

**NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Fifth Annual General Meeting (third post listing of equity shares) of Members of **Digicontent Limited** will be held on **Tuesday, August 30, 2022 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 consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the report 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, 2022 and thereon of the 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.

**SPECIAL BUSINESS****ITEM NO. 3**

**Appointment of Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not liable to retire by rotation**

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

***"RESOLVED THAT*** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Lloyd Mathias (DIN: 02879668), who was appointed as an Additional Director (Independent), w.e.f. December 28, 2021, and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from December 28, 2021 upto November 30, 2026.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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 the Members of Company.”

#### **ITEM NO. 4**

##### **Appointment of Mr. Samudra Bhattacharya (DIN: 02797819) as a Non-Executive Director, liable to retire by rotation**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Samudra Bhattacharya (DIN: 02797819), who was appointed as an Additional Director in accordance with Section 161 of the Act, w. e. f. June 1, 2022, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as 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 of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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 the Members of Company.”

#### **ITEM NO. 5**

##### **Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary company) and HT Media Limited (fellow subsidiary company) for the Financial Year 2022-23, 2023-24 and 2024-25**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to the following material related party transactions to be entered into by HT Digital Streams Limited (‘HTDS’), wholly-owned subsidiary company with HT Media Limited (‘HTML’), fellow subsidiary company, related parties

within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, for the financial years 2022-23, 2023-24 and 2024-25 upto an aggregate value of Rs.126 Crore, Rs.152 Crore and Rs.167 Crore (excluding applicable taxes/levies), respectively, on such terms & conditions, as detailed in the explanatory statement to this Resolution and as may be mutually agreed between HTDS and HTML, provided that the said arrangements shall be carried out on arm's length basis and in the ordinary course of business of the Company:

**(A) Revenue Transactions (Income for HTDS) arising out of** (i) Advertisement Agreement for use of space in HTDS's media platform(s) by HTML; (ii) Participate in 'One HT Sales' arrangement; (iii) Agreement for Content procurement by HTML; (iv) Agreement for combo subscription; (v) Marketing and Technology infrastructure support for websites/microsites provided by HTDS to HTML; (vi) Ad Management services provided by HTDS to HTML; (vii) Representative Agreement for provision of collection support services and for sharing of revenue for combo orders;

**(B) Business expenses for HTDS arising out of** (i) Advertisement Agreement for use of space in HTML's media platform(s) by HTDS; (ii) Infrastructure Support Services provided by HTML to HTDS; (iii) Representative Agreement for provision of collection support services and for sharing of revenue for combo orders; (iv) Agreement for Management Support & treasury Support Services provided by HTML to HTDS; (v) Agreement for Provision / receipt of digital advertising, promotion, co-promotion or any product / services from each other; and **(C) Others arising out of** (i) Reimbursement of expenses incurred on each other's behalf; (ii) Service Agreement for audio & digital Content monetisation on various media platforms - Revenue to be passed on between HTML & HTDS (reciprocal); (being arrangements in the ordinary course of business and on arm's length compliant terms).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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 the Members of Company."

#### **ITEM NO. 6**

**Approval of material Related Party Transactions between HT Digital Streams Limited (wholly-owned subsidiary company) and Hindustan Media Ventures Limited (fellow subsidiary company) for the Financial Year 2022-23, 2023-24 and 2024-25**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the following material related party transactions to be entered into by HT Digital Streams Limited ('HTDS'), wholly-owned subsidiary company with Hindustan Media Ventures Limited ('HMTL'), fellow subsidiary company,

related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, for the financial years 2022-23, 2023-24 and 2024-25 upto an aggregate value of Rs.81 Crore, Rs.92 Crore and Rs.102 Crore (excluding applicable taxes/levies), respectively, on such terms & conditions, as detailed in the explanatory statement to this Resolution and as may be mutually agreed between HTDS and HMVL, provided that the said arrangements shall be carried out on arm's length basis and in the ordinary course of business of the Company:

**(A) Revenue Transactions (Income for HTDS) arising out of** (i) Advertisement Agreement for use of space in HTDS's media platform(s) by HMVL; (ii) Agreement for Content procurement by HMVL; (iii) Agreement for combo subscription; (iv) Marketing and Technology infrastructure support for websites/microsites provided by HTDS to HMVL; (v) Representative Agreement for provision of collection support services and for sharing of revenue for combo orders; (vi) Participate in 'One HT Sales' arrangement **(B) Business expenses for HTDS arising out of** (i) Advertisement Agreement for use of space in HMVL's media platform(s) by HTDS; (ii) Infrastructure Support Services provided by HMVL to HTDS; (iii) Participate in 'One HT Sales' arrangement; (iv) Representative Agreement for provision of collection support services and for sharing of revenue for combo orders; (v) Agreement for Provision / receipt of digital advertising, promotion, co-promotion or any product / services from each other; and **(C) Others arising out of** (i) Reimbursement of expenses incurred on each other's behalf; (ii) Service Agreement for audio & digital Content monetisation on various media platforms - Revenue to be passed on between HMVL & HTDS (reciprocal); (being arrangements in the ordinary course of business and on arm's length compliant terms).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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 the Members of Company."

