SRB has given consent to act as Statutory Auditor of the Company, and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

The proposed remuneration to SRB is Rs.10,00,000 /- (*including limited review for Q2&Q3FY-25*) payable in one or more installments and reimbursement of expenses, to conduct the audit for the financial year 2024-25, and thereafter, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditors. The proposed remuneration for FY-25 is less than the fee being paid to the outgoing Auditors.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Brief profile of SRB is as under:

*SRB a limited liability partnership firm incorporated in India, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with (ICAI Firm Registration No. 101049W/E300004). The Firm is part of S. R. Batliboi & Affiliates, a network of firms registered with the ICAI. The Firm has its registered office in Kolkata and has offices across key cities in India. The Firm has a valid Peer Review certificate.*

*All the network firms including the Firm are primarily engaged in providing audit and assurance services to its clients. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.*

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing the said Resolution.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of Members.

#### **Item No. 4**

In terms of the applicable provisions of the Companies Act, 2013 ("the Act"), Rules made thereunder, Articles of Association of the Company and upon due recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Director had recommended the appointment of Mr. Sandeep Rao (DIN: 08711910) as a Non-Executive Director of the Company w.e.f. September 23, 2024, to the members at the ensuing Annual General Meeting ("AGM").

The Company has received a notice from a Member in writing under Section 160 of the Act proposing his candidature for the office of Director. Mr. Rao has also provided relevant disclosures including consent to act as Director and a declaration that he is not disqualified to act as Director in terms of provisions of the Act.

#### **Brief Profile of Mr. Sandeep Rao is mentioned below:**

*Mr. Sandeep Rao is the Group Chief Strategy Officer for HT Media Limited (fellow subsidiary Company). He works on all core strategic imperatives across business units, including new initiatives, strategic investments, alliances and new business incubation. Prior to joining HT Media, Sandeep was a management consultant with McKinsey and Company and worked with them across their Indian and US offices. He holds a Bachelors in Engineering from University of Adelaide, Australia and an MBA from IIM Bangalore.*

Further, details in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure A** to this Notice.

Mr. Sandeep Rao is interested in the resolution set out at Item no. 4 with regard to his appointment as Director. His relatives may also be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that Mr. Rao's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, commends his appointment as a Director (Non-Executive) of the Company as set out in the Ordinary Resolution at Item No. 4 for approval by the Members.

## **Item No. 5 and 6**

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Company's 'Policy on materiality of and dealing with Related Party Transactions' ('RTP Policy'), a transaction between the subsidiary of the listed entity and related party of such listed entity shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs. 1000 crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and such material transactions shall require prior approval of the Members of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

### **HTDS & HTML:**

HT Digital Streams Limited ('HTDS'), wholly-owned subsidiary company of Digicontent Limited (DCL/Company), is engaged in business activities pertaining to Multi-Media Content Management Undertakings which includes gathering, producing and processing platform agnostic news for use in Newspaper, websites, Mobile apps etc.

On the other hand, HT Media Limited ('HTML'), fellow subsidiary company of DCL, is engaged, *inter-alia*, in the business of printing & publication of newspapers & periodicals, digital space and broadcasting of FM Radio.

HTML also *inter-alia* carries the digital space business and hence closely works with HTDS to achieve the business objectives, resulting into various operational transactions, as related party transactions. Both HTML and HTDS acknowledges that the related party transactions, *inter se*, will help them to carry out their business operations in seamless manner. Group's exposure and in-depth reach to the customer base, helps HTDS, and ultimately the Company, in achieving its business objective in an effective manner.

In order to reap the benefits of synergies in the business(es) and to leverage each other's strengths & competencies, HTDS & HTML have entered into various arrangements (being related party transactions) from time to time and the Company has further obtained the approval of the members of the Company at the Annual General Meeting held on August 30, 2022 for entering into various transactions between HTDS & HTML for a period up to March 31, 2025.

### **HTDS & HMLV:**

Hindustan Media Ventures Limited ('HMLV'), fellow subsidiary company of DCL, is engaged, *inter-alia*, in the business of publishing 'Hindustan', a Hindi daily, and Hindi Magazines and undertakes commercial printing jobs. HMLV closely works with HTDS to achieve the business objectives, resulting into various operational transactions, as related party transactions. Both HMLV and HTDS acknowledges that the related party transactions, *inter se*, will help them to carry out their business operations in seamless manner. Group's exposure and in-depth reach to the customer base, helps HTDS, and ultimately the Company, in achieving its business objective in an effective manner.

