



CIN: L74999DL2017PLC322147

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To,
The Members,

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), and other applicable laws, rules and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to the members of Digicontent Limited ('Company') through Postal Ballot, for voting via remote e-Voting process only ('remote e-Voting'), to seek their approval(s) for the following special businesses:

- 1. Appointment of Mr. Sameer Singh (DIN: 08138465) as a Non-Executive Non-Independent Director on the Board of the Company**
- 2. Approval of "Digicontent Limited - Restricted Stock Unit Plan 2025" and Grant of Restricted Stock Units to the Employees of the Company thereunder**
- 3. Grant of Restricted Stock Units to the Employees of Subsidiaries and/or Holding Company of the Company under the "Digicontent Limited - Restricted Stock Unit Plan 2025"**

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ('Notice') along with the Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the resolution mentioned in the Notice and instructions for remote e-Voting to all those members whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories') as on 17th January, 2025 ('Cut-off date') and whose e-mail addresses are registered with the Company or the Depositories.

Item No.1: Appointment of Mr. Sameer Singh (DIN: 08138465) as Non-Executive Non -Independent Director of the Company

To consider and pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sameer Singh (DIN: 08138465) in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-Executive Non Independent Director of the Company, liable to retire by rotation, with effect from 1st March, 2025;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.2: Approval of “Digicontent Limited - Restricted Stock Unit Plan 2025” and Grant of Restricted Stock Units to the Employees of the Company thereunder

To consider and if thought fit, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred as “SEBI SBEBSE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any statutory modification(s) or re-enactment of the Act, the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Shareholders of the Company be and is hereby accorded to the introduction of ‘Digicontent Limited - Restricted Stock Unit Plan 2025’ (“RSU 2025” or “Plan”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEBSE Regulations) to create, issue and grant not exceeding 29,09,353 (Twenty Nine Lakhs Nine Thousand Three Hundred Fifty Three) Restricted Stock Units (“RSUs”), in one or more tranches, from time to time, to the eligible employees of the Company as defined under the SEBI SBEBSE Regulations, which upon exercise shall not exceed in aggregate 29,09,353 (Twenty Nine Lakhs Nine Thousand Three Hundred Fifty Three) equity shares of face value of Rs.2/- (Rupees Two) each fully paid-up of the Company (representing 5% of the paid-up equity share capital of the Company as on December 31, 2024), where one RSU upon exercise shall entitle to one equity share of the Company, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEBSE Regulations and the provisions of the RSU 2025 as may prevail from time to time.

RESOLVED FURTHER THAT the equity shares proposed to be issued and allotted upon exercise, as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking, and others, if any additional equity shares are to be issued by the Company to the Shareholders, the ceiling as foresaid of RSUs and equity shares shall be deemed to be adjusted in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment as determined by the Board/ Nomination and Remuneration Committee as per provisions of SEBI SBEBSE Regulations.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and to the extent allowed exercise price payable by the grantees under the RSU 2025 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the

present face value of Rs.2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee be and is hereby authorised to take requisite steps for listing of the equity shares allotted under RSU 2025 on the Stock Exchange(s) where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI SBEBSE Regulations and other applicable laws to the extent relevant and applicable to the RSU 2025.

RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Banker(s) and such other appropriate agencies, if required, being incidental to the effective implementation and administration of Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

Item No.3: Grant of Restricted Stock Units to the Employees of Subsidiaries and/or Holding Company of the Company under the “Digicontent Limited - Restricted Stock Unit Plan 2025

To consider, and if thought fit, to pass, the following resolutions as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 6 (3) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred as “SEBI SBEBSE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any statutory modification(s) or re-enactment of the Act, the Memorandum of Association and the Articles of Association of the Company and subject to approval of the ‘Digicontent Limited - Restricted Stock Unit Plan 2025’ (**“RSU 2025” or “Plan”**) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Shareholders of the Company be and is hereby accorded authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEBSE Regulations) to create, issue and grant such number within overall units of the Plan to the eligible employees of any subsidiary / holding company of the Company, as defined under the SEBI SBEBSE Regulations, where one RSU upon exercise shall entitle the grantee to one equity share of face value of Rs.2/- (Rupees Two only) each fully paid-up of the Company, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEBSE Regulations and the provisions of the RSU 2025 as may prevail from time to time.

RESOLVED FURTHER THAT the equity shares proposed to be issued and allotted upon exercise, as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking, and others, if any additional equity shares are to be issued by the Company to the Shareholders, the ceiling as foresaid of RSUs and equity shares shall be deemed to be adjusted

in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment as determined by the Board/ Nomination and Remuneration Committee as per provisions of SEBI SBEBSE Regulations.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and to the extent allowed exercise price payable by the grantees under the RSU 2025 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee be and is hereby authorised to take requisite steps for listing of the equity shares allotted under RSU 2025 on the Stock Exchange(s) where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI SBEBSE Regulations and other applicable laws to the extent relevant and applicable to the RSU 2025.

RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant banker(s) and such other appropriate agencies, if required, being incidental to the effective implementation and administration of Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

Place: New Delhi

Date: 16th January, 2025

By Order of the Board
For Digicontent Limited

(Manu Chaudhary)
Company Secretary
Membership No. A34640

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts concerning to resolution is annexed hereto. Further, the relevant details, pursuant to Regulation 36 of the SEBI LODR and SS-2 respectively, in respect of Director seeking appointment is also annexed hereto and forms part of the Notice as **Annexure A**.
2. The Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (hereafter also referred to as depository participant(s)) and whose email address is registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ('KFin' or 'RTA') or depository participant(s), as on **17th January 2025** ('Cut-off Date'). In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-Voting system.
3. The Company has engaged the services of NSDL as the agency to provide the e-Voting facility. The Notice is available on the Company's website viz. www.digiccontent.co.in and on the website of e-Voting agency viz. www.evoting.nsdl.com.
4. The e-Voting facility will be available during the following period:

Commencement of e-Voting	From 9:00 AM (IST) on January 25, 2025 (Saturday)
End of e-Voting	Upto 5:00 PM (IST) on February 24, 2025 (Monday)

The e-Voting facility will not be allowed beyond the aforesaid date and time, and the e-Voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

5. Any person whose name appears in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date shall be entitled to vote through e-Voting on the resolution set forth in the Notice. The voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are Members of the Company as on Cut-off date (including those Members who may not have received this Notice due to non-registration of their email id with the RTA or the depository participant(s)) shall be entitled to vote in relation to the resolution specified in this Notice.
6. The Board of Directors has appointed **Mr. Sanket Jain, Company Secretary in Practice (CP No. 12583)** as a Scrutinizer to scrutinize the voting through e-Voting process, in a fair and transparent manner, and he has given his consent to act as a Scrutinizer.

7. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: sanketjaincs@gmail.com with a copy marked to evoting@nsdl.com. They may also upload the same in the e-Voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENTNO".
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by him on or before **Wednesday, 26th February, 2025**, after completion of the scrutiny of the e-Voting process, who shall countersign the same.
9. The result of Postal Ballot will be declared on or before **Wednesday, 26th February, 2025**, The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. www.digicontent.co.in and on NSDL's website viz. www.evoting.nsdl.in. The result will be simultaneously communicated to NSE & BSE.
10. The resolution, if passed, shall be deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of end of e-Voting facility, i.e. **Monday, 24th February, 2025**.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email to investor@digicontent.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
12. Manner of Registering/Updating email address:
 - Members holding shares in dematerialized mode, are requested to register their email addresses and mobile numbers with their relevant depository through their depository participants.
 - Members holding shares in physical form and who have not registered/updated their KYC details including e-mail address with the Company or RTA, may register/update such details by downloading the relevant forms from the link <https://www.kfintech.com/> and send them along with details like name, folio number, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN and Aadhar Card, either in writing to KFin Technologies Limited, Unit: Digicontent Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 or by sending e-mail to einward.ris@kfintech.com.

13. The General Instructions for Members voting electronically are as under:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspAlternatively, the user can 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. 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 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 e-Voting

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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.

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 Shareholders 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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

<p><u>The login method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode for e-Voting is given below:</u></p> <ol style="list-style-type: none"> 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. <p><i>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</i></p> <p><u>Step 2 i.e. Cast your vote electronically.</u></p> <ol style="list-style-type: none"> 4. Your User ID details are given below:
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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 shareholders other than Individual shareholders 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email 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 (One Time Password) 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.e-Voting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories 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 e-Voting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) AND SECTION 110 OF THE COMPANIES ACT, 2013

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 16th January, 2025 considered and recommended to the members the appointment of Mr. Sameer Singh (Din: 08138465) as Non-Executive Non -Independent Director of the Company, liable to retire by rotation, with effect from 01st March, 2025.

Mr. Sameer Singh is an alumnus of IIM Calcutta. In his most recent stint, he serves as Head of North America Global Business Solutions at Tiktok / ByteDance where he is responsible for leading the Advertising and Sales Teams across all advertising revenue in North America. Prior to that, he was leading the Asia Pacific region in a similar capacity.

