



CIN: L74999DL2017PLC322147

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

Corporate Office: 5th Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi-110025

Ph.: +91-11-6656 1234

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting (sixth post listing of equity shares) of Members of **Digicontent Limited** ("Company") will be held on **Tuesday, September 23, 2025 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:

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 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, 2025 together with the Report of the Auditors thereon.

ITEM NO. 2:

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

SPECIAL BUSINESS

ITEM NO. 3:

To appoint Ms. Malavika Bansal, Practicing Company Secretary as Secretarial Auditor

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 204 and other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder, Regulation 24A of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors approval of the members of the Company be and is hereby accorded for appointment of Ms. Malavika Bansal, Company Secretary (ICSI Unique Code:12010DE741900) as Secretarial Auditor of the Company to hold office for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2030 at a remuneration to be decided by the Board of Directors, as detailed in explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.

ITEM NO. 4:

To increase the authorised share capital of the Company

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

“RESOLVED THAT pursuant to section 13 read with section 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded, to increase the authorized share capital of the Company from the existing Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crores only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT pursuant to section 13 read with section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced, be as under:

V. The Authorized Share Capital of the Company is Rs.13,00,00,000/- (Rupees Thirteen Crore only), divided into 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

ITEM NO. 5:

To approve amendment for increase in the pool of Restricted Stock Units under Digicontent Limited - Restricted Stock Unit Plan 2025 (RSU-2025)

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

“RESOLVED THAT in partial modification to the special resolution passed by the Members of the Company through postal ballot on February 24, 2025, approving the **Digicontent Limited - Restricted Stock Unit Plan 2025 (RSU-2025)** 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 applicable regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, specifically Regulation 6 (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, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and as may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as ‘the Committee’), the approval of the Shareholders of the Company be and is hereby accorded to amend/alter the **DigiContent Limited - Restricted Stock Unit Plan 2025 (“RSU-2025”)**, to increase existing Restricted Stock Units (RSUs) pool (i.e., the maximum number of RSUs that can be granted under the RSU-2025 pursuant to which equity shares of the Company will get issued upon vesting and exercise thereof), by adding 26,40,000 RSUs making the total RSUs Pool of the RSU-2025 as originally reserved from 29,09,353 (Twenty Nine Lakhs Nine Thousand Three Hundred Fifty Three only) RSUs (representing 5% of the paid-up equity share capital of the Company as on December 31, 2024) to 55,49,353 (Fifty Five Lakhs Forty Nine Thousand and Three Hundred Fifty Three) RSUs (representing ~9.54% of the paid-up equity share capital of the Company as on June 30, 2025), convertible into equity shares of the Company in the ratio of 1 equity share for every 1 RSU of the face value of Rs. 2/- each fully paid-up and to create, issue and

grant from time to time and in one or more tranches, RSUs to or for the benefit of the **Eligible Employees of the Company (as defined in the RSU-2025)** in accordance with the RSU-2025, and to carry out such other necessary amendments to the RSU-2025 w.r.t aforesaid increase in the total Share Pool of RSU-2025, and on 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 amended RSU-2025, incorporating the proposed amendments/alterations are not prejudicial to the interest of the current grantees and will not affect any RSUs granted earlier under the RSU-2025, and be and is hereby approved and adopted by the members.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT all other terms and conditions of the original RSU-2025, as amended as above, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the RSU-2025 (as amended as above), remain unchanged and continue to be in force.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to take requisite steps for the listing of the equity shares allotted under the Plan, from time to time, sign applications, execute, submit any documents with Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India or any other authority(ies) as may be required, and to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, if required, to give effect to any of the aforesaid resolutions including amending and increasing the number of RSUs as above under the RSU-2025, therefore being incidental for the effective implementation and administration of the RSU-2025 and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

ITEM NO. 6:

To approve extension of the benefits of the RSU-2025, as amended, to the employees of Subsidiaries and/or Holding Company of the Company

