July 14, 2026

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 (East)
Mumbai- 400 051

Scrip Code: 542685

Trading Symbol: DGCONTENT

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Extra ordinary General Meeting

Dear Sir/Madam,

Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Friday, August 7, 2026 at 12:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") Facility.

The EGM Notice is uploaded on the website of the Company at https://www.digicontent.co.in/

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide Remote e-Voting facility to all its Members ("Remote e-Voting") to enable them to cast their vote electronically for the resolutions set out in the Notice of EGM.

Additionally, the Company is providing the facility of voting through e-voting system during the EGM ("e voting"). The Company has engaged the services of NSDL for the purpose of providing Remote e-voting and e-voting facilities to all its Members. The Cut-off Date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at the EGM is Friday, July 31, 2026. A person whose name is recorded in Register of Members or in the Register of Beneficial owners maintained by the Depositories as on Cut-off Date, shall be entitled to avail the facility of Remote e-voting or e-Voting at the EGM.

The remote e-voting shall commence on Tuesday, August 4, 2026 at 9:00 A.M. and end on Thursday, August 6, 2026 at 5:00 P.M.

The aforesaid documents, i.e. EGM Notice has been dispatched electronically to all eligible shareholders whose email addresses are registered with the Company / KFin Technologies

Limited, Registrar and Transfer Agent of the Company as on July 10, 2026.

Copy of the aforesaid EGM notice is enclosed herewith. This is for your information and records purpose.

Thanking you,

Yours faithfully,
For **Digicontent Limited**
Shubham Jain
Digitally signed by Shubham Jain
Date: 2026.07.14 17:01:27 +05'30'
(Shubham Jain)
Company Secretary
Encl.: *As above*

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

The notice ("**Notice**") is hereby given that the Extra-ordinary General Meeting ("**EGM**") of the Members of Digicontent Limited ("**Company**") will be held on Friday, 7th August, 2026 at 12:00 P.M. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

SPECIAL BUSINESS

1. **Increase in Authorised Share Capital of the Company and alteration in the capital clause of the Memorandum of Association of the Company**

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

*"**RESOLVED THAT** pursuant to Sections 13, 61 read with Section 64 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("**Act**"), read with the provisions of the Memorandum of Association and Articles of Association of the Company, relevant provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), as amended, and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other approval(s), consent(s), permission(s) and/ or sanction(s) or the appropriate authorities (including regulatory and statutory authorities), institutions, or bodies, as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to increase and alter the authorised share capital of thejh Company from the existing INR 13,00,00,000 (Indian Rupees Thirteen Crores only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) equity shares of INR 2 (Indian Rupees Two only) each to INR 20,00,00,000 (Indian Rupees Twenty Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of INR 2 (Indian Rupees Two only) each.*

RESOLVED FURTHER THAT *pursuant to Sections 4, 13, 61 read with Section 64 and all other applicable provisions, if any, of the Act, the provisions of the Memorandum of Association and Articles of Association of the Company, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be required, consent of the members of the Company be and is hereby accorded to alter and replace the existing Clause V of the Memorandum of Association of the Company as under:*

*"**V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 2/- (Rupees Two only) each.**"*

RESOLVED FURTHER THAT *for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."*

2. <u>ISSUANCE OF WARRANTS ON PREFERENTIAL BASIS</u>

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 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as the "**Act**"), and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed ("**Stock Exchanges**"), the rules, regulations and guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**"), as amended and in accordance with other applicable laws, rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI, and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (*hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder*), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 1,40,85,571 (One Crore Forty Lakh Eighty Five Thousand Five Hundred Seventy One) warrants of the Company ("**Warrants**"), each carrying a right exercisable by the warrant holder to subscribe to 1 (one) fully paid-up equity share of the Company having face value of INR 2 (Indian Rupees Two only) each, in one or more tranches, for cash, at an issue price of INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only) per Warrant ("**Warrant Issue Price**"), being the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an amount aggregating up to INR 37,19,99,930.11 (Indian Rupees Thirty Seven Crore Nineteen Lakh Ninety Nine Thousand Nine Hundred Thirty and Eleven Paise Only) ("**Preferential Issue**") to the following allottee(s) listed below (hereinafter referred to as "**Proposed Allottee(s)**"), on such terms and conditions as detailed herein below:

