

May 28, 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

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2026

Ref.: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2026, issued by Ms. Malavika Bansal, Practicing Company Secretary.

This disclosure will also be hosted on the Company's website i.e. <http://www.digicontent.co.in>.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For **Digicontent Limited**

(Manu Chaudhary)

Company Secretary

Encl: As Above



**Annual Secretarial Compliance Report of Digicontent Limited
for the Financial Year ended 31st March 2026**

*[In Compliance with Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015,
as amended from time to time]*

To,
The Board of Directors
Digicontent Limited
CIN: L74999DL2017PLC322147
Regd. Office: Hindustan Times House,
2nd Floor, 18-20, Kasturba Gandhi Marg,
Central Delhi, New Delhi, Delhi, India, 110001

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Digicontent Limited** (hereinafter referred as "the listed entity"), having its Registered Office at Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, Central Delhi, New Delhi, Delhi, India, 110001 and Corporate Office at 5th Floor Lotus Tower, A Block Community Centre, New Friends Colony, South Delhi, New Delhi, Delhi, India, 110025. The Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31st March 2026, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I, Malavika Bansal, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by the listed entity;
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) Other documents which were relevant and which have been relied upon to make this certification,

for the financial year ended 31st March 2026 ("**Review Period**") in respect of compliance with the provisions of:





- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include the following: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI LODR Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the Review Period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the Review Period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (j) And circulars/guidelines issued thereunder

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -





Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the previous years	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of Violation/deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

c. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI LODR Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI LODR Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	-





3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website;• Timely dissemination of the documents/ information under a separate section on the website;• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes	-
4	<u>Disqualification of Director(s):</u> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	Yes Yes	The Company has only one material subsidiary namely HT Digital Streams Limited
6	<u>Preservation of Documents:</u> <p>The listed entity is preserving and maintaining records as prescribed under SEBI LODR Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations.</p>	Yes	-
7	<u>Performance Evaluation:</u> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI LODR Regulations.</p>	Yes	-
8	<u>Related Party Transactions:</u> <p>(a) The listed entity has obtained prior approval of Audit Committee for all</p>	(a) Yes	





	related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee	(b) Not Applicable	Prior approvals obtained for related party transactions
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	-
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by listed entities.	Not Applicable	There was no event of resignation of the statutory auditor of the listed entity or any of its material subsidiaries during the period under review.
13	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI	Yes	-





	Regulations/circular/guidance note etc. except as reported above.		
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Assumptions & Limitations of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Date: 19.05.2026
Place: New Delhi
UDIN: F008231H000404803

Signature
Malavika Bansal
Practising Company Secretary
M. No. F8231
COP No. 9159
Peer Review Certificate No. 5419/2024