DIGICONTENT LIMITED
Registered Office: Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg, New Delhi 110 001, India
T: +9111 66561355 **W:** www.digicontent.co.in
E: investor@digicontent.co.in, CIN: L74999DL2017PLC322147

31st July, 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 (E),
Mumbai - 400 051

Scrip Code: 542685

Trading Symbol: DGCONTENT

Subject: Clarification to the Notice of the Extra-Ordinary General Meeting pursuant to observations received from National Stock Exchange of India Limited (NSE)

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR")

Dear Sir/Madam,

This is with reference to the Notice dated 14th July, 2026, of the Extra-Ordinary General Meeting ("**EGM**") proposed to be held on 07th August, 2026, issued to the shareholders of Digicontent Limited ("**Company**") for seeking their approval for the proposed preferential issue of warrants ("**Preferential Issue**").

In this regard, we wish to inform you that the Company has received observations from NSE in connection with the application filed by the Company for obtaining in-principle approval from the stock exchanges for the Preferential Issue.

Based on the observations received from NSE, certain disclosures contained in the Explanatory Statement forming part of the EGM Notice are being suitably modified/updated to provide additional clarity.

The modifications/updations pertain to the inclusion of details of 44,10,000 restricted stock units granted under the 'Digicontent Limited – Restricted Stock Unit Plan 2025' in the post issue shareholding pattern as set out in the following sections of the explanatory statement to Item No. 2 of the EGM Notice:

1. Point No. 9: Shareholding pattern of the Company before and after the Preferential Issue.

2. Point No. 12: Name of the proposed allottee(s) and the percentage of the post-Preferential Issue that may be held by the Proposed Allottees.

The modified/updated details to point no. 9 & 12 of the explanatory statement to Item No. 2 of the EGM Notice are provided as **Annexure A** to this letter.

Please note that there are no other changes in the EGM Notice and/or the Preferential Issue, including size of the issue, issue price, number of warrants proposed to be issued, objects of the issue, identity of the proposed allottees or any other material terms and conditions of the Preferential Issue as approved by the board of directors and as disclosed in the EGM Notice.

You are requested to kindly take the above on your record.

Thanking you,

Yours faithfully,
For **Digicontent Limited**

Shubham Jain

Digitally signed by Shubham Jain
Date: 2026.07.31 11:11:57 +05'30'

(Shubham Jain)
Company Secretary
M. No.: A58662
Encl.: *As above*

Corp. office: 5th Floor, Lotus Tower, A Block,
Community Centre, New Friends Colony,
New Delhi-110025
Ph.: 011 - 66561234

Annexure A

Modified/updated point no. 9 of the explanatory statement to Item No. 2 of the EGM Notice, reflecting the post-issue shareholding pattern on a fully diluted basis:

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	55.39
	Sub Total	3,88,76,364	66.81	4,24,73,486	55.39
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	3,88,76,364	66.81	4,24,73,486	55.39
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	19.30
	Directors and Relatives	-	-	25,00,000	3.26
	Indian Public	1,21,76,606	20.93	1,59,79,828	20.84
	Others (Including NRIs)	9,02,109	1.55	9,02,109	1.18
	Sub Total (B)	1,93,10,714	33.19	3,42,09,163	44.61
	Grand Total	**5,81,87,078**	**100.00**	**7,66,82,649**	**100.00**

**The Pre-preferential Shareholding is prepared on the basis of latest BENPOS dated 10th July, 2026.*

***Assuming all the Warrants issued pursuant to this issue are exercised in order to subscribe to Equity Shares of the Company.*

***The post-issue shareholding structure includes potential dilutions on account of allotment of equity shares arising from the exercise of all 44,10,000 outstanding restricted stock units granted under the 'Digicontent Limited – Restricted Stock Unit Plan 2025', which may be exercised within 7 years from the date of each vesting subject to fulfilment of the conditions of grant and vesting.*

***The post-issue shareholding percentages of the Proposed Allottees mentioned above may stand altered on account of any corporate action undertaken by the Company in the interim or any other issuance, conversion or exercise of securities, if any, in accordance with the applicable laws.*

Modified/updated point no. 12 of the explanatory statement to Item No. 2 of the EGM Notice:

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	55.39%
2	Kiran Vyapar Limited	Non-promoter	0	Nil	35,97,122	4.69%
3	Zapfin Teknologies Private Limited	Non-promoter	0	Nil	7,57,288	0.99%
4	Peanence Commercial Private Limited	Non-promoter	0	Nil	6,43,695	0.84%
5	Tremis Consultancy LLP	Non-promoter	0	Nil	35,97,122	4.69%
6	Zafar Ahmadullah	Non-promoter	0	Nil	18,93,222	2.47%

* *The post-preferential issue percentage of shareholding of the Proposed Allottees has been computed assuming that all the Warrants proposed to be issued pursuant to the Preferential Issue are exercised and converted into Equity Shares of the Company and after considering the potential dilution that may arise from the exercise of all 44,10,000 outstanding restricted stock units granted under the 'Digicontent Limited – Restricted Stock Unit Plan 2025'.*

 # Includes Equity Shares held jointly with nominee shareholder(s) on behalf of The Hindustan Times Limited.