



CIN: L74999DL2017PLC322147

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NOTICE OF 3rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Third Annual General Meeting (first post listing of equity shares) of Members of **Digiccontent Limited** will be held on Tuesday, the 25th day of August 2020 at 11:00 AM (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and 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, 2020 and the report of Auditors thereon.

ITEM NO. 2

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

ITEM NO. 3

To appoint B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] as Statutory Auditor of the Company, and in this regard, to pass the following resolution(s) as ORDINARY RESOLUTION:

***"RESOLVED THAT* pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2025, on a remuneration of Rs. 9.5 Lac payable in one or more installments and reimbursement of expenses incurred by them, to conduct the audit for financial year 2020-21, and thereafter, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditor, and as may be further approved by the Board of Directors ("Board") from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditor and permissible under law.**

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

SPECIAL BUSINESS

ITEM NO. 4

To appoint Mr. Ajay Relan as an Independent Director, not liable to retire by rotation, and in this regard, pass the following resolution(s) as an ORDINARY RESOLUTION:

***"RESOLVED THAT* pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ajay Relan (DIN: 00002632) who was appointed as an Additional Director by the Board of Directors ("Board") w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying intention to propose the candidature of Mr. Ajay Relan for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2024, and not liable to retire by rotation.**

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

ITEM NO. 5

To appoint Mr. Vivek Mehra as an Independent Director, not liable to retire by rotation, and in this regard, pass the following resolution(s) as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vivek Mehra (DIN: 00101328) who was appointed as an Additional Director by the Board of Directors ("Board") w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying intention to propose the candidature of Mr. Vivek Mehra for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2024, and not liable to retire by rotation.

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

ITEM NO. 6

To appoint Ms. Suchitra Rajendra as an Independent Director, not liable to retire by rotation and, in this regard, pass the following resolution(s) as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Suchitra Rajendra (DIN: 07962214) who was appointed as an Additional Director by the Board of Directors ("Board") w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying intention to propose the candidature of Ms. Suchitra Rajendra for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2024, and not liable to retire by rotation.

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

ITEM NO. 7

To appoint Mr. Dinesh Mittal as Non-executive Director, liable to retire by rotation, and in this regard, pass the following resolution(s) as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 161(4) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made there under, Articles of Association of the Company and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dinesh Mittal (DIN: 00105769) who was appointed as Non-Executive Director by the Board of Directors ("Board") of the Company w.e.f. March 12, 2020 to fill up the casual vacancy caused due to demise of Mr. Sharad Saxena, and who is liable to hold office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying intention to propose the candidature of Mr. Dinesh Mittal for the office of Director, be and is hereby appointed as an Non-executive Director of the Company, liable to retire by rotation.

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

By Order of the Board
For Digicontent Limited



(Vikas Prakash)
Company Secretary

Place: New Delhi
Date: July 21, 2020

NOTES:

1. In view of the COVID-19 pandemic and pursuant to circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and circular dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the 3rd 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 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. Members are requested to carefully read the "Procedure for joining the AGM through VC/OAVM" given below in this Notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Only those members, who are present in the meeting through VC/OAVM facility and have not casted their vote on resolutions through remote e-voting and are otherwise not barred from doing so, will be allowed to vote through e-voting system at the AGM ("InstaPoll").
7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email to KFin Technologies Private Limited (KFin/RTA) at **evoting@kfintech.com** through registered email address and to the Company at **investor@digicontent.co.in**.
8. Mr. Praveen Someshwar may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under item nos. 1 to 3 of the Notice.
9. The Statement pursuant to Section 102 of the Act relating to item nos. 3 to 7 of the Notice is annexed hereto.
10. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking appointment/re-appointment/confirmation at this AGM, are annexed herewith.
11. All investor related communication may be addressed to KFin at the following address:
KFin Technologies Private Limited
Unit: Digicontent Limited
Selenium Tower B
Plot No. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad – 500 032
Tel: + 91-40-67162222
Fax: + 91-40-23001153
E-mail: einward.ris@Kfintech.com
12. In compliance with above mentioned MCA Circulars and SEBI Circular, the Notice calling this AGM along with the Annual Report for FY-20 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. Members may note that the Notice of AGM and Annual Report for FY-20 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**).
13. In order to enable the Company to comply with MCA circulars issued for holding AGM via VC/OAVM and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at **https://ris.kfintech.com/email_registration/** or by writing to the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Private Limited, Unit: Digicontent Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 or by sending email to **einward.ris@kfintech.com**. Members are advised to receive the Notice convening the AGM and Annual Report for FY-20 via e-mail, by updating their email ID by accessing the link **https://ris.kfintech.com/email_registration/**. Alternatively, Notice of AGM can be downloaded through **https://evoting.karvy.com/public/Downloads.aspx**.
14. Members may note that the shares lying with Investor Education and Protection Fund (IEPF) Authority, allotted pursuant to the Scheme of Arrangement between HT Media Limited and the Company, can be claimed back. The shareholder-wise detail of such shares is uploaded on the Company's website i.e. **www.digicontent.co.in**. Concerned shareholders are advised to visit the weblink: **http://iepf.gov.in/IEPF/refund.html** or contact KFin to lodge claim on such share(s).
15. Members holding shares in physical form can avail the facility of nomination 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 Participant(s) for availing this facility.

16. **In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose PAN and Bank details are not updated in the records of KFin, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member to the Company/KFin.**
17. 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. Members holding shares in physical mode can submit their PAN to the Company/KFin.
18. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialised form (except for transmission or transposition of securities). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. In view of the same, Members are advised, in their own interest, to dematerialize the shares held by them in physical form.
19. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
20. Members are requested to send their queries, if any, on the financial statements/operations of the Company, by writing email to the Company Secretary at investor@digicontent.co.in at least 7 days before the AGM, so that the information can be compiled in advance.
21. Relevant 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 email id registered with the Company/RTA to the Company at investor@digicontent.co.in.
22. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members facility to exercise their right to vote on Resolutions as set out in notice of AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the AGM ("InstaPoll") and members attending the Meeting who have not casted their vote(s) by remote e-voting, will be able to vote at the Meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.
23. **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 August 21, 2020 (Friday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on August 24, 2020 (Monday)

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

24. Persons whose name appears in the Register of Member/list of Beneficial Owners as on August 18, 2020 (**Cut-off date**) shall be entitled to cast their vote by remote e-voting on the Resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
25. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583), as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner and he has communicated his willingness to get appointed and will be available for the said purpose.
26. The Scrutinizer will, after the conclusion of e-voting at the AGM, scrutinize the votes casted thereat (InstaPoll) and votes casted through remote e-voting, and will make a consolidated Scrutinizer's Report to submit the same to the Chairman/Director.
27. The result of e-voting (remote e-voting and InstaPoll) will be declared within 48 hours of the conclusion of AGM and the same along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.digicontent.co.in and on the website of KFin viz. <https://evoting.karvy.com>. The result will be simultaneously communicated to the stock exchanges viz. NSE and BSE.
28. 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).
29. Members are requested to carefully read the "**Procedure and Instructions for remote e-voting and e-voting at the AGM (InstaPoll)**" given hereunder.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE AGM (INSTAPOLL)

The procedure and instructions for remote e-voting are as under:

- I. A. In case a member receives an e-mail from the Company/KFin [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:**

- (a) Launch internet browser by typing the URL: **<https://evoting.karvy.com>**
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit **<https://evoting.karvy.com>** or contact at **040-67162222/1800-345-4001** (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- (c) After entering these details appropriately, click on “**LOGIN**”.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Name of the Company viz. Digicontent Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR”/“AGAINST”, but the total number under “FOR”/“AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- (j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., 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@Kfintech.com**. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVENT NO.”

B. In case of a member whose e-mail address is not registered/updated with the Company/KFin/Depository Participant(s), please follow the following steps to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to register/update the same by clicking on **https://ris.Kfintech.com/email_registration/** or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at **investor@digicontent.co.in** or to KFin at **einward.ris@Kfintech.com**.
 - (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
 - (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
 - (d) Follow the instructions at I.(A) (a) to (m) to cast your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
 - III. Once the vote on a resolution is casted by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
 - IV. **Information and instructions for InstaPoll:** Facility to cast vote through InstaPoll will be made available on Video Conferencing screen and will be activated once the InstaPoll is announced at the AGM. Member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the AGM (InstaPoll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
 - V. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date may obtain the User ID and password from KFin in the manner as mentioned below:
 - (a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to +91-9212993399
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567890

- (b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may send an e-mail to evoting@kfintech.com requesting User ID and Password. However, KFin shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- VI. In case of any query/grievance, in respect of e-voting, Members may refer to the Help & FAQs section/E-voting user manual available at the "Downloads" section of KFin's website: <https://evoting.karvy.com> or contact Mr. Rajkumar Kale, Senior Manager, KFin Technologies Private Limited, Unit: Digicent Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 | Phone No.: +91-040-67162222 | Toll-free No.: 1800-345-4001 | E-mail: evoting@Kfintech.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

1. The Company is providing VC/OAVM facility to its Members for participating at the AGM.
 - a) Members will be able to attend the AGM through VC at <https://emeetings.KFintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.KFintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of **Digicent Limited**, to attend the AGM.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.
 - c) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
 - d) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.Kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from August 19, 2020 (09:00 a.m. IST) till August 21, 2020 (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 Chairman of the Meeting 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.
 - e) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - f) Members who need assistance before or during the AGM can contact KFin at evoting@KFintech.com or call at 040-6716 2222/1800-345-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.
2. 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 at the AGM.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] ("BSR") were appointed as Statutory Auditor of the Company w.e.f. July 11, 2019 by the Board of Directors, on the recommendation of Audit Committee, to fill the casual vacancy arising out of resignation of MRKS and Associates, Chartered Accountants [Firm Registration No. 023711N]. The same was approved by the Shareholders of the Company by way of resolution passed through postal ballot on September 22, 2019.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, Statutory Auditor appointed to fill casual vacancy caused due to resignation of existing auditor, shall hold office till the conclusion of the next Annual General Meeting (AGM). Further, every company shall, at the first AGM, appoint an individual or a firm as an Auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth AGM and thereafter till the conclusion of every sixth meeting.

Directors, on the recommendation of Audit Committee, have recommended the appointment of BSR as Statutory Auditor of the Company for a period of 5 (Five) years, commencing from the conclusion of this AGM till conclusion of the AGM to be held in calendar year 2025, for approval of the members.

BSR was shortlisted on evaluation of proposal(s) of renowned Chartered Accountant firms on various criteria viz. competency, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the Company & its business. BSR was constituted on March 31, 2008 and is registered with the Institute of Chartered Accountants of India (ICAI). BSR has 20 partners across India and hold a valid peer review certificate.

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

The aggregate remuneration proposed to be paid to BSR as statutory auditor to conduct the audit for financial year 2020-21 is Rs. 9.5 Lac (including limited review), exclusive of reimbursement of out-of-pocket expenses, fee paid for any other services and applicable taxes, as applicable. The Board of Directors/Audit Committee may be conferred the power to alter and vary the

terms and conditions of appointment including any upward revision of remuneration, during the balance tenure, as permissible by law.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

ITEM NOS. 4 TO 6

The Board of Directors at its meeting held on April 18, 2019, approved the appointment of Mr. Ajay Relan, Mr. Vivek Mehra and Ms. Suchitra Rajendra as Additional Directors (Independent) w.e.f. April 18, 2019. The Board of Directors have also recommended their appointment as Independent Directors for a term of 5 (five) consecutive years upto March 31, 2024 for approval of Members of the Company. In accordance with the provisions of Section 161 of the Companies Act, 2013 (the “Act”), the aforesaid additional directors shall hold office up to the date of ensuing AGM.

Brief profile of the Directors is as under:

Mr. Ajay Relan is one of the pioneers of the Indian private equity industry. Prior to founding CX Partners, he headed Citi's private equity business since its inception in 1995. He has worked with several financial firms in multiple geographies, starting with Citibank in 1976 and the last being the CEO of a Citi affiliated brokerage firm, Citicorp Securities & Investments Ltd. He holds an MBA from Indian Institute of Management, Ahmedabad (1976) and B.A. (Hons) Economics from St. Stephen's College, Delhi University (1974).

Mr. Vivek Mehra is a senior Chartered Accountant with an illustrious professional career spanning over 40 years and experience spanning across sectors in Tax and Regulatory domains of Merger & Acquisition specializing in Cross-border Investment and Transaction Structuring. He has held various leadership roles till April, 2017 in PriceWaterhouseCoopers Private Ltd. ('PwC') as Partner/Executive Director. He was the founder and national leader for PwC Regulatory and M&A Practices and has been elected on PwC Governance Oversight Board for two consecutive terms. He is also on the Board of Governors of Lawrence School Sanawar and Grassroot Trading Network, a SEWA organisation. He graduated in 1975 with Bachelor of Commerce (Hons.) Degree from Sri Ram College of Commerce, Delhi University. He has been a fellow member of the Institute of Chartered Accountants of India since 1979 and has also given his valuable contribution as a member of the Federation of Indian Chambers of Commerce and Industry (FICCI) Steering Committee and National Executive Committee.