## ITEM NO. 7

### Approval of material Related Party Transactions between the Company and HT Media Limited for the Financial Year 2022-23

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the following material related party transactions to be entered into by the Company with HT Media Limited ('HTML'), fellow subsidiary company, related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, for financial year 2022-23, upto an aggregate value of Rs.122 Crore (excluding applicable taxes/levies), on such terms &

conditions, as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and HTML, provided that the said arrangements shall be carried out on arm's length basis and in the ordinary course of business of the Company:

**(A) Revenue Transactions (Income for DCL) arising out of** (i) Media-Space Sales Agreement for providing media-space advertising facilities from DCL to HTML; (ii) Representative Agreement for provision of media marketing support & collection support services and for sharing of revenue for combo orders **(B) Business expenses for DCL arising out of** (i) Media-Space Sales Agreement for providing media-space advertising facilities from HTML to DCL; (ii) Infrastructure Support Services provided by HTML to DCL; (iii) Representative Agreement for receipt of media marketing support & collection support services and for sharing of revenue for combo orders; (iv) Agreement for receipt of treasury Support Services; (v) Agreement for receipt of Management Support Services and **(C) Others arising out of** (i) Reimbursement of expenses incurred on each other's behalf; and (ii) Extension of existing Inter Corporate Deposit (ICD) including accrued interest thereon from HTML to DCL, into revolving credit facility and interest expense thereon (being arrangements in the ordinary course of business and on arm's length compliant terms).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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 the Members of Company."

Place: New Delhi  
Date: August 1, 2022

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

(Arjit Gupta)  
Company Secretary

#### **NOTES:**

1. Pursuant to circulars bearing no. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 ("MCA Circulars") and circular dated May 12, 2020, January 15, 2021, and May 13, 2022, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 5<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at the venue of the Annual General Meeting (AGM). Registered Office of the Company shall be deemed to be the venue of this AGM.



2. Since the ensuing AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. The Explanatory Statement as required under section 102 of the Companies Act, 2013, is annexed hereto.
5. Members are requested to carefully read the “**Procedure for joining the AGM through VC/OAVM**” and “**Procedure for Joining The AGM Through VC/OAVM and Voting at AGM**” 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. 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. remote e-voting. The said resolution/authorization together with attested specimen signature(s) of the duly authorized representative(s), shall be sent by email 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.
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 appointment/re-appointment at this AGM, are given as Annexure 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  
 Selenium Tower B Plot No. 31 & 32 Gachibowli,  
 Financial District, Nanakramguda Serilingampally Mandal  
 Hyderabad – 500 032  
 Toll free number - 1800-309-4001  
 E-mail: [einward.ris@Kfintech.com](mailto:einward.ris@Kfintech.com)  
 Website: [www.kfintech.com](http://www.kfintech.com)
10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-22 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 kindly note that the Notice of AGM and Annual Report for FY-22 will also be available on the Company's website viz. **[www.digicontent.co.in](http://www.digicontent.co.in)** and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (**[www.bseindia.com](http://www.bseindia.com)** and **[www.nseindia.com](http://www.nseindia.com)**).
11. 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/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at Kfin Technologies 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](mailto:einward.ris@kfintech.com). Members are advised to receive the Notice convening the AGM and Annual Report for FY-22 via e-mail, by updating their email ID by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Alternatively, Notice of AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.

12. 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 Participant(s) for availing this facility. The members may also visit Company's website viz. [www.digicontent.co.in](http://www.digicontent.co.in) and website of RTA viz. [www.kfintech.com](http://www.kfintech.com) for downloading Form SH-13 and other Nomination and KYC related documents.
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 notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA viz. Kfin, for assistance in this regard.
15. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, Members holding shares in physical format are requested to update with Kfin, the KYC details w.r.t. postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, in prescribed Form ISR-1. A communication in this regard has also been sent, through post to the shareholders. Members may visit the website of the Company for relevant formats. Members are further requested to quote their folio numbers/Client ID/DP ID in all correspondence.
16. 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.
17. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via email to the Company Secretary at [investor@digicontent.co.in](mailto:investor@digicontent.co.in), atleast 7 days before the AGM, so that the information can be compiled in advance.
18. 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 email id registered with the Company/RTA to the Company at [investor@digicontent.co.in](mailto:investor@digicontent.co.in).