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

"RESOLVED THAT in partial modification to the special resolution passed by the Members of the Company through postal ballot on February 24, 2025, approving grant of Restricted Stock Units to the employees of any subsidiary / holding company of the Company under the Digicontent Limited - Restricted Stock Unit Plan 2025 (RSU-2025), 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 applicable regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, specifically Regulation 6(3)(c) and 7 (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, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and as may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as 'the Committee'), and subject to the approval of the amended **Digicontent Limited - Restricted Stock Unit Plan 2025 (RSU-2025)**, as mentioned in resolution stated in **item no. 5**, approval of the members of the Company be and is hereby accorded for extending the benefit of increased Restricted Stock units under amended RSU-2025 to the eligible employees of any subsidiary / holding company of the Company, as defined under the SEBI SBEBSE Regulations and to create, issue and grant, within overall units of the amended RSU-2025, Restricted Stock Units ("RSUs") not exceeding 55,49,353 (Fifty Five Lakhs Forty Nine Thousand and Three Hundred Fifty Three) in one or more tranches, from time to time, 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 (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, except where adjustments in case of any corporate action (s), if any, as stated in RSU-

2025, are made by the Board in respect of RSUs granted to the Eligible Employees (as defined in the RSU-2025) in accordance with the RSU-2025 (as amended as above).

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT all other terms and conditions of the original RSU-2025, as amended as above, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the RSU-2025 (as amended as above), remain unchanged and continue to be in force.

RESOLVED FURTHER THAT for the purpose of giving effect to any of the aforesaid resolutions including granting RSUs to the employees of subsidiary/holding company of the company, under the amended RSU-2025, the Board, be and is hereby authorised to sign, execute, deliver, perform and do all such acts, deeds, writings, matters and things as may be considered necessary or expedient in this regard.”

Place: New Delhi

Date: July 25, 2025

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

(Manu Chaudhary)
Company Secretary
Membership No. A34640

NOTES:

1. Pursuant to recent circular bearing no. 9/2024 dated September 19, 2024, ('MCA Circular') and circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024, issued by Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 8th 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 as required under section 102 of the Act and additional information as required under SEBI Listing Regulations, 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 SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking re-appointment at this AGM, are 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 (Mobile Application): <https://kprism.kfintech.com/>
E-mail id: einward.ris@kfintech.com **Corporate Website:** <https://www.kfintech.com>
Website: <https://ris.kfintech.com>
Investor Support Centre (DIY Link): <https://ris.kfintech.com/clientservices/isc>

10. In compliance with above mentioned MCA and SEBI circulars, the Notice calling this AGM along with the Annual Report for FY-25 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 August 22, 2025. Additionally, hard copies of Notice and Annual Report for FY-25 are also being sent to only those Members who have requested for the same. Members may kindly note that the Notice of AGM and Annual Report for FY-25 will also be available on the Company's website viz. **www.digicontent.co.in** and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (**www.bseindia.com** and **www.nseindia.com**) respectively and the website of National Securities Depository Limited (NSDL) at **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 and website of RTA viz. https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd 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. 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/wp-content/uploads/2023/03/Form-ISR-4.pdf> and on the website of the Company's RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. 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**, 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**.
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:**

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 18, 2025 (Thursday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 22, 2025 (Monday)

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

20. Persons whose name appears in the Register of Member/list of Beneficial Owners as on **Tuesday, September 16, 2025 (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.digiccontent.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. **Tuesday, September 16, 2025**, 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. **Tuesday, September 16, 2025**, 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 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 to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.2. 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 or joining virtual meeting & voting during the meeting.3. 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

	<p>4. 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 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 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.</p> <p>5. 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>
<p>Individual Shareholders 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. 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 a e-Voting link available

	on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (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.

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 Shareholders 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 Shareholders 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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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:

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 and join General Meeting on NSDL e-Voting system.

