DIGICONTENT LIMITED
(formerly known as HT Digital Ventures Limited)
Registered Office: Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg, New Delhi 110 001, India
+91 11 6656 1234 +91 11 6656 1270
www.digicontent.co.in corporatedept@digicontent.co.in
CIN: L74999DL2017PLC322147

23 AUG 2019

Ref: DCL/CS/164/2019

BSE Limited
P.J. Tower, Dalal Street
MUMBAI - 400 001

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

Scrip Code: 542685
Trading Symbol: DGCONTENT

Dear Sirs,

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

In terms of the requirement of regulation 30 of SEBI LODR, please find enclosed herewith copy of Postal Ballot Notice dated August 19, 2019, along with Postal Ballot Form.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Digicontent Limited**

(Vikas Prakash)
Company Secretary

(Anup Sharma)
Chief Financial Officer

US

Encl.: As above

DIGICONTENT LIMITED

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(formerly HT Digital Ventures Limited)
CIN: L74999DL2017PLC322147
***Registered Office**: Hindustan Times House (2nd Floor),*
18-20, Kasturba Gandhi Marg, New Delhi-110001
***Ph.**: +91 11 6656 1234 **Fax:** +91 11 6656 1270*
***E-mail:** investor@digicontent.co.in **Website**: www.digicontent.co.in*

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws, to seek your approval in respect of the following Special Business by way of passing Ordinary Resolution through Postal Ballot, including by way of remote e-voting process.

The Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts pertaining to the said resolution, is annexed herewith for your consideration.

SPECIAL BUSINESS

Appointment of Statutory Auditor in casual vacancy

To consider and, if thought fit, to pass the following resolution as ***Ordinary Resolution***:

*"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, and on recommendation of Audit Committee and the Board of Directors, B S R and Associates, Chartered Accountants, (Firm Registration No. 128901W) be and are hereby appointed as Statutory Auditor of the Company w.e.f. July 11, 2019, to fill the casual vacancy caused due to resignation of MRKS and Associates, Chartered Accountants (Firm Registration No. 023711N), and to hold office till the conclusion of next Annual General Meeting of the Company to be held in the calendar year 2020, at an aggregate remuneration of Rs. 9.5 Lac to conduct the audit for the financial year 2019-20, exclusive of applicable taxes and out of pocket expenses.*

***RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized 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**

Place: New Delhi
Date: August 19, 2019

(Vikas Prakash)
Company Secretary

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts and reasons for the proposed ordinary resolution is annexed hereto.

2. The Postal Ballot Notice along with the Form is being sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") as on Friday, August 16, 2019 ("**Cut-off date**"). The Notice is available on the Company's website *viz.* www.digicontent.co.in and on the website of e-voting agency *viz.* https://evoting.karvy.com

3. The Notice along with the Postal Ballot Form is being sent to the Members in electronic form to their e-mail ID registered with their Depository Participants (in case of electronic shareholding) / Company's Registrar and Transfer Agent (in case of physical shareholding). For Members, whose e-mail ID are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.

4. A person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date, shall be entitled to vote through Postal Ballot / remote e-voting on the resolution set forth in the Notice. The voting rights of the Members shall be reckoned on the paid up value of the share(s) registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member as on the Cut-off date, should treat this Notice for information purposes only.

5. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) opting for Postal Ballot are required to send certified true copy 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, along with the Postal Ballot Form.

6. There will be only one Postal Ballot Form for every Client ID/Folio No. irrespective of the number of joint holders. In case shares are held jointly, the Postal Ballot Form shall be completed and signed by the first named Member, and in his/her absence by the next named Member.

7. The Board of Directors in their meeting held on July 31, 2019 has appointed Mr. Sanket Jain, Company Secretary-in-Practice (CP No. 12583) as Scrutinizer to scrutinize the voting through Postal Ballot and remote e-voting process, in a fair and transparent manner.

8. **Members who have not registered their e-mail address, are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) to enable the Company to send future communication(s) in electronic form.**

9. Relevant documents referred to in this Postal Ballot Notice are available at the registered office of the Company for inspection by members without any fee, on all business days (i.e. except Saturday, Sunday and Public holidays) during 10:00 a.m. to 4:00 p.m., from the date of dispatch of this Notice till the last date of receipt of Postal Ballot Forms and remote e-voting i.e. Sunday, September 22, 2019.

10. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided the facility to cast their vote on resolution set forth in the Notice through remote e-voting, and for the same, the Company has engaged the services of Karvy Fintech Private Limited (Karvy), the Registrar & Share Transfer Agent of the Company, as the authorized agency to provide remote e-voting facility. **Members**

can opt for only one mode of voting i.e., either by Postal Ballot or remote e-voting. In case Members have cast their votes through both the modes, then voting done by remote e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid. A Member cannot exercise his/her vote by proxy on Postal Ballot. **Members are requested to carefully read the "Procedure and instructions for remote e-voting" outlined hereunder.**

11. Remote e-voting facility will be available during the following period:

Commencement of e-voting	**From 9.00 a.m. (Server time) on August 24, 2019 (Saturday)**
End of e-voting	**Upto 5.00 p.m. (Server time) on September 22, 2019 (Sunday)**

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

12. Pursuant to the provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, relevant disclosures are annexed herewith.