In a career spanning over 30 years, he has been at the forefront of digital and brand innovation in marketing and has led it from the perspective of Digital Platforms, Advertisers and Agencies. He spearheaded the media agency network GroupM as the Chief Executive Officer - India and South Asia, driving competitive advantage with digital leadership and content to clients. Prior to GroupM, he has worked at Google, GSK, Procter & Gamble and IPG. At Google he led Agency partnerships in India, and Client conversations in the value of digital and strategy for the Americas and for Global large Customers. At GSK and at P&G he has led the evolution of media spending, especially into the world of digital. He has lived and worked in cities including New York, New Delhi, Palo Alto, Boston, London, Dubai and Guangzhou.

Mr. Sameer Singh is qualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and have given his consent to act as Director. The Company has also received declarations from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Companies Act from a member proposing the candidature of Mr. Sameer Singh as a Non-Executive Non -Independent Director of the Company.

Details of Mr. Sameer Singh pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Postal Ballot Notice.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the Company by way of an Ordinary Resolution.

Accordingly, the approval of Members is sought for appointment of Mr. Sameer Singh as Non-Executive Non - Independent Director of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Sameer Singh himself), are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item Nos. 1 of the Postal Ballot Notice for approval by the Members.

Item No. 2 & 3

Your Company believes that Equity based compensation plans are an effective tool to reward the talents working with your Company and its Holding / Subsidiary Company(ies). It provides an opportunity to employees to share the growth of the eligible employees and to create long-term wealth in the hands of the employees. This will help Company retain talent, have long term commitment and association of employees for sustained growth, development and long-term interest of the Company. With a view to motivate employees seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders, your Company intends to implement 'Digicontent Limited - Restricted Stock Unit Plan 2025' ("RSU 2025" / "Plan") which is in the nature of an employee stock option plan with salient features explained below.

Accordingly, the Nomination and Remuneration Committee ("Committee") of the Board and the Board of Directors of the Company at their respective meetings held on 16th January, 2025, had approved the introduction of RSU 2025, subject to the approval of shareholders. As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), the Company seeks your approval for the implementation of the Plan and grant of RSUs to the eligible Employees. The main features of the RSU 2025 are as under:

a) Brief description of the RSU 2025:

The Company proposes to introduce RSU 2025 with a view to give long term benefit to the eligible Employees of the Company or its holding/subsidiary/associate companies by giving a share in the value they create in future. The RSU 2025 contemplates grant of restricted stock units ("RSUs") in the nature of employee stock options, at the face value at criteria as may be determined by Nomination and Remuneration Committee ("Committee") from time to time.

Every grant of RSU shall be followed by vesting in terms of conditions of grant. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested RSUs within the predefined exercise period. The Company shall issue shares upon exercise of vested RSUs subject to payment of exercise price. Consequential tax obligations shall be employee responsibility.

The Nomination and Remuneration Committee ("Committee") of the Company shall administer RSU 2025. All questions of interpretation of the RSU 2025 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in RSU 2025

b) Total number of options/ RSUs to be granted:

The total number of RSUs to be granted under RSU 2025 shall not exceed 29,09,353 (Twenty-Nine Lakhs Nine Thousand Three Hundred Fifty-Three only) which upon exercise shall be convertible into 29,09,353 (Twenty-Nine Lakhs Nine Thousand Three Hundred Fifty Three only) equity shares of the Company of Rs.2 each fully paid up (representing 5% of the paid-up equity share capital of the Company as on December 31, 2024).

Further, the SEBI SBEBSE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the RSUs granted in accordance with Regulation 5(3) read with Part B of Schedule I of the SEBI SBEBSE Regulations. In this regard, the Committee shall adjust the number, and to the extent allowed, the price of the RSUs in such a manner that the total value of the RSUs remains the same after any such corporate action. Accordingly, if any additional RSUs are issued by the Company to the RSU grantees for making such fair and reasonable adjustment, the ceiling of RSUs and shares aforesaid shall be deemed to be modified accordingly.

c) Identification of classes of Employees entitled to participate in RSU 2025:

Following classes of Employees are entitled to participate in RSU 2025:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include
 - a) an employee who is a promoter or a person belonging to the promoter group; or
 - b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting:

The vesting of RSU's shall be conditional upon criteria determined by the NRC, which may include, any one or more - length of service, individual performance measured in terms of predetermined factors or any combination thereof as stated in the Grant letter.

