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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 September 19, 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) on the below given **special business**:

- **Approval for the Grant of Restricted Stock Units exceeding 1% of issued capital of the Company to the Identified Employee 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 and Section 110 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 March 28, 2025 ('Cut-off date') and whose e-mail addresses are registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited or the Depositories.

Item No. 1:

Approval for the Grant of Restricted Stock Units exceeding 1% of issued capital of the Company to the Identified Employee of the Company under the "Digicontent Limited - Restricted Stock Unit Plan 2025"

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

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (*“the Act”*), read with the rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*“SEBI (SBEB & SE) Regulations”*) and such other laws, rules, regulations, circulars and guidelines of any/ various statutory/ regulatory authority(ies) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (*“Applicable Laws”*), the relevant provisions of the Memorandum of Association and Articles of Association of Digicontent Limited (*“Company”*), and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the consent of the member(s) be and is hereby accorded to grant 20,00,000 Restricted Stock Units (*“RSUs”*), exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, to Mr. Sameer Singh, Director of the Company, under the *“Digicontent Limited - Restricted Stock Unit Plan 2025”* (RSU Scheme-2025) at the Exercise Price of Rs. 2/- (face value) per RSU; on such terms and conditions as approved by the Nomination and Remuneration Committee (*“NRC”*).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the *“Board”*, which term shall be deemed to include NRC or any other Committee of Directors duly authorized in the matter), be and is hereby authorized to do all such acts, deeds, matters and things, as it may, at its absolute discretion, deem necessary, or being incidental for the effective implementation of this resolution and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

Place: New Delhi
Date: March 28, 2025

By Order of the Board
For **Digicontent Limited**
Sd/-
(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 relating to the special business to be transacted as mentioned in Item No. 1 is annexed to the Postal Ballot Notice.
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’*) (hereinafter 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 **March 28, 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.digicontent.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 April 04, 2025 (Friday)
End of e-Voting	Upto 5:00 PM (IST) on May 05, 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, May 07, 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, May 07, 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. <http://www.evoting.nsdl.com>. 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, May 05, 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 can register/update their email address with the depository participants(s) where they maintain their demat accounts.
 - 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.

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 Member holding securities in demat mode

In terms of SEBI circular 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 Depositories and Depository Participants. Members 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 Members 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"> <li data-bbox="581 737 1513 1228">1. 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. <li data-bbox="581 1276 1513 1444">2. 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.jsp <li data-bbox="581 1493 1513 1890">3. Alternatively, 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

	<p>redirected to NSDL Depository site wherein you can see e-Voting page. 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.</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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<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 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 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.

<u>How to Log-in to NSDL e-voting website?</u>
<p>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.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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>

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

4. Your User ID details are given below:

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 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 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 Members 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 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 at evoting@nsdl.com

Process for those Members 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. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@digicontent.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor@digicontent.co.in). 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 for Individual Members holding securities in demat mode.**
3. Alternatively, Members may send a request to evoting@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

Item No.1

The Company believes that its success and ability to achieve objectives is largely determined by the quality of its work force and recognizes that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company.

Digicontent Limited - Restricted Stock Unit Plan 2025" ("RSU Scheme-2025") was conceptualised with a view to motivate the key talent seeking their contribution to the corporate growth, to create an ownership culture, to attract, retain, incentivize, and motivate them for ensuring sustained growth.

RSU Scheme -2025 was approved vide special resolution passed by the Shareholders through Postal Ballot on February 24, 2025 and permits grants upto 29,09,353 Restricted Stock Units (RSUs) exercisable into equal number of Equity Shares of face value of Rs. 2/- each (representing 5% of the paid-up equity share capital of the Company as on December 31, 2024), fully paid up to the identified employee of the Company including employees of Subsidiary/Holding Company.

Nomination and Remuneration Committee has approved/recommended the grant of 20,00,000 RSUs under the RSU Scheme - 2025 to Mr. Sameer Singh, Director of the Company, subject to the approval of the shareholders, through special resolution under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("*SEBI (SBEB & SE) Regulations*"), since the aggregate number of RSUs that are proposed to be granted, during one year, are exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company.

Mr. Sameer Singh, Director of the Company, is a seasoned business leader with more than 30 years of overall experience in media, advertising, sales and marketing, strategy and general management. He is also a Director of HT Digital Streams Limited (wholly owned subsidiary of the Company); Group CEO of the HT Media Limited and CEO of Hindustan Media Ventures Limited (fellow subsidiaries of the Company). Previously, he has served as Head of North America Global Business Solutions at Tiktok / ByteDance where he was responsible for leading the Advertising and Sales Teams across North America and prior to that, he led Asia Pacific region for them 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. He has also worked at Google, GSK, Procter & Gamble and IPG.

Given his relevant experience, his leadership is expected to yield significant benefits to the business of the Company/ group.

In terms of Regulation 6(3)(d) of the *SEBI (SBEB & SE) Regulations*, and as per RSU Scheme-2025, a separate resolution is required to be passed by shareholders as special resolution for granting options to

identified employee, during a year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options. In addition to those mentioned above, 500,000 RSUs have been granted to Mr. Sameer Singh in the current financial year.

Save and except Mr. Sameer Singh, no other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board thereby recommends passing of the resolution as set out under Item No 1 in this notice for approval of the Members as a Special Resolution.

Place: New Delhi

Date: March 28, 2025

By Order of the Board

For **Digicontent Limited**

Sd/-

(Manu Chaudhary)

Company Secretary

Membership No. A34640