How to 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 “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 shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanketjaincs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
2. 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.
3. 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 301, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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. 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.
3. If you are an Individual shareholder 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 shareholders holding securities in demat mode.**
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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 required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

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 same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 system in the AGM.
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 shall be the same person mentioned for Remote e-voting.

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 access by following the steps mentioned above for **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 in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@digicontent.co.in. The same will be replied by the company suitably.
6. 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, 2025 (9:00 a.m. IST) to September 20, 2025 (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 to be called by the 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.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3:

Ms. Malavika Bansal with over 17 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Her expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

Ms. Malavika Bansal was appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2023-24 and 2024-25 and the same is not considered as a term of her appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 24A of SEBI Listing Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed Company Secretary in practice for not more than one term of five consecutive years. Ms. Malavika Bansal is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on July 25, 2025, approved the appointment of Ms. Malavika Bansal as secretarial auditor of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

The appointment is subject to approval of the shareholders of the Company. Ms. Malavika Bansal has given her consent to act as secretarial auditor of the company and confirmed that her aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, Ms. Malavika Bansal has provided a confirmation that she has subjected herself to the peer review process of the Institute of Company Secretaries of India and holds a valid peer review certificate.

The proposed remuneration to be paid to Ms. Malavika Bansal for secretarial audit services for the financial year ending March 31, 2026, is Rs. 2 lakhs (excluding certification fee and reimbursement of expenses) plus applicable taxes. Besides the secretarial audit services, the Company may also obtain certifications from Ms. Malavika Bansal under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors. The Board of Directors shall approve revisions

to the remuneration of Ms. Malavika Bansal for the remaining part of the tenure and 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 Ms. Malavika Bansal.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of her qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by her in the past.

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

The Board recommends the resolution set forth in **item no. 3** as Ordinary Resolution for the approval of members.

ITEM NO. 4:

The Board is apprised that the Company has granted/proposes to grant Restricted Stock Units ("RSUs) to the eligible employees of the Company from time to time. It is proposed to increase the authorised share capital of the Company to create sufficient capacity to enable issuance of shares pursuant to exercise of RSUs, from time to time, in accordance with the RSU Scheme.

Accordingly, the authorized share capital of the Company is proposed to be increased from the existing Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crores only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Ten only) each.

In accordance with the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of Members by way of an Ordinary Resolution is required for the resolution as set out in Item No. 4 of this Notice. The Board recommends the resolution proposed at Item No. 4 for your approval by way of an Ordinary Resolution.

Therefore, members are requested to give their approval for alteration of clause V of Memorandum of Association by increasing the Authorized Share Capital of the Company to ***Rs.13,00,00,000/- (Rupees Thirteen Crore only), divided into 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two only) each by passing an Ordinary Resolution.***

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the Resolutions mentioned in item no. 4.

ITEM NO. 5 & 6:

On February 24, 2025, the shareholders approved the **DigiContent Limited - Restricted Stock Unit Plan 2025 (“RSU-2025”)** through a Postal Ballot. The RSU-2025 was introduced by the Company believing that Equity based compensation plans are an effective tool to reward the talents working with your Company and its Holding / Subsidiary Company(ies), as 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 and 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.

The members are informed that as per clause 4 of the RSU-2025, the Members authorised grant of Options upto an aggregate maximum 5% per cent of the issued equity share capital of the Company (excluding outstanding warrants and conversions), being 29,09,353 RSUs and the Company has already granted 29,09,000 RSU's from the total RSU pool and with a view to further motivate employees seeking their contribution to the corporate growth, is proposed to increase its RSUs pool by 26,40,000 RSUs thereby increasing existing RSUs pool from 29,09,353 (representing 5% of the paid-up equity share capital of the Company as on December 31, 2024) RSUs to 55,49,353 RSUs (representing ~9.54% of the paid-up equity share capital of the Company as on June 30, 2025).

Given that the approval of Members is being sought for increasing the RSU Pool of RSU-2025, all the necessary details are being furnished herewith as per Part C of Schedule I of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“SBEB & SE Regulations”) in terms of Regulation 6 of the SBEB & SE Regulations. Given the details of increase of RSUs and consequent amendment and rationale thereof, consent of the Members is being sought by way of special resolutions pursuant to Regulations 6 and 7 of the SBEB & SE Regulations read with Section 62(1)(b) and all other applicable provisions, if any, of the Act and other provisions of applicable law (as may be amended, modified, re-stated from time to time) and any variation in the terms of RSU-2025 offered pursuant to the earlier resolution shall be approved by the Members by passing a special resolution under RSU-2025. The special resolution set out at item no. 5 is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SBEB & SE Regulations approval of the Members is also required by way of a separate shareholder resolution to extend the benefit of the increased RSUs pool under

the amended RSU-2025 to the Eligible Employees (as defined the RSU-2025) of the subsidiary or holding company (ies). The special resolution set out at item no. 6 seeks your approval for the said purpose.

Variations to the terms of the RSU-2025 and the Rationale therefor:

Considering that the RSU-2025 is a rolling plan and with a view to accommodate the grants to an extended leadership group of employees, the Nomination & Remuneration Committee and the Board of Directors in the meeting held on July 25, 2025, subject to the approval of shareholders, had approved the increase in the RSU Pool of the RSU-2025 and extend the benefit to make further grants to the employees of the subsidiary/holding company of the Company. The details are provided below:

Sr. No.	Existing Provisions	Proposed Provisions	Rationale
Clause 4 (a)	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 i.e. 29,09,353 (Twenty Nine Lakhs Nine Thousand Three Hundred Fifty Three only) Shares as on 31% December, 2024 (or such other number adjusted in terms of Clause 4(b) herein below), in one or more tranches, 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 RSUs 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	The maximum aggregate number of RSUs that may be granted under the Plan, shall not exceed ~9.54% of the outstanding paid-up share capital of the Company i.e. 55,49,353 (Fifty Five Lakhs Forty <i>Nine Thousand and Three Hundred Fifty Three</i>) as on 30 June, 2025 (or such other number adjusted in terms of Clause 4(b) herein below), in one or more tranches, 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 RSUs 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. Approval of shareholders	To expand the RSU pool available so as to facilitate grants to a wider group of leaders.

	resolution is obtained. Approval of shareholders by way of a separate special resolution shall also be obtained by the Company for Grant of RSUs to Employees of Holding / Subsidiary/ Associate / group company of the Company.	by way of a separate special resolution shall also be obtained by the Company for Grant of RSUs to Employees of Holding / Subsidiary/ Associate / group company of the Company.	
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The following are the salient features of the RSU-2025 to be interpreted in conjunction with the provisions of the RSU-2025 and its modifications as applicable:

a) Brief description of the RSU 2025:

The Company proposes to amend 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 amended RSU 2025 shall not exceed 55,49,353 (Fifty-Five Lakhs Forty Nine Thousand and Three Hundred Fifty Three Only) which upon exercise shall be convertible into 55,49,353 (Fifty Five Lakhs Forty Nine Thousand and Three Hundred Fifty Three Only) equity shares of the Company of Rs.2 each fully paid up (representing ~9.54% of the paid-up equity share capital of the Company as on June 30, 2025).

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 RSUs 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

~9.54% 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 RSUs 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.

In terms of Section 62 of the Companies Act, 2013 and the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the approval of the Shareholders is sought by way of Special Resolution for the variation to the ***Digicontent Limited - Restricted Stock Unit Plan 2025 (RSU-2025)***.

The draft copy of the Restated RSU-2025 is available for the inspection during the office hours till the date of general meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at **Item no. 5 and Item no 6** of the Notice, except to the extent of the securities that may be offered to them under amended RSU-2025.

In view of the above, the Board recommends the passing of the resolutions set out at **Item No. 5 & 6** as a Special Resolution.