RSUs granted under this Plan would vest not earlier than minimum vesting period of 1 (One) year, or such other minimum vesting as may be prescribed under the applicable Law/Regulations but not later than the period as determined by Committee. The exact vesting schedule within this band of vesting shall be determined by the Committee and shall be specified to the Employees at the time of grant of RSUs.

e) Maximum period within which the options/ RSUs shall be vested:

RSUs granted under the Plan shall vest not later than a maximum of 7 (seven) years from the date of grant of RSUs, or such other shorter period as may be prescribed by the Committee at time of grant.

f) Exercise price or pricing formula:

The exercise price per RSU shall be the face value or price as determined by the Committee at the time of Grant in terms of SEBI SBEBSE Regulations.

g) Exercise period and the process of exercise:

In case of continuation of employment/ service, Vested options shall be exercised by the grantee within the maximum exercise period of 7 years from the date of respective vesting of RSUs, or such other period as may be prescribed by the Committee at time of grant.

The Plan envisages shorter exercise periods than that specified above in case of separation from employment/ service on account of specified reasons. In case of termination for cause, all the vested RSUs shall lapse forth with.

The vested RSUs, as permitted under the Plan, shall be exercisable by the Employees by a written application to the

Company expressing their desire to exercise such RSUs in such manner and in such format and in such numbers as may be prescribed by the Committee from time to time. The vested RSUs shall lapse, if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of Employees under RSU 2025:

The appraisal process for determining the eligibility of the Employees shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company/ its subsidiary, performance during the previous years, potential contribution towards strategic growth, team building, succession, cross-functional relationship, corporate governance and such other parameters as may be decided by the Committee from time to time.

i) Maximum number of options/ RSUs to be issued per employee and in aggregate:

The maximum aggregate number of Shares that may be granted under the Plan, shall not exceed 5% of the outstanding paid-up share capital of the Company whereby each such RSU, confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant. However, the aggregate number of RSU's that may be granted to an identified Employee under Plan shall be less than 1% of the issued capital of the Company in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through special resolution is obtained.

j) Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of RSUs and the Exercise Price paid by the Employee.

k) Implementation or administration of the RSU 2025:

RSU 2025 shall be implemented and administered directly by the Company / Committee without forming or involving any trust.

l) Source of acquisition of shares under the RSU 2025:

RSU 2025 envisages issue of primary shares against exercise of vested RSUs.

m) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

RSU 2025 envisages direct implementation without intervention of any trust and thus, this is not applicable.

n) Maximum percentage of secondary acquisition:

RSU 2025 envisages issue of primary shares and there is no contemplation of secondary acquisition.

o) Accounting and Disclosure Policies:

The Company shall comply with the prevailing accounting policies of employee share-based payments as notified by the competent authorities from time to time, including the disclosure requirements prescribed under Regulation 15 of SEBI SBEBSE Regulations.

p) Method of option/ RSU valuation:

The Company shall adopt 'fair value method' for valuation of RSUs as prescribed under applicable Accounting Standard notified by the competent authorities from time to time.

r) Period of lock-in:

RSU 2025 shall not have any lock-in period

s) Terms and conditions for buyback, if any, of specified securities covered under these regulations:

Not applicable.

Your consent is sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEBSE Regulations.

A draft copy of RSU 2025 is available on the Company's website (www.digicontent.com) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned financially or otherwise in the resolutions, except to the extent of their entitlements determined lawfully, if any, under RSU 2025.

In the light of above, your Board recommends your approval of item **numbers 2 and 3** of the Notice as Special Resolutions.

Annexure to the Postal Ballot Notice

Mr. Sameer Singh				
S.no	Particulars	Details		
1	Age	59 Years		
2	Qualifications	MBA from IIM Calcutta		
3	Experience (including expertise in specific functional area)/ Brief Resume	30 Years of experience in advertising, sales and marketing, strategy and general management, digital and brand innovation. Brief resume is as set out in explanatory statement to Item No.1 of the Postal Ballot Notice.		
4	Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.		
5	Remuneration last drawn (including sitting fees, if any)	NA		
6	Remuneration proposed to be paid	He may be granted Stock Options/ Restricted Stock Units as may be approved by the Nomination and Remuneration Committee from time to time and/ or remuneration in any other form as may be approved by the Nomination and Remuneration Committee and/ or the Board subject to statutory limits.		
7	Date of first appointment on the Board	01 st March 2025		
8	Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil		
9	Relationship with other Directors / Key Managerial Personnel	None		
10	Number of meetings of the Board attended during the financial year (2024-25)	NA		
11	Directorships of other Boards as on date of Postal Ballot Notice	Hindustan Media Venture Limited Next Mediaworks Limited		
12	Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Next Mediaworks Limited	Audit Committee	Chairman
			Nomination and Remuneration Committee	Member
			Banking and Finance Committee	Member
		Hindustan Media Venture Limited	Audit Committee	Member
			Investment & Banking Committee	Member
13	Listed entities from which the Director has resigned in the past three years	NIL		