



CIN: L74999DL2017PLC322147

Registered Office: Hindustan Times House (2nd Floor), 18-20, Kasturba Gandhi Marg, New Delhi- 110 001

Ph.: +91-11-6656 1234; E-mail: investor@digicontent.co.in; website: www.digicontent.co.in

May 13, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 542685

Trading Symbol: DGCONTENT

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Dear Sir/Madam,

We enclose herewith a copy of the Postal Ballot Notice ('Notice') of Digicontent Limited ('the Company') dated March 28, 2024 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for seeking approval of the Members of the Company on the following Special business, forming part of the Notice:

S. No.	Special Business	Type of Resolution
1.	Appointment of Mr. Mannu Bhatia (DIN: 10192896) as an Independent Director, not liable to retire by rotation	Special Resolution

In compliance with the provisions of the Act read with various circulars issued by Ministry of Corporate Affairs, Government of India, the Notice is being sent only by email to the Members who have registered their email address with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited or depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Cut-off date i.e. **Friday, May 10, 2024**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide the e-voting facility. The e-voting facility shall commence at **9:00 A.M. (IST) on Tuesday, May 14, 2024 till 5:00 P.M. (IST) on Wednesday, June 12, 2024**. Thereafter, the e-voting module shall be disabled by NSDL. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The communication of the assent or dissent of the Members would only take place through the e-voting system.



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The Notice is also available on the website of the Company viz. www.digicontent.co.in and on NSDL website viz. www.evoting.nsdl.com.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For **Digicontent Limited**

(Arjit Gupta)
Company Secretary

Encl: As above

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, from time to time and Circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA') viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), to seek your approval in respect of the following Special Business through postal ballot by way of remote e-voting process only ('e-voting').

The Statement pursuant to Sections 102(1) and 110 of the Act, setting out the material facts pertaining to the said resolution, is annexed herewith for your consideration.

SPECIAL BUSINESS

ITEM NO. 1

Appointment of Mr. Mannu Bhatia (DIN: 10192896) 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 other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, Regulations 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of

the Company, Mr. Mannu Bhatia (DIN: 10192896) who was appointed as an Additional Director (Independent) w.e.f. April 01, 2024 and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR 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, for a term of five consecutive years w.e.f. April 01, 2024 till March 31, 2029.

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.”

Place: New Delhi

Date: March 28, 2024

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

(Arjit Gupta)

Company Secretary

Membership No.A30696

NOTES:

1. The relevant details, pursuant to Regulation 36 of the SEBI LODR and SS-2, in respect of Director seeking appointment is also annexed hereto and forms part of the Notice as **Annexure A**.
2. The Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (hereafter also referred to as depositories) and whose email id is registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ('KFin' or 'RTA') or depository participant(s), as on **Friday, May 10, 2024** ('Cut-off Date'). In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The Company has engaged the services of NSDL as the agency to provide the e-voting facility. The Notice is also available on the Company's website viz. www.digicontent.co.in and on the website of e-voting agency viz. www.evoting.nsdl.com.
4. The e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on May 14, 2024 (Tuesday)
End of e-voting	Upto 5:00 p.m. (IST) on June 12, 2024 (Wednesday)

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

5. Any person whose name appears in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date shall be entitled to vote through e-voting on the resolution set forth in the Notice. The voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are Members of the Company as on Cut-off date (including those Members who may not have received this Notice due to non-registration of their email id with the RTA or the depository participant(s)) shall be entitled to vote in relation to the resolution specified in this Notice.
6. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary in Practice (C.P No. 12583) as a Scrutinizer to scrutinize the voting through e-voting process, in a fair and transparent manner, and he has given his consent to act as a Scrutinizer.
7. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: sanketjaincs@gmail.com with a copy marked to www.evoting.nsdl.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format 'Corporate Name_EVENNO'.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by him on or before **Friday, June 14, 2024**, after completion of the scrutiny of the e-voting process, who shall countersign the same.
9. The results of Postal Ballot will be declared on or before **Friday, June 14, 2024 by 05:00 P.M. (IST)**. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. www.digicontent.co.in and on NSDL's website viz. www.evoting.nsdl.com. The result will be simultaneously communicated to NSE & BSE.

10. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the Members convened in that behalf. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting facility, i.e. **Wednesday, June 12, 2024**.

11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor@digicontent.co.in from their registered e-mail address mentioning their names, folio numbers/DP ID and Client ID, during the e-voting period of the postal ballot.

12. Manner of Registering/Updating email id:

- Members holding shares in dematerialized mode, are requested to register their email id and mobile number with their relevant depository through their depository participants.
- Members holding shares in physical form and who have not registered/updated their KYC details including e-mail id with the Company or RTA, may register/update such details by downloading the relevant forms from the said link <https://www.kfintech.com/> and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the forms to KFin Technologies Limited, Unit: Digicontent Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032.





