



**DIGICONTENT LIMITED**

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18-20, Kasturba Gandhi Marg, New Delhi 110 001, India

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E: investor@digicontent.co.in, CIN: L74999DL2017PLC322147

11<sup>th</sup> July, 2026

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051

**Scrip Code: 542685**

**Trading Symbol: DGCONTENT**

**Subject: Outcome of the meeting of the Board of Directors (“Board”) of Digicontent Limited (“Company”) held on 11<sup>th</sup> July, 2026 and Disclosure under 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 to inform you that the Board of the Company at its meeting held today, i.e. Saturday, 11<sup>th</sup> July, 2026 (which commenced at 11:45 A.M. and concluded at 12:05 P.M.) has, *inter-alia*, transacted the following business(es):

1. **Approved increase in the authorised share capital of the Company and alteration in the capital clause of the Memorandum of Association (“MOA”) of the Company:**

Subject to the approval of the members of the Company, the Board has approved the increase in the authorised share capital of the 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, and the consequent amendment in Clause V (Capital Clause) of the MOA to reflect the increased authorised capital.

The details regarding the proposed amendment to the MOA required under SEBI LODR read with SEBI master circular dated 30<sup>th</sup> January, 2026 bearing reference no. HO/49/14/14(7)2025-CFD-POD2/1/13762/2026 (“**Master Circular**”) are enclosed as “**Annexure I**”.

2. **Approved issuance of warrants by way of a preferential issue:**

Subject to the approval of the members of the Company, and receipt of applicable statutory / regulatory approvals, as may be required, the Board has approved the issuance of 1,40,85,571 (One Crore Forty Lakhs Eighty Five Thousand Five Hundred and Seventy One) warrants (“**Warrants**”), to the Proposed Allottees (*as defined below*), on a preferential issue basis, each carrying a right to subscribe to 1 (one) fully paid-up equity share of the Company of face value of INR 2 (Indian

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Rupees Two only) each, at an issue price of INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only), for an aggregate cash consideration of up to INR 37,19,99,930.11 (Indian Rupees Thirty Seven Crores Nineteen Lakhs Ninety Nine Thousand Nine Hundred Thirty and Eleven Paise Only), in accordance with the provisions of Companies Act, 2013 and the rules made thereunder, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”) and other applicable laws, and on terms and conditions as disclosed herein (“**Preferential Issue**”):

**List of Proposed Allottees**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee(s)</b>	<b>Number of Warrants</b>
1.	The Hindustan Times Limited	35,97,122 (“ <b>Promoter Warrants</b> ”)
2.	Kiran Vyapar Limited	35,97,122
3.	Zapfin Teknologies Private Limited	7,57,288
4.	Peanence Commercial Private Limited	6,43,695
5.	Tremis Consultancy LLP	35,97,122
6.	Zafar Ahmadullah	18,93,222
	<b>Total</b>	<b>1,40,85,571</b>

The details regarding the Preferential Issue as required under SEBI LODR read with the Master Circular are enclosed as “**Annexure II**”.

3. **Approved convening of an extra-ordinary general meeting (“EGM”)**: The Board has approved convening of an extra-ordinary general meeting of the members of the Company on Friday, 7<sup>th</sup> August, 2026, *inter alia*, to seek approval of the members for the above matters. The Board approved the draft of the EGM notice and other related matters. The notice for the said EGM shall be submitted to the stock exchanges in due course in compliance with applicable provisions of the SEBI LODR.

This information is also being uploaded on the website of the Company i.e., [www.digicontent.co.in](http://www.digicontent.co.in).

You are hereby requested to take the above information on record.

Thanking you,

Yours faithfully,

For **Digicontent Limited**

**(Shubham Jain)**

**Company Secretary**

**M. No.: A58662**

**Encl.: As above**

## Annexure I

**Disclosure regarding amendment to the MOA of the Company as required under Regulation 30 and Schedule III of SEBI LODR read with the Master Circular are as under:**

<b>Existing Clause V i.e. Capital Clause</b>	<b>Proposed Clause V i.e. Capital Clause</b>
The Authorized Share Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two only) each.	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.

## Annexure II

### Details regarding the Preferential Issue as required under Regulation 30 and Schedule III of SEBI LODR read with the Master Circular are as under:

Sr.no.	Particulars	Information
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Warrants
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential allotment on a private placement basis (for cash consideration).
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Up to 1,40,85,571 (One Crore Forty Lakhs Eighty Five Thousand Five Hundred and Seventy One) Warrants which are convertible at the option of the holder(s) into equivalent number of fully paid-up equity shares of the Company of face value of INR 2 (Indian Rupees Two only) each, in one or more tranches, at an issue price of INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only) per Warrant, aggregating upto INR 37,19,99,930.11 (Indian Rupees Thirty Seven Crores Nineteen Lakhs Ninety Nine Thousand Nine Hundred Thirty and Eleven Paise Only)
4.	Additional details in case of preferential issue:	
	a) Name of the Investors	(i) The Hindustan Times Limited (ii) Kiran Vyapar Limited (iii) Zapfin Teknologies Private Limited (iv) Peanence Commercial Private Limited (v) Tremis Consultancy LLP (vi) Zafar Ahmadullah

b) Post allotment of securities – outcome of the subscription,	<b>Name of the Proposed Allottee</b>	<b>Pre issue shareholding of the Proposed Allottee(s)</b>		<b>Post issue shareholding of the Proposed Allottee(s)*</b>	
		<b>No. of shares</b>	<b>%</b>	<b>No. of shares</b>	<b>%</b>
	The Hindustan Times Limited	3,88,76,364	66.81%	4,24,73,486	58.77%
	Kiran Vyapar Limited	Nil	Nil	35,97,122	4.98%
	Zapfin Technologies Private Limited	Nil	Nil	7,57,288	1.05%
	Peanence Commercial Private Limited	Nil	Nil	6,43,695	0.89%
	Tremis Consultancy LLP	Nil	Nil	35,97,122	4.98%
	Zafar Ahmadullah	Nil	Nil	18,93,222	2.62%
		<p><i>* Assuming that Proposed Allottee(s) exercises all the Warrants in order to subscribe to Equity Shares of the Company.</i></p> <p><i>Note: 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.</i></p>			
c) Number of investors	6 (Six)				
d) Issue price / allotted price (in case of convertibles),	INR 26.41 (Indian Rupees Twenty Six and Forty One Paise only) per warrant, which is equal to the floor price determined in accordance with the provisions of Chapter V of the ICDR Regulations. The Relevant Date for determining the issue price is 8 <sup>th</sup> July, 2026.				
e) In case of	The tenure of the Promoter Warrants shall not exceed 18				

	convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument.	(eighteen) months and the tenure of Warrants allotted to Kiran Vyapar Limited, Zapfin Teknologies Private Limited, Peanence Commercial Private Limited, Tremis Consultancy LLP and Zafar Ahmadullah (collectively referred to as " <b>Non-Promoter Warrants</b> ") shall not exceed 12 (twelve) months from the date of allotment.
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable