

**DIGICONTENT LIMITED***(formerly known as HT Digital Ventures Limited)*Registered Office: Hindustan Times House (2nd Floor)  
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CIN: L74999DL2017PLC322147

25 FEB 2021

BSE Limited  
P.J. Towers, Dalal Street  
Mumbai - 400 001National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051

Scrip Code: 542685

Trading Symbol: DGCONTENT

**Sub: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation between HT Media Limited ("Transferee Company") and Digicontent Limited ("Transferor Company 1" or the "Company") and Next Mediaworks Limited ("Transferor Company 2") and HT Mobile Solutions Limited ("Transferor Company 3") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder ("Scheme")**

It is hereby certified that the draft Scheme involving HT Media Limited and Digicontent Limited and Next Mediaworks Limited and HT Mobile Solutions Limited and does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on schemes of arrangement involving listed companies ("SEBI Circular"), including the following:

Sr. No.	Reference	Particulars	Status of compliance
<b>Requirement of SEBI LODR</b>			
1	Regulations 17 to 27 of SEBI LODR	Corporate governance requirements	Complied (as applicable)
2	Regulation 11 of SEBI LODR	Compliance with the provisions of Securities laws or requirements of the stock exchanges	Complied - <i>The draft Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchanges. Confirmation from the Company Secretary in relation to the same is enclosed with the application being made under Regulation 37 of SEBI LODR.</i>
<b>Requirements of SEBI Circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied - <i>The relevant documents are enclosed with the application being made under Regulation 37 of SEBI LODR</i>

US



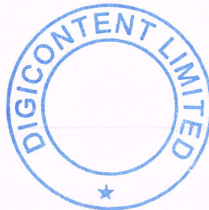
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the applicable conditions specified in Para(I)(A)(3) in relation to the Scheme involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied – <i>The joint Share Exchange Ratio Report from SSPA &amp; Co., Chartered Accountants and Finovex Analytics, is enclosed with the application being made under Regulation 37 of SEBI LODR</i>
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied - <i>Certificate from B S R and Associates, Chartered Accountants, Statutory Auditor of the Company, confirming the accounting treatment mentioned in the Scheme is in compliance with the applicable accounting standards is enclosed with the application being made under Regulation 37 of SEBI LODR.</i>
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	We undertake to comply with the applicable conditions specified in Para(I)(A)(9) in relation to the Scheme.

Thanking you,

Yours faithfully,

For Digicentent Limited

*VS*  
Vikas Prakash  
Company Secretary



*Puneet*

Puneet Jain  
Chief Executive officer

Place: New Delhi

Certified that the transactions / accounting treatment provided in the draft Scheme involving HT Media Limited and Digicentent Limited and Next Mediaworks Limited and HT Mobile Solutions Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Since the Company does not have Managing Director, this Compliance Report has been signed by the Chief Executive Officer.

For Digicentent Limited

*Ajay S. Nair*  
Ajay S. Nair  
Chief Financial Officer



*Puneet*

Puneet Jain  
Chief Executive officer