13. **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

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

(A) In case a Member receives an email from Karvy [For members, whose email address is registered with the Company/Depository Participant(s)]:

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password mentioned in the e-mail). In case of physical folio, User ID will be **EVEN** (E-voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on **"LOGIN".**

iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID 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.**

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the **"EVEN"** i.e., "Digicontent Limited".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number under "FOR" or partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may choose the option "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each

folio/demat account.

ix. 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 "ABSTAIN"**.

x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

xi. A confirmation box will be displayed. Click "OK" to confirm or/else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify.

xii. 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/ Power of Attorney, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email address: sanketjaincs@gmail.com with a copy marked to evoting@karvy.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 Event No."**

(B) In case of members receiving physical copy of Notice [For Members, whose email address is not registered with the Company/Depository Participant(s)]:

i. **EVEN**, User ID and Password are provided at the bottom of the postal ballot form annexed with this notice.

ii. Please follow all steps from Sl. No. (i) to (xii) mentioned under s. no. 13(A) above to cast your vote by electronic means.

(C) During the voting period, Members can login any number of times till they have voted on the Resolution(s). Once the vote on a resolution is cast by a Member, it cannot be changed subsequently.

(D) You can update your mobile number and e-mail address in the user profile details which may be used for sending future communication(s).

(E) Voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. August 16, 2019.

(F) Any person who is a Member of the Company may obtain the User ID and Password in the manner as mentioned below:

i. 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

ii. If e-mail address or mobile number of the member is registered against Folio No./ DPID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a new password.

iii. Member may call Karvy's toll free number 1800-345-4001 Monday to Saturday (from 8.00 A.M. to 8.00 P.M).

iv. Member may send an e-mail to evoting@karvy.com requesting User ID and Password. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.

14. In case of any query/grievance, in respect of remote e-voting, Members may refer to Help & FAQ's section / E-voting user manual available at the "Downloads" section of Karvy's website: https://evoting.karvy.com or contact Mr. G. Ramesh Desai, Manager-Corporate Registry at Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 or at email address: evoting@karvy.com or contact no. 040-6716 2222 or Karvy's toll free No. 1800-345-4001, Monday to Saturday (from 8.00 A.M. to 8.00 P.M.).

15. **PROCEDURE FOR CASTING VOTE THROUGH BALLOT FORM**

(i) Members desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. However, envelopes containing Postal Ballot Form, sent by courier or by registered post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Sunday, September 22, 2019. Any Postal Ballot Form received after 5.00 p.m. on Sunday, September 22, 2019 shall be treated as if the reply from the member has not been received. The Company shall not be responsible for any loss or delay attributable to the Postal Department/ Courier Agency or for reasons beyond the control of the Company and/or the Postal Department/ Courier Agency.

Members are requested to carefully read the instructions printed overleaf the Postal Ballot Form, before exercising their vote.

(ii) Members who have received the Postal Ballot Notice by e-mail and wish to vote in physical form/ seeking a duplicate copy of Postal Ballot Form, may download the Ballot Form attached to the e-mail or from the web link: https://evoting.karvy.com or from the Company's website viz. www.digicontent.co.in where the Postal Ballot Notice is displayed, and send the duly completed and signed Ballot Form, so as to reach the Scrutinizer on or before 5.00 p.m. on Sunday, September 22, 2019.

16. The Scrutinizer will submit his report to Chairman or any other person authorized by Chairman, after completion of scrutiny of the Postal Ballot forms and remote e-voting, who shall countersign the same.

17. The results of Postal Ballot will be declared by Chairman or any other person authorized by Chairman within 48 hours from the conclusion of voting process i.e. Tuesday, September 24, 2019 at the registered office of the Company situated at Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001 and the results shall also be announced to BSE Limited & The National Stock Exchange of India Limited. 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 Karvy's website viz. https://evoting.karvy.com. The results of Postal Ballot and remote e-voting along with the Scrutinizer's report shall also be displayed on the Notice Board of the Company at its Registered Office at New Delhi.

18. The Resolution, if passed by requisite majority, shall be deemed to have been passed as on the last date for receipt of duly completed Postal Ballot forms / e-voting, i.e. Sunday, September 22, 2019.

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

The Board of Directors on recommendation of Audit Committee and subject to approval of members, appointed B S R and Associates, Chartered Accountants *[Firm Registration No. 128901W]* ("BSR") as Statutory Auditor of the Company w.e.f. July 11, 2019, to fill the casual vacancy caused due to resignation of MRKS and Associates, Chartered Accountants *[Firm Registration No. 023711N]* ("MRKS").

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 their peer review certificate is valid up to January 10, 2020.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, appointment of Statutory Auditor in causal vacancy caused due to resignation of the existing Auditor, shall also be approved by the Company in a general meeting convened within three months of appointment/recommendation of the Board, and such Auditor shall hold office till the conclusion of the next Annual General Meeting (AGM).