Sr. No.	Name of the Proposed Allottee(s)	Number of Warrants	Amount (INR)	Category
1.	The Hindustan Times Limited	35,97,122 ("**Promoter Warrants**")	9,49,99,992.02	Promoter
2.	Kiran Vyapar Limited	35,97,122	9,49,99,992.02	Non-Promoter
3.	Zapfin Teknologies Private Limited	7,57,288	1,99,99,976.08	Non-Promoter
4.	Peanence Commercial Private Limited	6,43,695	1,69,99,984.95	Non-Promoter
5.	Tremis Consultancy LLP	35,97,122	9,49,99,992.02	Non-Promoter
6.	Zafar Ahmadullah	18,93,222	4,99,99,993.02	Non-Promoter
	Total	**1,40,85,571**	**37,19,99,930.11**	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of ICDR Regulations, the '**Relevant Date**' for the purpose of determining the floor price for the Preferential Issue of Warrants shall be 8th July, 2026, being the date 30 (thirty) days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e. 7th August, 2026.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable law:

a) The tenure of the Promoter Warrants shall be 18 (eighteen) months from the date of allotment of the Warrants and the tenure of the Warrants allotted to Kiran Vyapar Limited, Zapfin Teknologies Private Limited, Peanence Commercial Private Limited, Tremis Consultancy LLP and Zafar Ahmadullah, (collectively referred to as "**Non-Promoter Warrants**") shall be 12 (twelve) months from the date of allotment of the Warrants (collectively, "**Warrant Exercise Period**").

b) The right attached to each Warrant held by Proposed Allottee(s) may be exercised to obtain allotment of 1 (one) equity share against each warrant at any time after the date of allotment but on or before the expiry of the respective Warrant Exercise Period.

c) An amount equivalent to 25% (twenty-five per cent) of the Warrant Issue Price shall be paid by the Proposed Allottees on or prior to the date of allotment of Warrants and balance amount i.e. 75% (seventy five per cent) of the Warrant Issue Price shall be paid by the Proposed Allottees at the time of exercise of warrants.

d) In the event the Proposed Allottee(s) do not exercise Warrants within the respective Warrant Exercise Period from the date of allotment, the unexercised Warrants shall lapse and the amount paid upfront by the Proposed Allottee(s) shall stand forfeited by the Company.

e) The Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 (fifteen) days from the later of: (i) the date of the passing of special resolution by the members; or (ii) receipt of the last approval/ permission required for such allotment from any regulatory authority.

f) The price determined above and the number of Equity Shares to be allotted upon the exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

g) The consideration for allotment of Warrants shall be paid into the designated bank account of the Company from the bank account of the respective Proposed Allottee and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

h) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. Such Equity Shares shall be fully paid-up and shall rank *pari-passu* with the existing equity shares of the Company in all respects including the payment of dividend, voting rights, stock split, bonus shares and/or rights issuance.

i) The Equity Shares to be allotted on exercise of the Warrants shall be listed and traded on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

j) The Warrant holder shall not be entitled to any voting rights and/or dividend pay-out.

k) The Warrants and the Equity Shares to be allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.

l) The pre-preferential shareholding, if any, of the Proposed Allottees, if any, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.

m) If the Proposed Allottee(s) is found not eligible for the aforesaid allotment or upon non-receipt of necessary approval(s) of the regulatory authority(ies), as may be required, the Company shall not allot any Warrants to the Proposed Allottee(s).

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name and details of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants in Form PAS-5 and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the Act and rules framed thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual or desirable for such purpose, without being required to seek any further consent(s) or approval(s) of the members of the Company, including but not limited to the following:

a) to issue and allot the Warrants and such number of equity shares as may be required to be issued and allotted upon exercise of the Warrants, without requiring any further approval of the members;

b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications/ undertakings/ intimations and other declarations to effect the above resolutions, including to make applications to applicable regulatory authorities including the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;

c) to vary, modify or alter any of the relevant terms and conditions attached to the Warrants, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue;

d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the Preferential Issue, without requiring any further approval of the members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

e) to issue clarifications in relation to the Preferential Issue, without limitation, as per the terms and conditions of ICDR Regulations, LODR Regulations, and other applicable guidelines, rules and regulations;

f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, legal representatives, attorneys and advisors for the Preferential Issue); and

g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including ICDR Regulations and the LODR Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Place: New Delhi
Date: 14th July, 2026

