

NOTICE IS HEREBY GIVEN THAT THE 20TH (TWENTIETH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VALUEFIRST DIGITAL MEDIA PRIVATE LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, THE 20TH DAY OF SEPTEMBER, 2023 AT 10:30 AM (IST) AT TANLA TECHNOLOGY CENTRE, HITECH CITY ROAD, MADHAPUR HYDERABAD TELANGANA 500081 TO TRANSACT THE FOLLOWING BUSINESSES AT SHORTER NOTICE:

Ordinary Business:

1. To receive, consider and adopt, the **Audited Standalone Annual Financial Statements** of the Company for the financial year ended March 31, 2023, along with the Reports of the Directors and Auditors thereon.
2. To receive, consider and adopt, the **Audited Consolidated Annual Financial Statements** of the Company for the financial year ended March 31, 2023, along with the Auditors Report thereon.
3. To consider and approve a final dividend for **Series C Preference Shareholders of the Company of INR 6,98,448/-** (being INR 15.48665/- per Series C Preference Share) for the financial year ended March 31, 2023 and in this regard, to consider and if thought fit, to pass the following Ordinary Resolution:

"RESOLVED THAT on recommendation of the Board of Directors of the Company a preferential dividend on the 45,100 number of Cumulative Compulsorily Convertible Preference shares bearing ISIN: INE418M03025 (Series C Preference Share) at INR 15.48665/- per share aggregating to INR 6,98,448/- (Rupees Six Lakh Ninety-Eight Thousand Four Hundred and Forty Eight Only) for the financial year ended on March 31, 2023, be and is hereby declared for payment to the Series C Preference Shareholders.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Anubhav Batra, Chief Financial Officer, of the Company, be and are hereby severally authorized to complete all the paper formalities which may be required for remitting the dividend to the shareholders account and to do all such acts, deeds and things which are incidental and ancillary to give effect to the above."

4. To consider appointment of **M/s MSKA & Associates, Chartered Accountants** as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration, and in this regard, to consider and if thought fit, to pass the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for time being in force), M/s MSKA & Associates, Chartered Accountants, (Firm registration no. 105047W), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, to audit the accounts of the Company from the financial year 2023-24 till the financial year 2027-2028 and to hold office from the conclusion of this 20th Annual General Meeting till the conclusion of 25th Annual General Meeting at such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to file the necessary form(s)/returns, documents, papers as are required to be filed with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected thereto.”

**By and on Behalf of Board
For ValueFirst Digital Media Pvt. Ltd.**

Sd/-

**Vishwadeep Bajaj
Managing Director
DIN: 01724145**

Date: September 18, 2023

Place: Gurugram

Registered Office Address: G - 270, G - Block, Phase - 6,
Aya Nagar, New Delhi 110047

NOTES:

1. In view of the COVID -19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated 28.12.2022 & 11/2022 dated 28.12.2022 (collectively referred to as '**MCA Circulars**') permitted the holding of the Annual General Meeting ('**AGM**') through Video Conferencing ('**VC**') facility /Other Audio Visual Means ('**OAVM**'), without the physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars, the Board of Directors of the Company are giving the option to all stakeholders to attend the Extra Ordinary General Meeting through VC. You may please be requested to kindly confirm your action to attend the AGM through VC at legal@vfirst.com at least 48 hours before the scheduled time of the AGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. Proxies in order to be effective should be duly completed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A proxy form is appended herewith along with the attendance slip for use of the members.
3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M. up to the date of the Extra-Ordinary General Meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/proxies are requested to bring duly filled attendance slips sent herewith to attend the Meeting.
6. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, prior notice in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

VALUEFIRST DIGITAL MEDIA PRIVATE LIMITED

CIN: U64202DL2003PTC122688

Regd. Office: G - 270, G - BLOCK, PHASE - 6, NEAR RUDRA PUBLIC SCHOOL, AYA NAGAR, NEW DELHI-110047**ATTENDANCE SLIP**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id/ Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full

I/we hereby record my/our presence at the Annual General Meeting of the Company being held on Wednesday, 20th of September, 2023 at 10:30 A.M. at Tanla Technology Centra, Madhapur, 16, Hitech City Rd, Hyderabad, Telangana 500081, India by video conferencing or other audio visual means.

Please Insert (√) in the box

☐ MEMBER☐ PROXY

Signature of Member/Proxy**www.vfirst.com**

Tel: +91 124 4632000

Email: info@vfirst.com

CIN U64202DL2003PTC122688

Registered Office:

G 270, G Block, Phase- 6

Aya Nagar, New Delhi

110047, Delhi, India

ValueFirst Digital Media Pvt Ltd

B-18, Infocity 1

Sector 34, Gurugram 122001

Haryana, India