In order to reap the benefits of synergies in the business(es) and to leverage each other's strengths & competencies, HTDS & HMLV have entered into various arrangements (being related party transactions) from time to time and the Company has further obtained the approval of the members of the Company at the Annual General Meeting held on August 30, 2022 for entering into various transactions between HTDS & HMLV for a period up to March 31, 2025.

### **Justification for transactions between HTDS & HTML and HTDS & HMLV:**

These arrangements are continuing over a period of time and have yielded, inter-alia, the following benefits to the HTML, HMLV and HTDS:

- Considerable operational & cost efficiencies on account of:
  - greater business opportunities, enabling better economies of scale & synergies
  - administrative, managerial & scale efficiencies through optimisation of existing infrastructure facilities
  - leveraging the expertise of senior management employees to implement best practices, avoid duplication of costs & standardize the processes across all group companies in the same line of business
- Synergies for revenue generation, through:
  - increased access and reach to advertisers
  - enablement of wider and holistic products and solutions for its customers

The members are further informed that the Company, after seeking approval of the Audit Committee of HTML, HMLV and the Company, have simplified the related party transaction approach from a transaction-by-transaction analysis to bucketing the different transactions into a single transaction type basis on the commonality and benchmarking them with the best industry practices. The details along with value of proposed transactions (excluding applicable taxes / levies) entered into by HTDS with HTML and HMLV, are given below as **Part-A** and **Part-B** for reference of the members:

The aforesaid approach would result in following benefits to HTDS & HMLV and HTDS & HTML:

1. Simplify the current mechanism
2. Apply standardized TP rules across multiple transactions wherever possible
3. Ensure consistency and comprehensiveness in transactions
4. Streamline approval process
5. Imbibing best practices

It is submitted that management estimates that the aggregate value of all related party transactions referred in Item No. 5 and 6 between HTDS & HTML and HTDS & HMLV, respectively, during the financial years (*viz.* FY 2024-25, 2025-26, 2026-27 and 2027-28) under the aforesaid arrangements, are expected to exceed the aggregate value of Rs. 1000 crore or 10% of annual consolidated turnover of the Company whichever is lower as per the last audited financial statements of the Company and projected annual consolidated turnover for FY 2024-25, 2025-26 and 2026-27 respectively. The annual consolidated turnover for financial years 2024-25, 2025-26 and 2026-27 are basis estimates currently.

Accordingly, approval of Members of DCL is sought for (i) material related party transactions between HTDS & HTML during financial years 2024-25, 2025-26, 2026-27 and 2027-28 upto an aggregate amount of Rs. 167.40 Crore, Rs. 184.10 Crore, Rs. 202.83 and Rs. 211.04 Crore (excluding applicable taxes/levies), respectively, and (ii) material related party transactions between HTDS & HMLV during financial years 2024-25, 2025-26, 2026-27 and 2027-28 upto an aggregate amount of Rs. 115.60 Crore, Rs. 126.97 Crore, Rs. 139.87 and Rs. 154.11 Crore (excluding applicable taxes/levies), respectively.

The above limits for transactions between HTDS & HTML and HTDS & HML are reciprocal in nature and therefore, the above values are taken on gross basis i.e. without netting it off against the reciprocal transaction.

Further, HTDS & HTML and HTDS & HML shall continue to carry the transactions in terms of the existing shareholders approval till September 30, 2024 and post the shareholder's approval, new agreements shall be executed.

An external independent Transfer Pricing expert has evaluated the key commercial terms of the aforesaid arrangements and has confirmed that the same are on arm's length compliant terms from Indian transfer pricing law perspective.

Further, the management has provided the Audit Committee with the relevant details, as required under law, of proposed related party transaction including material terms and basis of pricing. The related party transaction as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business.

Audit Committee and Board of Directors of your Company have reviewed the aforesaid arrangements and concurred that the same are on 'ordinary course of business' & 'arm's length' compliant terms. Further, the Board of Directors of your Company has recommended the aforesaid material related transactions, for consideration & approval of the Members of the Company.

The aforesaid related party transactions shall also be reviewed/ monitored by the Audit Committee of HTML and HML as per the relevant requirements and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions shall be placed before the members for approval, in terms of Company's Policy on materiality of and dealing with Related Party Transactions, as may be formulated/ updated / amended by the Audit Committee or the Board, from time to time.