By Order of the Board
For **Digicontent Limited**
Sd/-
(Shubham Jain)
Company Secretary
Membership No. A58662

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 02/2022 dated 5th May 2022 and subsequent circulars issued in this regard, the latest being General Circular No.03/2025 dated 22nd September 2025 (collectively referred to as 'MCA Circulars'), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Extra-ordinary General Meeting ("EGM") of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at the venue of the EGM. Registered Office of the Company shall be deemed to be the venue of this EGM.

2. Since the ensuing EGM is being held pursuant to the MCA and SEBI Circular through VC/OAVM which does not require physical attendance of Members at the EGM, the facility to appoint proxy by the Members will not be available for this EGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.

3. Since EGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.

4. An Explanatory Statement pursuant to Section 102 of the Act, read with LODR Regulations, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable, setting out material facts concerning the business under Item No. 1 & 2 of the Notice is annexed hereto.

5. Members are requested to carefully read **"The instructions for Members for remote e-Voting and joining Extra-ordinary General Meeting"** given below in this Notice.

6. Members attending the EGM 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 EGM through VC/ OAVM facility. Institutional/Corporate Members (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 EGM 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 e-mail to the Scrutinizer at e-mail id: **info@dsassociate.com** with a copy marked to **evoting@nsdl.com.** Institutional members/Corporate Members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

8. All investor related communication may be addressed to Kfin Technologies Limited (Kfin/ RTA) at the following address:
   Kfin Technologies Limited
   Unit: Digicontent Limited
   Ramky Selenium Building, Tower B,
   Plot No. 31 & 32, Financial District,
   Nanakramguda, Serilingampally
   Hyderabad, Rangareddy, Telangana, India -500032
   Tel: +91 - 40 - 67162222
   Toll free No.: 1800 309 4001
   WhatsApp Number: +91 910 009 4099
   KPRISM (Web Application): https://kprism.kfintech.com/
   E-mail id: einward.ris@kfintech.com
   Corporate Website: https://www.kfintech.com
   Website: https://ris.kfintech.com

9. In compliance with above mentioned MCA circulars, the Notice calling this EGM 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 EGM will also be available on the Company's website viz. https://www.digicontent.co.in/ and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (**www.bseindia.com and www.nseindia.com)** respectively and the website of National Securities Depository Limited **("NSDL")** (agency for providing the Remote e-Voting facility) at **www.evoting.nsdl.com.**

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. 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 Participants for availing this facility. The Members may also visit Company's website viz. **https://www.digicontent.co.in/** and website of RTA viz. **https://ris.kfintech.com/clientservices/isc/isrforms.aspx** for downloading Form SH-13 and other Nomination and KYC related documents.

12. 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.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at **https://www.digicontent.co.in/** and on the website of the Company's RTA at **https://ris.kfintech.com/clientservices/isc/isrforms.aspx.** It may be noted that any service request can be processed only after the folio is KYC compliant.

14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the 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. Requests for consolidation of share certificates shall be processed in dematerialized form.

15. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & the MCA Circulars and Regulation 44 of LODR Regulations, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with **NSDL** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using **remote e-Voting** system as well as **e-Voting during the meeting (venue voting)** on the date of the EGM will be provided by NSDL.

16. **The remote e-Voting facility will be available during the following period:**

Commencement of remote e-Voting	**From 9.00 A.M. (Server time) on August 4, 2026 (Tuesday)**
End of remote e-Voting	**Up to 5.00 P.M. (Server time) on August 6, 2026 (Thursday)**

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

17. Persons whose name appears in the Register of Member/list of Beneficial Owners as on Friday, July 31, 2026 **(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 EGM and venue voting. Any person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

18. The Board of Directors has appointed Mr. Dhawal Kant Singh, Partner (C.P. No. 7347) or failing him Mr. Kabindra Jha, Partner (C.P. No. 22748) of M/s D.S. Associates, Practicing Company Secretaries as

Scrutinizer to scrutinize the remote e-Voting and venue voting, process in a fair and transparent manner and they have communicated their willingness to get appointed and will be available for the said purpose.

19. After conclusion of e-Voting at the EGM, Scrutinizer will scrutinize the votes cast during the meeting and venue voting, and make a consolidated Scrutinizer's Report for submission to the Chairperson or any other person authorized by her.

20. The result of e-Voting (remote e-voting and venue voting) will be declared within two working days of the conclusion of EGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website *viz*. **https://www.digicontent.co.in/** and on the website of NSDL viz. **www.evoting.nsdl.com**. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, NSDL and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office and Corporate Office.

21. The resolution as set out in the notice of EGM shall be deemed to be passed on the date of EGM, subject to receipt of requisite number of votes in favour of the resolution(s).

22. Any person holding shares in physical form, and non-individual Members 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. Friday, July 31, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.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 Members 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. Friday, July 31, 2026, may follow steps as below.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of 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 to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com**. Select **"Register Online for IDeAS Portal"** or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold 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 or joining virtual meeting & voting during the meeting.

	5. Members/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.4 
Individual Members holding securities in demat mode with CDSL	1. 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. 2. 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 company. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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. 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 able to directly access the system of all e-Voting Service Providers.
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 Participant registered with NSDL/CDSL for e-Voting facility. upon 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 or joining virtual meeting & voting during the meeting.

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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 'Member/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.nsdl.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. Open the .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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 “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. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **info@dsassociate.com** with a copy marked to **evoting@nsdl.com.** Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login

2. 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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for members available at the download section of **www.evoting.nsdl.com** or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: **evoting@nsdl.com** or at telephone no. 022-48867000.

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

1. 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://ris.kfintech.com/clientservices/isc/isrforms.aspx** 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**, Ramky Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India-500032

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 member 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 and joining virtual meeting for Individual members holding securities in demat mode**.

3. Alternatively, member/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of 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 required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.

3. Members who have voted through Remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM are given below:

   Ms. Pallavi Mhatre, Deputy Vice President (NSDL)
   Address: National Securities Depository Limited
   301, 3rd Floor, Naman Chambers,
   G Block, Plot No. C-32,
   Bandra Kurla Complex, Bandra East,
   Mumbai- 400051
   E-mail id: **evoting@nsdl.com**
   Contact No.: 022 - 4886 7000

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system. Members may follow the Step 1 as mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Member/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, e-mail id, mobile number at **investor@digicontent.co.in.** The same will be replied by the company suitably.

6. Members who would like to express their views or ask questions during the EGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **investor@digicontent.co.in** between July 31, 2026 (9:00 a.m. IST) to August 3, 2026 (5:00 p.m. IST). Only those Members who have registered

themselves as speaker will be allowed to express their views or ask questions at the EGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the EGM. Members are requested to wait for their turn to be called by the during the Question-and-Answer Session. Due to inherent limitation of transmission and co-ordination during the EGM, the Company may have to dispense with or curtail the Question-and-Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the EGM.

Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, read with LODR Regulations and ICDR Regulations, as applicable:

ITEM NO. 1:

Increase in authorised share capital of the Company and alteration in the capital clause of the Memorandum of Association of the Company

*The members are informed that the Board of Directors ("**Board**") of Digicontent Limited ("**Company**"), at its meeting held on 11th July 2026, approved the issuance of 1,40,85,571 warrants on a preferential basis. In view of the proposed capital raise, the existing authorised share capital of Company is proposed to be increased.*

The present authorized capital of the Company is INR 13,00,00,000 (Indian Rupees Thirteen Crores only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) equity shares of INR 2 (Indian Rupees Two only) each.

Accordingly, the Board, at its meeting held on 11th July 2026, approved the increase in the authorized share capital of the Company from INR 13,00,00,000 (Indian Rupees Thirteen Crores only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) equity shares of INR 2 (Indian Rupees Two only) each to INR 20,00,00,000 (Indian Rupees Twenty Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of INR 2 (Indian Rupees Two only) each, subject to the approval of the members of the Company.

As per the provisions of Sections 4, 13, 61 read with Section 64 of the Companies Act, 2013 and further read with the provisions of the Memorandum of Association and Articles of Association of the Company, any increase in authorized share capital and consequent amendment in Memorandum of Association of the Company requires approval of the members of the Company by way of an ordinary resolution. Accordingly, approval of the members is being sought by way of an ordinary resolution.