Ms. Suchitra Rajendra has over 25 years of rich experience in HR domain in India, Asia Pac and Australia in a variety of sectors ranging from not for profit to consulting to FMCG. She has both line HR consulting and strategic HR experience. Currently, she is associated with Colt Technologies Services as Vice President Country Head (India) and Global Head HR for COO. Prior to this, she was Vice President and CHRO for PepsiCo (India Region). She is recipient of multiple awards and recognized across the industry. She has a Post Graduate degree in HR from XLRI Jamshedpur. She is a speaker at various national and international forums.

The Company has received a notice in writing under Section 160 of the Act from a member, signifying intention to propose the candidature of Mr. Ajay Relan, Mr. Vivek Mehra and Ms. Suchitra Rajendra for the office of Directors of the Company. The Company has also received – (a) declaration of independence from them; (b) their consent to act as Director; and (c) declaration that they are not disqualified from being appointed as Director in terms of Section 164(2) of the Act.

In the opinion of the Board, they possesses appropriate skills, experience & knowledge, and fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Directors of the Company. They are independent of the management and are not related to any Director(s) or Key Managerial Personnel of the Company. As Non-executive Directors, they will be entitled to receive sitting fee for attending Board/Committee meeting(s).

Draft letter(s) of appointment as Independent Directors of the Company, setting out terms and conditions of their appointment is available on the website of company viz. www.digicontent.co.in.

Other details of Mr. Ajay Relan, Mr. Vivek Mehra and Ms. Suchitra Rajendra in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (General Meeting) is annexed to this Notice.

Mr. Ajay Relan, Mr. Vivek Mehra and Ms. Suchitra Rajendra are interested in the resolution(s) set out at Item nos. 4 to 6 of the Notice, respectively. Their relative(s) may also deemed to be interested in the resolution(s), to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item nos. 4 to 6 of the Notice for approval by the Members.

ITEM NO. 7

The Board of Directors, on the recommendation of Nomination & Remuneration Committee, appointed Mr. Dinesh Mittal (DIN: 00105769) as Non-Executive Director w.e.f. March 12, 2020, to fill the casual vacancy caused due to demise of Mr. Sharad Saxena on January 27, 2020. As per Section 161(4) of the Companies Act, 2013 (“the Act”) a Director appointed in casual vacancy holds office up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated. Consequently, Mr. Dinesh Mittal is liable to hold office up to the date of this Annual General Meeting i.e. the date up to which Late Mr. Sharad Saxena, would have held the office.

The Company has received a notice from a member under Section 160 of the Act, signifying intention to propose the candidature of Mr. Dinesh Mittal for the office of Director of the Company.

Mr. Dinesh Mittal is a qualified Company Secretary and a Post Graduate Diploma holder in Business Administration from IPM, Ghaziabad. He also holds Bachelor Degree in Law from Delhi University and Masters Degree in Law (IPR) from Queensland University, Australia. During his professional career spanning over 33 years, he has worked with renowned group such as Whirlpool of India Ltd. as Executive Director, handling Legal, Tax and Secretarial matters for India and parts of Asia, DCM Shriram

Group and JK Synthetics. Currently, he is associated with HT Group since 2006 and working as Group General Counsel & Company Secretary of HT Media Limited.

The other details of Mr. Dinesh Mittal in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (General Meetings) is annexed to this Notice. The Board of Directors is of the opinion that Mr. Dinesh Mittal's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.7 of this Notice relating to his appointment as a Director, liable to retire by rotation as Ordinary Resolution for your approval.

Mr. Dinesh Mittal is interested in the resolution set out at Item no. 7 of the Notice. His relative(s) may also deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the Members.

Place: New Delhi
Date: July 21, 2020

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



(Vikas Prakash)
Company Secretary

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

Name of Director	Mr. Praveen Someshwar	Mr. Ajay Relan	Mr. Vivek Mehra	Ms. Suchitra Rajendra	Mr. Dinesh Mittal
Age	53 years	66 years	65 years	52 years	58 years
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None	None	None	None	None
Date of Appointment	29.03.2019	18.04.2019	18.04.2019	18.04.2019	12.03.2020
Expertise in specific functional areas	Strategic leadership, business and finance	Investment Banker	Tax, Regulatory and M&A, Tax structuring with specialization in cross border tax issues and investment structuring	Human Resource Development	Legal, taxation, corporate secretarial and general management
Qualification	Chartered Accountant and Cost Accountant	B.A (Hons.) in Economics (St. Stephen's College, Delhi University) and MBA (IIM Ahmedabad)	Chartered Accountant	PG Diploma-HR(XLRI-Jamshedpur)	Bachelor's Degree in Law from Delhi University, Master's Degree in Law (IPR) from Queensland University, Australia, Fellow member of the Institute of Company Secretaries of India and Post Graduate Diploma in Business Administration from IPM, Ghaziabad
Terms and conditions of appointment/re-appointment	Non-Executive, Non-Independent Director, liable to retire by rotation	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation	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	Nil	Nil	Nil	Nil	Nil
Remuneration last drawn (including sitting fee during FY 20)	Nil	Rs. 7 Lac (Director's Sitting Fee)	Rs. 5.5 Lac (Director's Sitting Fee)	Rs. 7 Lac (Director's Sitting Fee)	Nil
Directorship held in other companies (excluding foreign companies)#	<ul style="list-style-type: none"> HT Media Limited (<i>Listed</i>) Hindustan Media Ventures Limited (<i>Listed</i>) Next Mediaworks Limited (<i>Listed</i>) Next Radio Limited Media Research Users Council India The Press Trust of India Limited The Indian Newspaper Society Audit Bureau of Circulation Shine HR Tech Limited 	<ul style="list-style-type: none"> Hindustan Media Ventures Limited (<i>Listed</i>) Next Mediaworks Limited (<i>Listed</i>) HT Media Limited (<i>Listed</i>) Capri Global Capital Limited (<i>Listed</i>) Bendochy Agro Products Private Limited Next Radio Limited Zenrock Comtrade Private Limited Flight Simulation Technique Centre Private Limited HT Digital Streams Limited 	<ul style="list-style-type: none"> HT Media limited (<i>Listed</i>) Jubilant Life Sciences Limited (<i>Listed</i>) Chambal Fertilisers and Chemicals Limited (<i>Listed</i>) DLF Limited (<i>Listed</i>) Havells India Limited (<i>Listed</i>) Hero Future Energies Private Limited Embassy Office Parks Management Services Private Limited Bharat Hotels Limited Grassroot Trading Network For Women 	<ul style="list-style-type: none"> Next Mediaworks Limited (<i>Listed</i>) Next Radio Limited Colt Technology Services India Private Limited 	<ul style="list-style-type: none"> Next Mediaworks Limited (<i>Listed</i>) Next Radio Limited HT Digital Streams Limited HT Digital Media Holdings Limited Shine HR Tech Limited HT Education Limited HT Music and Entertainment Company Limited HT Global Education Private Limited (<i>Under process of Striking off</i>)

Name of Director	Mr. Praveen Someshwar	Mr. Ajay Relan	Mr. Vivek Mehra	Ms. Suchitra Rajendra	Mr. Dinesh Mittal
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#	HT Media Limited: (i) Audit Committee-Member (ii) Stakeholders' Relationship Committee-Member Hindustan Media Ventures Limited: (i) Stakeholders' Relationship Committee-Member Next Mediaworks Limited: (i) Audit Committee-Member (ii) Stakeholders' Relationship Committee-Chairman Next Radio Limited: (i) Audit Committee-Member Digicontent Limited: (i) Audit Committee-Member (ii) Stakeholders' Relationship Committee-Member	Digicontent Limited: (i) Audit Committee-Member (ii) Stakeholders' Relationship Committee-Chairman Hindustan Media Ventures Limited: (i) Audit Committee-Member (ii) Stakeholders' Relationship Committee-Chairman Next Mediaworks Limited: (i) Audit Committee-Chairman HT Media Limited: (i) Audit Committee-Member (ii) Stakeholders' Relationship Committee-Chairman Next Radio Limited: (i) Audit Committee-Chairman	Digicontent Limited: (i) Audit Committee-Chairman HT Media Limited: (i) Audit Committee-Chairman Jubilant Life Sciences Limited: (i) Audit Committee-Member Chambal Fertilisers and Chemicals Limited: (i) Audit Committee-Member DLF Limited: (i) Audit Committee-Member Bharat Hotels Limited: (i) Audit Committee-Member Hero Future Energies Private Limited: (i) Audit Committee-Chairman Embassy Office Parks Management Services Private Limited: (i) Audit Committee-Chairman (ii) Stakeholders' Relationship Committee-Member	Digicontent Limited: (i) Audit Committee-Member Next Mediaworks Limited: (i) Audit Committee-Member (ii) Stakeholders' Relationship Committee-Member Next Radio Limited: (i) Audit Committee-Member	Digicontent Limited: (i) Stakeholders' Relationship Committee-Member Next Mediaworks Limited: (i) Stakeholders' Relationship Committee-Member
No. of Board Meetings attended during FY- 20	8	4	4	4	1

As per latest disclosure received from the Director(s).

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