The related party transactions shall not, in any manner, be detrimental to the interest of minority members and shall be in the best interest of the Company and its members

Save & except the above and to the extent of shareholding interest, if any, of Directors, Key Managerial Personnel ('KMP') & their relatives in DCL, none of the Directors, KMP & their relatives are concerned or interested, financially or otherwise, in the resolution. Further, no related party of DCL shall vote to approve this resolution whether such person/ entity is a party to the aforesaid transaction(s) or not.

The Board commends the Ordinary Resolution set out at Item No. 5 & 6 of this Notice for approval of Members.

**Place:** New Delhi

**Date:** August 21, 2024

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

**(Arjit Gupta)**  
**Company Secretary**  
**Membership No. A30696**

Category of Transaction	Type/Nature of transaction	Key Commercial terms
<b>Sharing of External Revenue:</b>		
a) Agreement for Sharing of revenue/combos	Sharing of Revenue	<p>This transaction will involve:</p> <ul style="list-style-type: none"> <li>- Sharing of revenue in case of combos such as combo-ad orders, combo subscription sales and sponsorship event contracts; or</li> <li>- Any other combo deal among group entities including but not limited to pooling of ad-space for further resale to advertisers.</li> </ul> <p>HTML and HTDS to share revenues in the ratio of average sale price from exclusive deals entered with independent third parties.</p> <p>Provided that in case of combo deals involving print subscription, the sale price of print subscription will be allocated basis cover price (cannot be lower than cover price) of the publications in compliance with the guidelines and requirements of Audit Bureau of Circulation ('ABC').</p>
<b>Cost/Revenue Items</b>		
b)(i) Services Rendered/ Product Sold (Agreement for Sale/purchase of Goods/ Products/ Services)	<ol style="list-style-type: none"> <li>1. Customer Onboarding <ul style="list-style-type: none"> <li>- Customer Onboarding as an agent</li> <li>- One HT</li> </ul> </li> <li>2. Payment for right to use content, logo, brand and trademark <ul style="list-style-type: none"> <li>- Right to use content</li> <li>- Licensing of software/ technology</li> </ul> </li> <li>3. Sale/purchase of goods/ services/ product</li> </ol>	<p>These transactions between HTML and HTDS will involve:</p> <p><b>A. Customer Onboarding</b></p> <p><b>1. Customer Onboarding as an agent</b></p> <p><b>1.1. Provision/Availing of customer onboarding support services (reciprocal)</b></p> <p>HTML and HTDS may enter into a reciprocal arrangement for procurement of exclusive/ combo Ad orders/ sponsorship event contracts/ any other similar product or subscription from third parties for each other.</p> <p>For providing the above marketing support services, the procuring entity receives a service fee basis the value of the Ad order/ sponsorship event contract.</p> <p>Sourcing entity to receive an arm's length service fee of 2% (two percent) of the Net Revenue.</p>

