TRANSCRIPT OF 1ST EXTRAORDINARY GENERAL MEETING OF DIGICONTENT LIMITED HELD ON FRIDAY, AUGUST 7, 2026 AT 12:00 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS

Shubham Jain (Company Secretary):

Good afternoon, everyone. Dear members, it is my pleasure to welcome you to the 1st Extraordinary General Meeting of your Company for the Financial Year 2026-27. This meeting is being convened via video conferencing as permitted by the circulars issued by the Ministry of Corporate Affairs. Members may please note that this meeting is being recorded in accordance with the provisions of the Companies Act, 2013 & Rules made thereunder. The Company has extended to its members the facility to exercise their right to vote on agenda items of this meeting through remote e-voting facility and e-voting at the EGM. The Company has engaged NSDL to provide the e-voting facility. As you all know, the remote e-voting facility commenced at 9 a.m. on 4th of August, 2026 and concluded at 5 p.m. on 6th of August, 2026. Members who could not cast their vote by remote e-voting may cast their vote on the e-voting platform during this meeting or within 15 minutes after its conclusion. Mr. Dhawal Kant Singh, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the voting process. Members who have registered themselves as speakers may raise their questions or give suggestions once the floor is open for questions. For smooth and seamless conduct of the meeting, all the members have been kept on mute to avoid background noise or disturbance. The Company has taken necessary steps that are required to be taken as per the provisions of law to enable the members to participate at this meeting via video conferencing and vote on the resolutions set forth in the Notice convening this EGM. As the requisite quorum is present, with the permission of the Chair, I call this meeting to order.

Let me introduce the Directors and KMPs of the Company who are present in this meeting:

1. Mr. Priyavrat Bhartia, Chairman,
2. Mr. Mannu Bhatia, Independent Director and Chairman of Audit Committee,
3. Ms. Suchitra Rajendra, Independent Director and Chairperson of Nomination and Remuneration Committee and Stakeholder Relationship Committee,

4. Mr. Lloyd Mathias, Independent Director,
5. Mr. Sameer Singh, Director,
6. Mr. Sandeep Rao, Director,
7. Mr. Puneet Jain, CEO,
8. Mr. Piyush Gupta, Group CFO,
9. Mr. Ajay Nair, CFO.

The representatives of Statutory Auditors and Secretarial Auditors have also joined this meeting. The Notice of this EGM has already been circulated to the members at the registered e-mail addresses in accordance with the applicable circular. With your permission, I take it as read. There are two agenda items for this meeting. First is for the increase in the authorized share capital of the Company and alteration in the capital clause of the Memorandum of Association of the Company, which is proposed as an ordinary resolution. The second one is for the issuance of warrants on preferential basis proposed as a special resolution. The members are apprised that the Company intends to raise capital up to an aggregate amount of Rs.37.20 Crores by issuing 1,40,85,571 warrants on a preferential basis to:

- The Hindustan Times Limited, the Promoter,
- Kiran Vyapar Limited., Zapfin Teknologies Private Limited, Peanence Commercial Private Limited, Tremis Consultancy LLP, and Zafar Ahmadullah, who are the Non-Promoters

at an issue price of INR 26.41 per Warrant, which has been determined in accordance with the provisions of Chapter V of the ICDR Regulations. Out of the INR 37.20 Crores proposed to be raised, INR 35 Crores shall be utilized towards repayment of debt of the Company, and balance 2.20 Crores for general corporate purposes. The members are also apprised that, to facilitate issuance of equity shares upon exercise of the warrants, Company intends to increase the authorized share capital from existing Rs.13 Crores to Rs.20 Crores. The statement annexed to the Notice in connection with these special businesses contains details of the resolutions proposed to be passed.

With the permission of Chair, may I now request the moderator to initiate the Q&A session. He may please enable the pre-registered shareholders to come up one by one and speak. Members are requested to be precise while sharing their views or queries. Over to you, moderator.

Moderator:

Thank you so much, Shubham. Ladies and gentlemen, we will now begin with the question and answer session. We request participants to please unmute their microphone and then go ahead with your queries. We will allow our first speaker member, Manjit Singh. Mr. Singh, please unmute your microphone.