Accordingly, the Board of Directors has recommended for approval of the members, appointment of BSR as Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of the existing statutory auditor w.e.f. July 11, 2019 till conclusion of next AGM to be held in calendar year 2020.

BSR has given its 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 2019-20 is Rs. 9.5 Lac, exclusive of out of pocket expenses, fee paid for any other services and applicable taxes, as applicable. There is an increase in the fee proposed to be paid to BSR from the fee that was paid to the outgoing auditor viz. MRKS, due to significant increase in the volume and value of transactions, upon transfer of and vesting in "Entertainment and Digital Innovation business" of HT Media Limited (HTML) into the Company and listing of equity shares of the Company on stock exchanges (w.e.f. June 18, 2019) pursuant to Scheme of Arrangement (Demerger) under section 230-232 read with section 66 of the Act, between HTML and the Company.

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 Resolution set out in the Notice for approval by the Members.

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

Place: New Delhi
Date: August 19, 2019

(Vikas Prakash)
Company Secretary

(*formerly known as HT Digital Ventures Limited*)
CIN: L74999DL2017PLC322147
Registered Office: Hindustan Times House (2nd Floor), 18-20, Kasturba Gandhi Marg, New Delhi- 110 001
Phone: +91 11 6656 1608 **Fax**: +91 11 6656 1445
Email: investor@digicontent.co.in **Website:** www.digicontent.co.in

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No. : BALNO

1. Name of Member (IN BLOCK LETTERS) & Registered address of the sole/first named Member/beneficial owner	:	HOLDER HOLDER_ADD HOLDER_AD1 HOLDER_AD2 HOLDER_AD3 PIN : HOLDER_PIN
2.Name(s) of the Joint Shareholder(s), if any	:	SECOND THIRD
3. Registered Folio No./DP ID No./Client ID No.* (*Applicable to members holding shares in dematerialized form)	:	DPID / HOLDER_FOL
4. Number of equity share(s)held	:	TOTAL_SHAR

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed by the Members through Postal Ballot for the business stated in the Postal Ballot Notice dated August19, 2019, by conveying/sending my/our assent (FOR) or dissent (AGAINST) to the said Ordinary Resolution by placing a tick mark (✓) at the appropriate box below:

Description of Resolution	No. of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution Appointment of B S R and Associates, Chartered Accountant, (Firm Registration No. 128901W) as Statutory Auditor in casual vacancy.			

Place :
Date :

(Signature of Member)

PARTICULARS FOR E-VOTING

EVEN (E-voting Event Number)	USER ID	PASSWORD
EVENT_NO	USER_ID	PWD

Note: Please read the instructions printed overleaf and the Postal Ballot Notice dated August 19, 2019 carefully, before exercising your vote.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 9.00 a.m. (Server time) on August 24, 2019 (Saturday)	Upto 5.00 p.m. (Server time) on September 22, 2019 (Sunday)

INSTRUCTIONS

1. A Member desiring to exercise vote by physical Postal Ballot, may complete this Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope which bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company. Postage will be borne and paid by Digicontent Limited (the "Company"). However, envelope containing Postal Ballot Form, if deposited in person or sent by courier or registered post at the expense of the Member will also be accepted.

2. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/RTA or Depository Participants for shares held in physical and dematerialized form, respectively). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.

3. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The votes of a Member will be considered invalid on any of the following grounds:

   a. if the Postal Ballot form has not been signed by or on behalf of the Member;
   b. if the Member's signature does not tally;
   c. if the Member has marked his / her / its vote both for `Assent' and also for `Dissent' to the `Resolution' in such a manner that the aggregate Shares voted for `Assent' and `Dissent' exceeds total number of Shares held;
   d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
   e. if the Postal Ballot Form is incomplete or incorrectly filled;
   f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or `Dissent', or if the signature could not be verified, or one or more of the above grounds; and
   g. if the form other than the one issued by the Company is used.

4. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.

5. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m., Sunday, September 22, 2019**. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Member has not been received.

6. A Member may request for a duplicate Postal Ballot Form by writing email to evoting@karvy.com. However, the duly completed Form should reach the Scrutinizer not later than the date specified under instruction No. 5 above.

7. There will be only one Postal Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint Shareholder(s).**Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / list of beneficial owners as on the Cut-off date i.e. August 16, 2019**.

8. Physical Postal Ballot Form signed in a representative capacity must be accompanied by the requisite certified copy of Board Resolution / Power of Attorney/ Authority Letter etc. together with duly attested specimen signature(s) of the authorized signatory(ies). If the same is /are already registered with the Company, please quote the registration number.

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company will not be able to act on the same.

10. Members have option to vote either through e-voting as per "Procedure and instruction for e-voting" provided in the Notice sent herewith or through Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by Postal Ballot Form also and vice-versa. However, in case a Member cast his/her vote via both Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

11. Scrutinizer's decision on the validity of the Postal Ballot Form and any other related matter shall be final and binding.

12. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark in the appropriate box.

13. The Company will not be responsible if the envelope containing the Ballot form is lost in transit.