		<p><b>1.2. Provision / availing of collection support services</b></p> <p>HTML and HTDS may enter into a reciprocal arrangement for procurement of exclusive/ combo Ad orders/ sponsorship event contracts/any other similar product or subscription from third parties for each other.</p> <p>For providing collection support services, the procuring entity would receive a service fee basis the value of the Ad order/ sponsorship event contract.</p> <p>Procuring entity will receive an arm's length service fee of 0.3% of the amount collected.</p> <p><b>2. One HT Sales</b></p> <p>This arrangement involves pooling of resources by the participating entities as part of One HT team to work on an integrated basis to achieve an overall increase in revenue &amp; market share.</p> <p>Since, all the participating entities benefit in terms of increased revenues and efficiencies in cost due to the integrated approach, they may share the consolidated cost of sales, solutioning and marketing team of One HT in the ratio of targeted revenue of each business.</p> <p><b>B. Payment for right to use content, logo, brand and trademark</b></p> <p><b>1. Right to use content</b></p> <p><b>1.1 Procuring content with right to alter</b></p> <p>This transaction involves HTML and HTDS granting right to use its content to each other.</p> <p>These transactions involve an entity obtaining the right to use content (user entity) created by another entity (creator entity). The role of creator entity is to create content. The manner of delivery including usage of such content, how to deliver it, whether to package it as part of a larger programme, etc is completely upto the user entity.</p>
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		<p>The license fee of 10% (ten percent) on revenue earned using the content will be charged by creator entity.</p> <p><b>1.2 Procuring content without right to alter</b></p> <p>This transaction will involve licensing and distributing/resale of content. The role of Receiving/Distributor entity is to only distribute/resell the content.</p> <p>Receiver/ Distributor entity shall not edit, modify, use, copy, transmit or display the digital content in any way except as set out by Content creator entity. Receiver/ Distributor entity shall ensure that the content, meaning and tone of the digital content is not altered in any way and the content is monetized on as is basis through various external platforms.</p> <p>The fee by the content creating entity will be of 80% (Eighty percent) on Net Revenue earned by Distributor of Company/ HTDS from monetization of content procured.</p> <p><b>1.3 Content Support Services</b></p> <p>In case HTDS captively develops the news content on the instructions/directions of HTML for their specific use, the same would essentially be in the nature of support services provided by inhouse team of creator entity and therefore such entity would be remunerated at cost plus 10%. Such arrangement is covered separately in the cost-plus arrangement in the next sub-category in the separate bucket.</p> <p><b>2. Licensing of software/ patented technology</b></p> <p>This transaction involves licensing of software/patented technology by HTML to a HTDS or vice versa.</p> <p>Third-party arrangements/prices with similar terms and conditions, said price will be considered.</p>
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		<p>If third-party rates/prices are not available/not comparable, arm's length rate is to be determined basis the external comparable search.</p> <p><b>C. Sale/purchase of goods/products/services</b></p> <p>- <b>Purchase/sale of Ad space from related parties</b> This transaction involves purchase/ sale of Ad-space on media platforms HTML and HTDS to promote the services and products of each other or to promote third party product offerings.</p> <p>- <b>Provision/receipt of digital advertising services</b> This transaction will involve provision/ receipt of digital advertising services such as microsite development and digital marketing services.</p> <p>- <b>Other Product and services for instance:</b></p> <p><b>(a) Provision of services through Shine portal</b> This transaction will involve provision of services by HTML (through its website <a href="http://www.shine.com">www.shine.com</a>) which include Database services, Bulk SMS/ E- mailers, Branding services (online advertisement space Logo and Banners), Shine verified Services.</p> <p><b>b) Sale/purchase of any other goods, services or products (such as, but not limited to podcast, audiobook, digital product, etc.)</b></p> <p>Third party comparable prices are available will be used. If third party rates/ price are not available/not comparable, arm's length rate is to be determined basis an external comparable search.</p>
<p>b)(ii)Services Rendered/ Product Sold (Agreement for Cost plus Arrangement)</p>	<p>Support Services provided by one entity to other</p>	<p>Under this arrangement, following services shall be included:</p> <ul style="list-style-type: none"> <li>➤ Liaison and coordination support.</li> <li>➤ Licensing of news content</li> <li>➤ Shared Support services</li> <li>➤ Marketing support including but not limited to: <ul style="list-style-type: none"> <li>• employee/ third party incentive for selling each other's products/services ;</li> <li>• collection of market data for creating / developing database for use by other entities</li> </ul> </li> <li>➤ Management support services</li> <li>➤ Operation and maintenance of database</li> </ul>

		<ul style="list-style-type: none"> <li>➤ Infrastructure support services for seat sharing</li> <li>➤ Coordination Support on third party software</li> <li>➤ Advertisement support services</li> <li>➤ Personnel Deputation</li> <li>➤ Any other support services (viz. HR, accounting, legal, development etc.)</li> </ul> <p>All of above services shall be charged at Cost+10% mark up.</p>
c)Reimbursement of expenses/ Recovery of expense incurred with respect to goods/services/ product/spares	Reimbursement of expenses incurred / Recovery of expense incurred with respect to goods/services/ product/spares	<p>HTML and HTDS incur expenses on behalf of each other including but not limited to HR related expenses, IT SAP support and salesforce expenses and other operative expenses. In such cases, the role of either of the party incurring expenses is limited to facilitate the payment on behalf of the other entity and not in the nature of rendering/availing services to/from each other. There may be instances where expenses are incurred by one entity for the benefit of its own as well as other group entities. For instance, expenses may be incurred to acquire specific rights for use in business operations by the group entities. Such rights may be acquired by either party to run co-branded promotions and/or contests with the approval of third party.</p> <p>Also, HTML and HTDS may transfer spares, stores (and other material held for business promotion, from/ to each other on a reciprocal basis to meet their immediate requirements. These transactions are undertaken only for the administrative convenience and no services are being rendered between them.</p> <p>Expenses incurred on behalf of each other in the normal course of business will be recovered / reimbursed on a cost-to-cost basis without charging any mark-up.</p>
<b>Capital Items</b>		
d)Others	Asset Purchase	<p>These transactions between HTML and HTDS will involve purchase/ sale of fixed assets by HTML from/ to HTDS.</p> <p>The consideration for sale of fixed assets shall be computed on the basis of valuation undertaken by an independent consultant or third-party quotations.</p>
	Asset on Lease	<p>These transactions will involve:</p> <ul style="list-style-type: none"> <li>- leasing of assets (for example laptops) between Company and HTDS in the ordinary course of business</li> </ul>