A copy of the Memorandum of Association and Articles of Association of the Company together with the proposed alteration is available for inspection by the members of the Company without any fee from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an e-mail at investor@digicontent.co.in.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for your approval.

ITEM NO. 2:

Issuance of Warrants on Preferential Basis

The Board of Directors of the Company ("Board") at their meeting held on 11th July, 2026, in order to reduce debt servicing cost, improve profitability, enhance ability to raise capital in future, and to fortify the financial position and optimize its capital structure, approved raising of funds aggregating up to INR 37,19,99,930.11 (Indian Rupees Thirty-Seven Crore Nineteen Lakh Ninety Nine Thousand Nine Hundred Thirty and Eleven Paise Only) by way of issuance up to 1,40,85,571 (One Crore Forty Lakh Eighty Five Thousand Five Hundred Seventy One) warrants, each carrying a right exercisable by the warrant holder to subscribe to 1 (one) fully paid-up equity share of the Company of face value of INR 2 (Indian Rupees Two only) each ("Warrants") at an issue price of INR 26.41 (Indian Rupees Twenty Six and Forty One paise only) each payable in cash ("**Warrants Issue Price**"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months in the case of Promoter Warrants and 12 (twelve) months in the case of Non-Promoter Warrants as per the details disclosed in the resolution no. 2.

The Proposed Allottees have also confirmed their eligibility in terms of the applicable provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), as amended from time to time, approval of the members of the Company by way of special resolution is required to issue warrants on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the Members is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Act, as well as applicable regulations of the ICDR Regulations for the proposed Preferential Issue.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Preferential Issue

The Company intends to utilize the gross proceeds from the Preferential Issue towards the following objects:

Sr. No.	**Objects**	**Amount* (INR)**	**Tentative timeline for utilization of funds**
1	Repayment of Debt	35,00,00,000	6 months ***
2	General Corporate Purpose**	2,19,99,930	6 months ***
	Total	37,19,99,930	

*Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

**The amount utilised for general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

***Given that the Preferential Issue involves issuance of Warrants, the issue proceeds from Promoter Warrants and Non-Promoter Warrants will be received by the Company within 18 (eighteen) months and 12 (twelve) months respectively, from the date of allotment of Warrants. It is estimated by the management of the Company that the entire issue proceeds will be utilized for specified objects (as set out above), in phases, based on the Company's business needs and funds availability, within 6 (six) months from receipt of the funds.

The entire issue proceeds would be utilized for the aforementioned purposes, as per the Company's business requirements and availability of issue proceeds, within the above timelines. However, the same is based on the fund requirement and the proposed utilization schedule is based on management estimates, market conditions, business needs and other commercial and technical factors, and the actual deployment of funds will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors (such as competitive environment and related government requirements, employment and disposable income levels, demographic trends, technological changes, changing customer preferences and increasing regulations or changes in government policies), which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company will have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to *inter-alia* temporarily invest funds by way of deposits with scheduled commercial banks. The Company shall not invest in capital eroding and high-risk taking instruments.

2. Relevant Date with reference to which the price has been arrived at:

The "**Relevant Date**" for the purpose of determination of the floor price of the Warrants to be issued and allotted as above, is 8th July, 2026, being is the date 30 (thirty) days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e. 7th August, 2026

3. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to issue and allot 1,40,85,571 (One Crore Forty Lakh Eighty Five Thousand Five Hundred Seventy One) Warrants, at a price of INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only) per Warrant, aggregating to INR 37,19,99,930.11 (Indian Rupees Thirty Seven Crore Nineteen Lakh Ninety Nine Thousand Nine Hundred Thirty and Eleven Paise Only), such price being not less than the floor price as on the relevant date determined in accordance with the provisions of Chapter V of the ICDR Regulations.

4. **Price or price band at / within which the allotment is proposed or pricing of the Preferential Issue**:

The Warrants are being issued at a price of INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only), which has been determined in accordance with Regulation 164 of the ICDR Regulations. For further details, please refer to Point 5 below.

5. Basis or justification for the price (including the premium, if any) has been arrived at and details of Registered Valuer:

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").

For the purpose of computation of the floor price per warrant, NSE is the Stock Exchange that had higher trading volume for the concerned period and accordingly the same is considered as a recognised Stock Exchange under ICDR Regulations for the purpose of arriving at the price of Warrants.

In terms of the ICDR Regulations, the floor price at which the Warrants can be issued is INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only) per Warrant, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:

a. 90 (ninety) trading days' volume weighted average price ("VWAP") of the equity shares of the Company preceding the Relevant Date: i.e. INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only) per equity share; or
b. 10 (ten) trading days' VWAP of the equity shares of the Company preceding the Relevant Date: i.e. INR 26.15 (Indian Rupees Twenty Six and Fifteen Paise only) per equity share.

The Articles of Association of the Company does not provide for any method of determination for valuation of shares.

Accordingly, the price per Warrant to be issued is fixed at INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only), being not less than the floor price computed in accordance with Chapter V of the ICDR Regulations.

6. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, as follows:

Sr. No.	Name of the Proposed Allottees	Category
1	The Hindustan Times Limited	Promoter
2	Kiran Vyapar Limited	Non-Promoter
3	Zapfin Teknologies Private Limited	Non-Promoter
4	Peanence Commercial Private Limited	Non-Promoter
5	Tremis Consultancy LLP	Non-Promoter
6	Zafar Ahmadullah	Non-Promoter

7. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

The Company has not made any preferential allotment during the current financial year FY 2026-27.

8. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

The Hindustan Times Limited is a promoter of the Company. Apart from The Hindustan Times Limited, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

9. Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No	Category	Pre Issue*		Post Issue*	
		No of shares held	**% of share holding**	**No of shares held**	**% of share holding**
A	**Promoters' holding:**				
1	**Indian:**				
	Individual	-	-	-	-
	Bodies Corporate	3,88,76,364	66.81	4,24,73,486	58.77
	Sub Total	3,88,76,364	66.81	4,24,73,486	58.77
2	**Foreign Promoters**	-	-	-	-
	Sub Total (A)	3,88,76,364	66.81	4,24,73,486	58.77
B	**Non- Promoters' holding:**				
1	**Institutional Investors**	26,369	0.05	26,369	0.03
2	**Non-Institution:**				
	Private Corporate Bodies	62,05,630	10.66	1,48,00,857	20.48
	Directors and Relatives	-	-	-	-
	Indian Public	1,21,76,606	20.93	1,40,69,828	19.47
	Others (Including NRIs)	9,02,109	1.55	9,02,109	1.25
	Sub Total (B)	1,93,10,714	33.19	2,97,99,163	41.23
	Grand Total	**5,81,87,078**	**100.00**	**7,22,72,649**	**100.00**

*****_Assuming all the Warrants issued pursuant to this issue are exercised in order to subscribe to Equity Shares of the Company._
* The Pre-preferential Shareholding is prepared on the basis of latest BENPOS dated 10th July, 2026.
**The post-issue shareholding structure excludes potential dilutions on account of allotment of equity shares due to any corporate action in the interim, including exercise of restricted stock units granted under 'Digicontent Limited – Restricted Stock Unit Plan 2025' of the Company, and consequently the post-issue shareholding percentage of the Proposed Allottees mentioned above may also stand altered.

10. Time schedule within which the Proposed Preferential Issue shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s) or within such further period as may be prescribed or allowed by the concerned statutory or regulatory authority.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:

Based on the confirmation received from the Proposed Allottees, below mentioned are the natural person who are the ultimate beneficial owner of the shares proposed to be allotted and/or who ultimately controls the Proposed Allottees:

Sr. No	Name of the Proposed Allottee(s)	Category	Natural persons who are the ultimate beneficial owners
1	The Hindustan Times Limited	**Promoter**	Ms. Shobhana Bhartia Mr. Priyavrat Bhartia Mr. Shamit Bhartia
2	Kiran Vyapar Limited	**Non-Promoter**	Not Applicable*
3	Zapfin Teknologies Private Limited	**Non-Promoter**	Ms. Hina K Doshi
4	Peanence Commercial Private Limited	**Non-Promoter**	Mr. Saurabh Hemraj Bora
5	Tremis Consultancy LLP	**Non-Promoter**	Mr. Mathew Cyriac
6	Zafar Ahmadullah	**Non-Promoter**	Not Applicable