19. 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 the 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"). The facility for voting through electronic voting system will also be available during the AGM ("InstaPoll") and members attending the AGM who have not cast their vote(s) by remote e-voting, will be able to cast their 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.

20. **The remote e-voting facility will be available during the following period:**

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m. (Server time) on August 26, 2022 (Friday)</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 p.m. (Server time) on August 29, 2022 (Monday)</b>

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

21. Persons whose name appears in the Register of Member/list of Beneficial Owners as on **August 23, 2022 (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.
22. 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) or failing him Mr. Lalit Chaudhary, Company Secretary in practice (C.P. No. 15889) as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner and they have communicated their willingness to get appointed and will be available for the said purpose.
23. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and make a consolidated Scrutinizer's Report submission to the Chairman or any other person authorized by him.
24. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of the conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. [www.digicontent.co.in](http://www.digicontent.co.in) and on the website of Kfin viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office.
25. 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).
26. Any person holding shares in physical form, and non-individual shareholders 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. August 23, 2022, may obtain the login ID and password by sending a request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.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 shareholders 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. August 23, 2022, may follow steps as below.

The process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM is as under:

## **PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Entities”, e-Voting process has been enabled for all Individual members holding shares in demat mode, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants (DPs), in order to increase the efficiency of the voting process. They can cast vote on the resolutions, without registering with e-Voting Service Provider (ESP) viz. Kfin Technologies Limited (“Kfin”).

1. **Individual members holding shares in demat mode:** Access to Depositories e-Voting system and process to cast vote
2. **Members other than “Individuals holding shares of the Company in demat mode”:** Access to Kfin e-Voting system and process to cast vote

### **1. Individual members holding shares in demat mode: Access to Depositories e-Voting system and process to cast vote**

<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>(i) URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>(iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>(iv) Click on company name: “Digicontent Limited” (DCL) or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>(i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select “Register Online for IDeAS”</li> <li style="text-align: center;"><b>OR</b></li> <li><a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>(ii) Proceed with completing the required fields.</li> <li>(iii) Follow steps given in point no. 1 above</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>(i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> </ul>	<p><b>1. User already registered for Easi / Easiest:</b></p> <ul style="list-style-type: none"> <li>(i) URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></li> <li style="text-align: center;"><b>OR</b></li> <li><a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “Login” and select “New System Myeasi”</li> <li>(ii) Enter your user id and password.</li> <li>(iii) Post successful authentication, please click on ‘E-voting’</li> <li>(iv) You will be requested to select the name of the Company: “Digicontent Limited” (DCL) or Kfin and then you will be re-directed to Kfin’s e-Voting page to cast the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for Easi/Easiest:</b></p> <ul style="list-style-type: none"> <li>(i) To register click on the link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>(ii) Proceed with completing the required fields.</li> <li>(iii) Follow steps given in point no. 1 above</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>(i) Open URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and select “E Voting”</li> </ul>

<ul style="list-style-type: none"> <li>(ii) Click on the icon “Login” available under ‘Shareholder/Member’ section.</li> <li>(iii) On the Login page, enter your User ID (i.e. your 16 character demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>(iv) Post successful authentication, click on company name: “Digicontent Limited” (DCL) or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</li> </ul>	<ul style="list-style-type: none"> <li>(ii) Provide BO ID/ demat account number and PAN</li> <li>(iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>(iv) You will be requested to select the name of the Company: “Digicontent Limited” (DCL) or Kfin and then you will be re-directed to Kfin’s e-Voting page to cast the vote during the remote e-Voting period.</li> </ul>
<b>Procedure to login through demat account/website of Depository Participant (DP)</b>	<ul style="list-style-type: none"> <li>(i) You can also login using the credentials of your demat account through your DP registered with NSDL/CDSL for remote e-Voting facility.</li> <li>(ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL.</li> <li>(iii) Click on options available against company name: Digicontent Limited or e-Voting service provider: Kfin and you will be re-directed to e-Voting website of Kfin for casting your vote during the remote e-Voting period.</li> </ul>

After successful login, as explained above, the individual members holding shares in demat mode, are requested to follow steps (f) to (k) mentioned under point no. 2(I)(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID”/“Forget Password” option available the websites of Depositories/DP.

<b>Members facing any technical issue on NSDL website</b>	<b>Members facing any technical issue on CDSL website</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800-1020-990/ 1800-224-430</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 22-23058542-43.</b>

## **2. Members other than “Individuals holding shares of the Company in demat mode”: Access to Kfin e-Voting system and process to cast vote**

### **I. (A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from Kfin with login credentials. Please follow the below process:**

- (a) **Launch internet browser by typing the URL:** <https://evoting.kfintech.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.kfintech.com/> or contact at **040-67162222/ 1800-309-4001** (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