		HTML/ HTDS (“the lessee”) may target to pay to the lessors a lease rent not exceeding the lease rent charged/proposed to be charged by independent third parties for similar lease arrangements.
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The value of transactions (excluding applicable taxes / levies) entered/to be entered into by HTDS with HTML are given below:

S. No.	Bucket Name	Figures in Lacs								
		FY24-25			FY25-26		FY26-27		FY27-28	
		Value	(%) *	(%) **	Value	(%) ***	Value	(%) ***	Value	(%) ***
1	Sharing of external Revenue	380	0.92%	0.92%	425	0.93%	510	1.01 %	366	0.65%
2(a)	Income from goods/services/ product	2,500	6.03%	6.05%	2,750	6.01%	3,025	5.97 %	513	0.92%
2(b)	Cost plus arrangements	13,300	32.08%	32.21%	14,630	31.99%	16,093	31.76 %	15,524	27.76%
3	Reimbursement of expenses	420	1.01%	1.02%	465	1.02%	515	1.02 %	4,591	8.21%
4(a)	Asset Sale/ Purchase	100	0.24%	0.24%	100	0.22%	100	0.20 %	70	0.13%
4(b)	Asset on Lease	40	0.10%	0.10%	40	0.09%	40	0.08 %	40	0.07%

\* As % of DCL's actual consolidated turnover for FY 2023-2024

\*\* As % of HTDS's actual standalone turnover for FY 2023-2024

\*\*\*Proposed transaction value for a financial year as % of DCL's estimated consolidated turnover for the previous financial year

#### Part-B (HTDS & HMVL)

Category of Transaction	Type/Nature of transaction	Key Commercial terms
<b>Sharing of External Revenue Items</b>		
a)Agreement for Sharing of revenue/combos	<ol style="list-style-type: none"> <li>Sharing of Revenue (other than OTT combo)</li> <li>Sharing of Revenue (OTT combo)</li> </ol>	<p>This transaction will involve:</p> <ol style="list-style-type: none"> <li><b><u>Sharing of Revenue (other than OTT combo)</u></b> <ul style="list-style-type: none"> <li>- Sharing of revenue in case of combos such as combo-ad orders, combo subscription sales and sponsorship event contracts; or</li> <li>- Any other combo deal among group entities including but not limited to pooling of ad-space for further resale to advertisers.</li> </ul> </li> </ol> <p>HMVL and HTDS to share revenues in the ratio of average sale price from exclusive deals entered with independent third parties.</p>

		<p>Provided that in case of combo deals involving print subscription, the sale price of print subscription will be allocated basis cover price (cannot be lower than cover price) of the publications in compliance with the guidelines and requirements of Audit Bureau of Circulation ('ABC').</p> <p><b>2. <u>Sharing of Revenue (OTT combo)</u></b></p> <p>This transaction involves sale of existing products/subscriptions along with OTTplay subscription by HTDS to their subscribers at a subsidized price.</p> <p>The subscription fee earned by HTDS from their subscribers opting for combo deal over-and-above the average six-month sale price of the principal product and the incremental marketing expense incurred towards the combo sale shall be attributed towards OTTplay subscription fee.</p> <p>If the third party rates/ price are not available/not comparable, arm's length rate is to be determined basis the external comparable search.</p> <p>Provided that in case of combo deals involving print subscription, the sale price of print subscription will be allocated basis cover price (cannot be lower than cover price) of the publications in compliance with the guidelines and requirements of Audit Bureau of Circulation ('ABC').</p>
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<b>Cost/Revenue Items</b>		
<p>b)(i)Services Rendered/ Product Sold (Agreement for Sale/purchase of Goods/ Products/ Services)</p>	<p><b>1. Customer Onboarding</b></p> <ul style="list-style-type: none"> <li>- Customer Onboarding as an agent</li> <li>- One HT</li> </ul> <p><b>2. Payment for right to use content, logo,</b></p>	<p>These transactions between HMLV and HTDS will involve:</p> <p><b>A. Customer Onboarding</b></p> <p><b>1. Customer Onboarding as an agent</b></p> <p><b>1.1. Provision/Availing of customer onboarding support services (reciprocal)</b></p> <p>HMLV and HTDS may enter into a reciprocal arrangement for procurement of exclusive/ combo Ad orders/ sponsorship event contracts/ any other similar product or subscription from third parties for each other.</p>