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

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual Members holding securities in demat mode

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the ' Beneficial Owner ' icon under ' Login ' which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on ' Access to e-voting ' under e-voting services and you will be able to see e-voting page. Click on Company Name or e-voting service

	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp Alternatively, user can visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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. Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">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> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by companies. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so

	<p>that the user can visit the e-voting service providers' website directly.</p> <p>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.</p> <p>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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participants registered with NSDL/CDSL for e-voting facility. On logging in, you will be able to see e-voting option. click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 .
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 .

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

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.nsd.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 Members other than Individual Members are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email id is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on '**Forgot User Details/Password?**'(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select 'EVEN' of Company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on www.evoting.nsdl.com to reset the password.

2. In case of any query regarding e-voting facility, please refer Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Download section at www.evoting.nsdl.com or send a request to Ms. Pallavi Mhatre , Senior Manager (NSDL) at pallavi@nsdl.com/evoting@nsdl.com or can write at NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai-400013 or call at 022-4886 7000.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@digicontent.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor@digicontent.co.in). If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual Members holding securities in demat mode.**
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on March 28, 2024, recommended the appointment of Mr. Mannu Bhatia (DIN: 10192896) as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. April 01, 2024 till March 31, 2029, to the Members for their approval.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of special resolution.

Accordingly, the item for appointment of Mr. Mannu Bhatia as an Independent Director is being proposed for approval of the Members by way of passing special resolution through postal ballot.

Brief profile of Mr. Mannu Bhatia is as under:

Mannu has had a career spanning 35 years across two corporations: ICI (1987-1998) and PepsiCo (1998-2022). He retired from PepsiCo as senior vice president of Finance & Transformation for the Asia-Middle East Sector, based out of Dubai. Prior to that, he served as CFO for the Middle East &

North Africa and CFO for Asia-Pacific (based out of Hong Kong). Mannu also spent four years in New York working in corporate planning and global R&D functions. He joined PepsiCo in India as the CFO for the Frito-Lay business. His first 10 years post-qualification as a CA were with ICI India, where he honed his skills as a finance professional in various roles across businesses like agrochem, pharma and rubber chemicals. Mannu was also a director on a number of joint venture companies that PepsiCo had e.g. PCPPI, Philippines, Suntory PepsiCo Bottling Company, Vietnam and the Pepsi JVs in Jordan and Lebanon.

Mannu is a B.Com from St Xaviers, Kolkata and a Chartered Accountant. He is currently on the Advisory Board of Foster & Forge (NGO).

In terms of the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI LODR, the Company has received from Mr. Bhatia (i) consent to act as Director u/s 152 of the Act (Form DIR-2); (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become a director including declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence u/s 149(6) of the Act and Regulation 16 of the SEBI LODR including confirmation pursuant to Regulation 25(8) of the SEBI LODR that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and (v) all other necessary information/declarations.

The Company has also received notice from a Member in writing under Section 160 of the Act proposing his candidature as an Independent Director of the Company.

The NRC and the Board is of the opinion that Mr. Mannu Bhatia possess appropriate skills, acumen, integrity, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the SEBI LODR and that he is independent of the management and his association as an Independent Director will immensely benefit the Company.

The details pursuant to Regulation 36 of the SEBI LODR and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

Also, electronic copy of the draft letter for appointment of Mr. Mannu Bhatia as an Independent Director setting out the terms and conditions will be available on the website of the Company at www.digicontent.co.in.

Except Mr. Bhatia, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Mr. Bhatia is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Bhatia is entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder.

The NRC and the Board of Directors commend the resolution set out under Item no. 1 of the Notice for approval of the Members by way of Special Resolution.

Place: New Delhi

Date: March 28, 2024

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

**(Arjit Gupta)
Company Secretary
Membership No.A30696**

Details of the Director seeking appointment pursuant to the provisions of Regulation 36 of the 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. Mannu Bhatia
DIN	10192896
Age	59 years
Brief resume	Refer explanatory statement above
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	Refer explanatory statement above
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer explanatory statement above
Date of Appointment	April 01, 2024
Nature of expertise in specific functional areas	Finance
Qualification	B.Com from St Xaviers, Kolkata and a Chartered Accountant
Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. April 01, 2024, till March 31, 2029. He will be entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company
No. of Equity Shares of Rs.2/- each held in the Company or on behalf of any other person on beneficial basis	None
Remuneration last drawn (including sitting fee during FY-24) (Rs. in lacs)	Not Applicable
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years)	<ul style="list-style-type: none"> • Spacetime Management Private Limited • GenerationWE Private Limited <p>Details of the Company wherein, director has resigned in the past three years: Nil</p>
List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held	Nil
No. of Board Meetings attended during FY- 24	Not Applicable