Manjit Singh (Speaker Shareholder):

Am I audible?

Moderator:

Yes, Mr. Singh, please go ahead.

Manjit Singh (Speaker Shareholder):

Company's management, secretarial team, and my co-shareholder, I welcome everyone. Sir, good afternoon. One quarter has passed, we are expecting good results in further three quarters also. I support all the resolutions in this AGM. It is a positive development that there are no pledged shares. You are also bringing forward resolutions; please explain what impact these will have in the coming term and how they will affect the Earnings Per Share, EPS. I am grateful to the Secretarial Department and the Moderator for their hard work in facilitating this connection between us. The time we have shared today will strengthen our investments in the future; I remain hopeful and pray for continued success. Thank you to the secretarial team, the management team, and to you, Sir.

Moderator:

Thank you so much, Mr. Singh. We are taking our next question now from speaker number two. We have Mr. Gagan Kumar. Please go ahead, sir.

Gagan Kumar (Speaker Shareholder): :

Good afternoon, Mr. Chairman, Board of Directors, and fellow shareholders. Myself, Gagan Kumar. I am joining this meeting from Delhi. Two agendas for today, EGM increase in authorized share capital and issue of warrant on preferential basis are welcoming in step. Our CS explained in detail so the query in my mind is already answered by CS in his opening remarks. So nothing more to add here. Just hope that our Company will grow and share will also grow with this. Thank you so much for this opportunity.

Moderator:

Thank you so much, Mr. Gagan Kumar. We are taking our next question now from speaker number three. We have Harsh Shukla. Please go ahead. Mr. Shukla, please unmute your microphone and go ahead with your question.

Harsh Shukla (Speaker Shareholder):

Good afternoon, everyone. Thanks for giving me the opportunity to speak on behalf of the shareholders. My question is, why is a preferential issue and why not a QIP or a right issue? And one more, what is the outlook for the Company business in the medium term?

Moderator:

Thank you so much, Mr. Shukla. That was the last question. I will now hand it over back to the management for further proceedings.

Piyush Gupta (Group CFO):

Thank you. Thank you very much. And good afternoon, dear shareholders and colleagues. So the first question was from Mr. Manjit Singh, who was inquiring about the impact on EPS. Mr. Singh, as the Company Secretary already laid out in the opening remarks, that this money will be garnered through a warrant issue, which will be converted into equity share. And as has been laid out in the shareholder resolution notes, that most of this money, 95% of this money, will be used to retire the debt that the Company has. If you refer to the balance sheet, even our FY2025 and FY2026 balance sheet will be with you shortly. The Company is a net debt Company, and we will use this proceeds to retire the debt. Therefore, this will be EPS accretive in the short term, as and when we retire the debt. So that is to Mr. Manjit Singh, Thank you to Mr. Gagan Kumar. His question had already been answered. And to Mr. Shukla, why are we going through a preferential issue and not a right issue or a QIP? Preferential issue is the fastest and the cheapest process to go through. QIP is a much longer process, which may need more regulations and restrictions. And with our outreach that we did to qualified investors, preferential issue came out to be the best available option to go ahead with, hence the preferential issue and no other view. On the outlook for the Company business, as you would have seen in our quarterly reports sent out to all the shareholders, the Company has been showing pretty handsome growth. We expect this growth momentum to continue. As a matter of fact, even if we look at the mix of our digital revenue vis-a-vis total revenue, In the last five years, they have increased from 53% to 69%. We believe this journey will continue as there are many new levers that we are putting forward in the business. With that, we hope to bring out better and better results each quarter. I hope that answers your question. That is about it. Back to you, CS.

Shubham Jain (Company Secretary):

Thank you, sir. In case any member has any further queries, please feel free to write to us and we will respond. The results of voting on all the items of the agenda of this meeting shall be declared within the prescribed time limit and will also be uploaded on the Company's website after intimation to the stock exchanges. The businesses set forth in the Notice of this meeting have been concluded and a time period of 15 minutes is now available for voting after which the meeting will stand closed. I thank all the members for their participation.

On behalf of the members present, I propose a vote of thanks to the Chair. Members are now requested to proceed with e-voting which will be available for next 15 minutes.

Thank you, everyone, and stay safe.