	<p><b>brand and trademark</b></p> <ul style="list-style-type: none"> <li>- Right to use content</li> <li>- Licensing of software/ technology</li> </ul> <p><b>3. Sale/purchase of goods/ services/ product</b></p> <ul style="list-style-type: none"> <li>- Other than OTT</li> <li>- OTTplay</li> </ul>	<p>For providing the above marketing support services, the procuring entity receives a service fee basis the value of the Ad order/ sponsorship event contract.</p> <p>Procuring entity to receive an arm's length service fee of 2% (two percent) of the Net Revenue.</p> <p><b>1.2. Provision / availing of collection support services</b></p> <p>HMVL and HTDS may enter into a reciprocal arrangement for procurement of exclusive/ combo Ad orders/ sponsorship event contracts/any other similar product or subscription from third parties for each other.</p> <p>For providing collection support services, the procuring entity would receive a service fee basis the value of the Ad order/ sponsorship event contract.</p> <p>Sourcing entity will receive an arm's length service fee of 0.3% of the amount collected.</p> <p><b>2. One HT Sales</b></p> <p>This arrangement involves pooling of resources by the participating entities as part of One HT team to work on an integrated basis to achieve an overall increase in revenue &amp; market share.</p> <p>Since, all the participating entities benefit in terms of increased revenues and efficiencies in cost due to the integrated approach, they may share the consolidated cost of sales, solutioning and marketing team of One HT in the ratio of targeted revenue of each business.</p> <p><b>B. Payment for right to use content, logo, brand and trademark</b></p> <p><b>1. Right to use content</b></p> <p><b>1.1 Procuring content with right to alter</b></p> <p>This transaction involves HMVL and HTDS granting right to use its content to each other.</p> <p>These transactions involve an entity obtaining the right to use content (user entity) created by another entity</p>
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		<p>(creator entity). The role of creator entity is to create content. The manner of delivery including usage of such content, how to deliver it, whether to package it as part of a larger programme, etc is completely upto the user entity.</p> <p>The license fee of 10% (ten percent) on revenue earned using the content will be charged by creator entity.</p> <p><b>1.2 Procuring content without right to alter</b></p> <p>This transaction will involve licensing and distributing/resale of content. The role of Receiving/Distributor entity is to only distribute/resell the content.</p> <p>Receiver/ Distributor entity shall not edit, modify, use, copy, transmit or display the digital content in any way except as set out by Content creator entity. Receiver/ Distributor entity shall ensure that the content, meaning and tone of the digital content is not altered in any way and the content is monetized on as is basis through various external platforms.</p> <p>The fee by the content creating entity will 80% (Eighty percent) on Net Revenue earned by Distributor of Company/ HTDS from monetization of content procured.</p> <p><b>1.3 Content Support Services</b></p> <p>In case HTDS captively develops the news content on the instructions/directions of HMVL for their specific use, the same would essentially be in the nature of support services provided by inhouse team of creator entity and therefore such entity would be remunerated at cost plus 10%. Such arrangement is covered separately in the cost-plus arrangement in the next sub-category in the separate bucket.</p> <p><b>2. Licensing of software/ patented technology</b></p> <p>This transaction involves licensing of software/patented technology by HMVL to a HTDS or vice versa.</p> <p>The third-party arrangements/prices with similar terms and conditions, said price will be considered.</p>
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		<p>If third-party rates/prices are not available/not comparable, arm's length rate is to be determined basis the external comparable search.</p> <p><b>C. Sale/purchase of goods/products/services</b></p> <p><b>1. Other than OTT</b></p> <p><b>- Printing of publications in mutually agreed territories</b></p> <p>The transaction involves printing of publications of one entity by the other.</p> <p><b>- Purchase/sale of Ad space from related parties</b> This transaction involves purchase/ sale of Ad-space on media platforms HMVL and HTDS to promote the services and products of each other or to promote third party product offerings.</p> <p><b>- Provision/receipt of digital advertising services</b> This transaction will involve provision/ receipt of digital advertising services such as microsite development and digital marketing services.</p> <p><b>- Other Product and services for instance:</b></p> <p style="text-align: center;"><b>Sale/purchase of any other goods, services or products (such as, but not limited to podcast, audiobook, digital product, etc.)</b></p> <p>Third party comparable prices will be used. If third party rates/ price are not available/not comparable, arm's length rate is to be determined basis an external comparables search.</p> <p><b>2. OTTplay</b></p> <p>In the case of existing active packages, HMVL and HTDS should adopt below mentioned pricing arrangements:</p> <p>The price should be 50% (fifty percent) of price as per third party agreements.</p> <p>In the case of new packages, HTDS should pay 50% (Fifty percent) of the proposed revenue rate. The proposed revenue rate is determined by applying the</p>
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		<p>average discount ratio to the list price from third party arrangement.</p> <p>If the third party rates/ price are not available/not comparable, arm's length rate is to be determined basis the external comparable search.</p>
b)(ii)Services Rendered/ Product Sold (Agreement for Cost plus Arrangement)	Support Services provided by one entity to other	<p>Under this arrangement, following services shall be included:</p> <ul style="list-style-type: none"> <li>➤ Liaison and coordination support.</li> <li>➤ Licensing of news content</li> <li>➤ Shared Support services</li> <li>➤ Marketing support including but not limited to: <ul style="list-style-type: none"> <li>• employee/ third party incentive for selling each other's products/services;</li> <li>• collection of market data for creating / developing database for use by other entities</li> </ul> </li> <li>➤ Management support services</li> <li>➤ Operation and maintenance of database</li> <li>➤ Infrastructure support services for seat sharing</li> <li>➤ Coordination support on third party software</li> <li>➤ Advertisement support services</li> <li>➤ Personnel Deputation</li> <li>➤ Any other support services (viz. HR, accounting, legal, development etc.)</li> </ul> <p>All of above services shall be charged at Cost+10% mark up.</p>
c)Reimbursement of expenses/ Recovery of expense incurred with respect to goods/services/ product/spares,	Reimbursement of expenses incurred / Recovery of expense incurred with respect to goods/services/ product/spares	<p>HMVL and HTDS incur expenses on behalf of each other including but not limited to HR related expenses, IT SAP support and salesforce expenses and other operative expenses. In such cases, the role of either of the party incurring expenses is limited to facilitate the payment on behalf of the other entity and not in the nature of rendering/availing services to/from each other. There may be instances where expenses are incurred by one entity for the benefit of its own as well as other group entities. For instance, expenses may be incurred to acquire specific rights for use in business operations by the group entities. Such rights may be acquired by either party to run co-branded promotions and/or contests with the approval of third party.</p> <p>Also, HMVL and HTDS may transfer spares, stores and other material held for business promotion, from/</p>