Place: New Delhi

Date: July 25, 2025

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

(Manu Chaudhary)
Company Secretary
Membership No. A34640

Details of the Director pursuant to the provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Mr. Priyavrat Bhartia (Non-Executive Director)
Age	48 years
Brief resume	Refer Website of the Company viz. www.digicontent.co.in
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None
Date of Appointment	August 14, 2017
Expertise in specific functional areas	General Management, Strategic Planning and Business Development
Qualification	MBA (Stanford University, USA)
Terms and conditions of appointment/ re-appointment	Non-Executive Non-Independent Director, liable to retire by rotation
No. of Equity Shares of Rs.2/- each held in the Company or on behalf of any other person on beneficial basis	1 (One) equity share jointly held with The Hindustan Times Limited
Remuneration last drawn (including sitting fee during FY-25) (Rs. in lacs)	Nil
Remuneration proposed to be paid	In accordance with the Remuneration Policy of the Company
Directorship held in other companies (<i>along with listed entities from which the person has resigned in the past three years</i>) {excluding foreign	<ul style="list-style-type: none">• HT Media Limited (Listed)• Jubilant Pharmova Limited (Listed)• Jubilant Enpro Private Limited• Jubilant Realty Private Limited• SSP Trustee Company Private Limited• Jubilant Ingrevia Limited (Listed)

companies}#	<ul style="list-style-type: none"> • Earthstone Holding (Two) Private Limited • ARS Trustee Company Private Limited • Hindustan Media Ventures Limited (Listed) • Jubilant Agri & Consumer Products Limited • The Hindustan Times Limited • SB Trusteeship Services Private Limited • PSB Trustee Company Private Limited • SPB Trustee Company Private Limited <p>Below are the details of the Company wherein, director has resigned in the past three years:</p> <ul style="list-style-type: none"> • Jubilant Stock Holding Private Limited (Amalgamated) • SSBPB Investment Holding Private Limited • Jubilant Industries Limited
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#	<p>HT Media Limited</p> <ul style="list-style-type: none"> i) Corporate Social Responsibility Committee – Member ii) Nomination and Remuneration Committee – Member iii) Risk Management Committee - Member iv) Stakeholders' Relationship Committee- Member <p>The Hindustan Times Limited</p> <ul style="list-style-type: none"> i) Audit Committee- Member ii) Corporate Social Responsibility Committee – Member iii) Nomination Committee – Member <p>Jubilant Ingrevia Limited</p> <ul style="list-style-type: none"> i) Risk Management Committee – Member ii) Sustainability & Corporate Social Responsibility Committee - Member iii) Finance Committee – Member <p>Jubilant Agri and Consumer Products Limited</p> <ul style="list-style-type: none"> i) Restructuring Committee - Chairman ii) Finance Committee - Chairman iii) Nomination and Remuneration Committee – Member <p>Hindustan Media Ventures Limited</p> <ul style="list-style-type: none"> i) Stakeholders' Relationship Committee – Member ii) Investment & Banking Committee - Chairman iii) Corporate Social Responsibility Committee - Member

	<p>Jubilant Pharmova Limited</p> <ul style="list-style-type: none"> i) Sustainability & Corporate Social Responsibility Committee – Member ii) Risk Management Committee – Member iii) Finance Committee – Member iv) Capital Issue Committee – Member v) Fund Raising Committee – Member vi) Quality Committee – Member vii) Stakeholders Relationship Committee – Member <p>Digicontent Limited</p> <ul style="list-style-type: none"> i) Banking & Finance Committee - Member <p>Earthstone Holding (Two) Private Limited</p> <ul style="list-style-type: none"> i) Corporate Social Responsibility Committee - Member ii) Audit Committee – Member iii) Nomination Committee – Member iv) Risk management Committee – Member v) Fraud Risk Management Committee - Member
No. of Board Meetings attended during FY- 25	2

As per latest disclosure received from the Director