*****_As Kiran Vyapar Limited is an entity listed on the Stock Exchanges, it is not necessary to identify and verify the identity of any shareholder or beneficial owner of such entities as per the SEBI Circular SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023 read with SEBI Circular SEBI/HO/MIRSD/MIRSDSECFATF/P/CIR/2024/78 dated June 6, 2024._

12. Name of the proposed allottee(s) and the percentage of the post-Preferential Issue that may be held by the Proposed Allottees:

Sr. No	Name of the Proposed Allottee(s)	Category	Pre issue shareholding of the Proposed Allottee(s)		Post issue shareholding of the Proposed Allottee(s) *	
			No. of shares	%	No. of shares	%
1	The Hindustan Times Limited	**Promoter**	3,88,76,364#	66.81%	4,24,73,486	58.77%
2	Kiran Vyapar Limited	**Non-promoter**	0	Nil	35,97,122	4.98%
3	Zapfin Teknologies Private Limited	**Non-promoter**	0	Nil	7,57,288	1.05%
4	Peanence Commercial Private Limited	**Non-promoter**	0	Nil	6,43,695	0.89%
5	Tremis Consultancy LLP	**Non-promoter**	0	Nil	35,97,122	4.98%
6	Zafar Ahmadullah	**Non-promoter**	0	Nil	18,93,222	2.62%

*****_Assuming that Proposed Allottee(s) exercises all the Warrants in order to subscribe to Equity Shares of the Company._
 # Includes Equity Shares held jointly with nominee shareholder(s) on behalf of The Hindustan Times Limited.

13. Change in control, if any, in the Company that would occur consequent to the Preferential Issue:

There will be no change in control of the Company consequent to the completion of the Preferential Issue of the Warrants and/or upon allotment of Equity Shares on exercise of the Warrants to the Proposed Allottees.

14. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects of the issue:

The Hindustan Times Limited, an existing promoter of the Company, shall contribute an aggregate amount of INR 9,49,99,992.02 (Indian Rupees Nine Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred Ninety Two and Two Paise only) as part of the Preferential Issue.

15. Undertaking: The Company hereby undertakes that:

a) None of the Company, its directors or promoters are categorized as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its directors or promoters are categorized as a fugitive economic offender as defined under the ICDR Regulations;

b) The Company is eligible to make the Preferential Issue of Warrants under the provisions of Chapter V of the ICDR Regulations;

c) The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants under the Preferential Issue, in terms of the provisions of the ICDR Regulations where it is required to do so;

d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allotee(s).

e) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Act.

f) The Company does not have any outstanding dues to the Board, the Stock Exchanges or the depositories as on the date of the Notice; and

g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and LODR Regulations, as amended and circulars and notifications issued by SEBI thereunder.

16. Valuation and Justification for the allotment proposed to be made for consideration other than cash:

Not applicable. The Preferential Issue shall be made for cash consideration.

17. Lock-in period:

The Warrants and the Equity Shares to be allotted upon exercise of the rights attached to the Warrants shall be subject to a lock-in for such period as prescribed under Regulation 167 of the ICDR Regulations. The entire pre-preferential allotment shareholding of The Hindustan Times Limited shall be locked-in as prescribed under Regulation 167(6) of the ICDR Regulations.

18. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

The current status of Proposed Allottees as mentioned in the resolution at Item No. 2 will remain unchanged post the Preferential Issue.

19. Practicing Company Secretary Certificate:

The certificate from Ms. Malavika Bansal, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations has been obtained and is made available on the Company's website at the following link: https://www.digicontent.co.in/wp-content/uploads/2026/07/Digicontent-PCS-certficate.pdf and shall be placed before the general meeting of the shareholders.

20. Principal terms of assets charged as securities:

Not applicable.

In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 2 of this Notice.

Hence, the Board recommends the resolutions proposed at Item No. 2 of this Notice for your approval by way of special resolution. Except The Hindustan Times Limited, the promoter of the Company and a subscriber of Warrants and Mr. Priyavrat Bhartia, Director of the Company and disclosed as ultimate beneficial owner of The Hindustan Times Limited, none of the other directors and key managerial personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

Place: New Delhi
Date: 14th July, 2026

By Order of the Board
For **Digicontent Limited**
Sd/-
(Shubham Jain)
Company Secretary
Membership No. A58662