		to each other on a reciprocal basis to meet their immediate requirements. These transactions are undertaken only for the administrative convenience and no services are being rendered between them.  Expenses incurred on behalf of each other in the normal course of business will be recovered / reimbursed on a cost-to-cost basis without charging any mark-up.
<b>Capital Items</b>		
d)Others	Asset Purchase	These transactions between HMVL and HTDS will involve purchase/ sale of fixed assets by HMVL from/ to HTDS.  The consideration for sale of fixed assets shall be computed on the basis of valuation undertaken by an independent consultant or third-party quotations.
	Asset on Lease	These transactions will involve leasing of assets (for example laptops) between Company and HTDS in the ordinary course of business  HMVL/ HTDS (“the lessee”) may target to pay to the lessors a lease rent not exceeding the lease rent charged/proposed to be charged by independent third parties for similar lease arrangements.

The value of transactions (excluding applicable taxes / levies) entered/to be entered into by HTDS with HMVL are given below:

Figures in Lacs										
S. No.	Bucket Name	FY24-25			FY25-26		FY26-27		FY27-28	
		Value	(%) *	(%) **	Value	(%) ***	Value	(%) ***	Value	(%) ***
1	Sharing of External Revenue	300	0.72%	0.73%	330	0.72%	400	0.79%	480	0.86%
2(a)	Income from goods/services/ product	2,370	5.72%	5.74%	2,607	5.70%	2,870	5.66%	3,160	5.65%
2(b)	Cost plus arrangements	8,300	20.02 %	20.10 %	9,130	19.96 %	10,043	19.82 %	11,049	19.76 %
3	Reimbursement of expenses	400	0.96%	0.97%	440	0.96%	484	0.96%	532	0.95%
4(a)	Asset Sale/ Purchase	150	0.36%	0.36%	150	0.33%	150	0.30%	150	0.27%
4(b)	Asset on Lease	40	0.10%	0.10%	40	0.09%	40	0.08%	40	0.07%

\* As % of DCL's actual consolidated turnover for FY 2023-2024

\*\* As % of HTDS's actual standalone turnover for FY 2023-2024

\*\*\*Proposed transaction value for a financial year as % of DCL's estimated consolidated turnover for the previous financial year

**Annexure A (Annexure to Item No 2 and 4)**

**Details of the Directors 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**

<b>Name of Director</b>	Mr. Praveen Someshwar <b>(Non-Executive Director)</b>	Mr. Sandeep Rao <b>(Non-Executive Director)</b>
<b>Age</b>	57 years	43 years
<b>Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel</b>	None	None
<b>Date of Appointment</b>	March 29, 2019	September 23, 2024
<b>Brief resume, experience, expertise in specific functional areas</b>	<p>Mr. Praveen Someshwar is the Managing Director and Chief Executive Officer of HT Media Group.</p> <p>Under Mr. Someshwar's leadership, HT Media Group is evolving into a new-age media group driven by digital transformation and innovation. Over the past four years at the Group, he has built a highly effective, collaborative leadership team committed to securing long-term value for all shareholders.</p> <p>With a career spanning nearly three decades, he has a proven track record of planning and executing strategies that capture minds, hearts, and market shares while maximizing shareholder value. He has spearheaded PepsiCo's business in the food and beverage sector across Asia. During his 24-year tenure at PepsiCo, Praveen held multiple leadership roles, such as Senior Vice President and GM based in Hong Kong, where he managed all PepsiCo businesses across Asia, excluding China and India.</p>	<p>Mr. Sandeep Rao is the Group Chief Strategy Officer for HT Media Limited (fellow subsidiary Company). He works on all core strategic imperatives across business units, including new initiatives, strategic investments, alliances and new business incubation. Prior to joining HT Media, Mr. Rao was a management consultant with McKinsey &amp; Company and worked with them across their Indian and US offices.</p> <p>Mr. Sandeep Rao holds a Bachelors in Engineering from University of Adelaide, Australia and an MBA from IIM Bangalore.</p> <p>Expertise: Strategic Leadership</p>

	Mr. Praveen Someshwar is a Chartered Accountant and Cost Accountant by profession.  Expertise: Strategic Leadership, Business & Finance	
<b>Terms and conditions of appointment/ re-appointment</b>	Non-executive Director, liable to retire by rotation	Non-executive Director, liable to retire by rotation
<b>No. of Equity Shares of Rs.2/- each held in the Company or on behalf of any other person on beneficial basis</b>	Nil	Nil
<b>Remuneration last drawn (including sitting fee during FY-24) (Rs. in lacs)</b>	Nil	Not applicable
<b>Remuneration proposed to be paid</b>	Nil	Nil
<b>Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies}#</b>	<ul style="list-style-type: none"> <li>i) HT Media Limited (Listed)</li> <li>ii) Hindustan Media Ventures Limited (Listed)</li> <li>iii) Next Mediaworks Limited (Listed)</li> <li>iv) Next Radio Limited</li> <li>v) Audit Bureau of Circulation</li> <li>vi) The Press Trust of India Limited</li> <li>vii) The Indian Newspaper Society</li> <li>viii) HT Digital Streams Limited</li> </ul> <p>Mr. Praveen Someshwar has not resigned from any listed entity in the past three years</p>	<ul style="list-style-type: none"> <li>i) Next Mediaworks Limited (Listed)</li> <li>ii) HT Digital Streams Limited</li> <li>iii) HT Mobile Solutions Limited</li> <li>iv) Mosaic Media Ventures Private Limited</li> <li>v) Next Radio Limited</li> </ul> <p>Mr. Sandeep Rao has not resigned from any listed entity in the past three years</p>
<b>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held**</b>	<p><b>HT Media Limited</b></p> <ul style="list-style-type: none"> <li>i) Audit Committee - Member</li> <li>ii) Stakeholders' Relationship Committee - Member</li> </ul> <p><b>Digicontent Limited</b></p> <ul style="list-style-type: none"> <li>i) Stakeholders' Relationship Committee - Member</li> <li>ii) Audit Committee - Member</li> </ul>	<p><b>Next Mediaworks Limited</b></p> <ul style="list-style-type: none"> <li>i) Stakeholders' Relationship Committee - Member</li> </ul>

	<p><b>Hindustan Media Ventures Limited</b></p> <p>i) Stakeholders' Relationship Committee - Member</p> <p>ii) Audit Committee - Member</p> <p><b>Next Mediaworks Limited</b></p> <p>i) Stakeholders' Relationship Committee - Chairman</p> <p>ii) Audit Committee - Member</p> <p><b>Next Radio Limited</b></p> <p>i) Audit Committee - Member</p>	
<b>No. of Board Meetings attended during FY- 24</b>	5	Not applicable

# 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.