

24th February, 2025**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: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') - Results of Postal Ballot (by way of e-voting only)

Dear Sir/Madam,

Pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company conducted the Postal Ballot through remote e-voting process, for seeking approval of its members for the resolutions as set out in the Postal Ballot Notice ('Notice') dated 16th January, 2025.

In this regard, we would like to inform you that the resolutions as set out in the Notice have been duly approved by the members of the Company with requisite majority. The resolutions are deemed to have been passed on 24th February, 2025, the last date specified for receipt of votes through remote e-voting process.

In terms of Regulation 30 read with Part — A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief of the said resolutions as approved by the members is as follows:

S.no	Resolutions	Type of Resolutions
1.	Appointment of Mr. Sameer Singh (DIN: 08138465) as Non-Executive Non -Independent Director of the Company	Ordinary Resolution
2.	Approval of "Digicontent Limited - Restricted Stock	Special Resolution

	Unit Plan 2025” and Grant of Restricted Stock Units to the Employees of the Company thereunder	
3.	Grant of Restricted Stock Units to the Employees of Subsidiaries and/or Holding Company of the Company under the “Digicontent Limited - Restricted Stock Unit Plan 2025	Special Resolution

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the result of the Postal Ballot through remote e-voting on the aforesaid resolutions is enclosed in the prescribed format, as Annexure – 1.

The Scrutinizers’ Report on the resolutions passed through Postal Ballot is enclosed as Annexure - 2.

Thanking you,

Yours faithfully,
For **Digicontent Limited**

(Manu Chaudhary)
Company Secretary

Encl.: As above

Annexure-1**SUMMARY OF VOTING RESULTS OF POSTAL BALLOT (BY WAY OF E-VOTING ONLY)****Date of declaration of result- 24th February, 2025**

Name of the Company	Digicontent Limited	
Date of AGM/EGM Last date of receiving Postal Ballot Form/E-voting	24 th February 2025	
Total number of shareholders as on the cut-off date (i.e. 17 th January, 2025)	21171	
No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	Public
	Not Applicable	
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group	Public
	Not Applicable	

ITEM NO.	1
Details of Agenda	Appointment of Mr. Sameer Singh (DIN: 08138465) as Non-Executive Non - Independent Director of the Company
Resolution required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38876364	38876363	99.9999	38876363	0	100.0000	0.0000
	Poll		NOT APPLICABLE					
	Postal Ballot *							

Public- Institutions	E-Voting	26369	0	0.0000	0	0	0.0000	0.0000
	Poll		NOT APPLICABLE					
	Postal Ballot*							
Public- Non Institutions	E-Voting	19284345	2570296	13.3284	2569593	703	99.9726	0.0274
	Poll		NOT APPLICABLE					
	Postal Ballot*							
Total		58187078	41446659	71.2300	41445956	703	99.9983	0.0017

*Not applicable, as the voting has been done through Remote e-voting only

ITEM NO.	2
Details of Agenda	Approval of “Digicontent Limited - Restricted Stock Unit Plan 2025” and Grant of Restricted Stock Units to the Employees of the Company thereunder
Resolution required	Special Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	38876364	38876363	99.9999	38876363	0	100.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot *		NOT APPLICABLE						
Public- Institutions	E-Voting	26369	0	0.0000	0	0	0.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot *		NOT APPLICABLE						
Public- Non Institutions	E-Voting	19284345	4523464	23.4567	1227881	3295583	27.1447	72.8553	
	Poll		NOT APPLICABLE						
	Postal Ballot *		NOT APPLICABLE						
Total		58187078	43399827	74.5867	40104244	3295583	92.4065	7.5935	

*Not applicable, as the voting has been done through Remote e-voting only

ITEM NO.	3
Details of Agenda	Grant of Restricted Stock Units to the Employees of Subsidiaries and/or Holding Company of the Company under the “Digicontent Limited - Restricted Stock Unit Plan 2025
Resolution required	Special Resolution
Whether promoter/ promoter group are interested in the	No

agenda/ resolution?	
---------------------	--

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38876364	38876363	99.9999	38876363	0	100.0000	0.0000
	Poll		NOT APPLICABLE					
	Postal Ballot *							
Public- Institutions	E-Voting	26369	0	0.0000	0	0	0.0000	0.0000
	Poll		NOT APPLICABLE					
	Postal Ballot *							
Public- Non Institutions	E-Voting	19284345	4523464	23.4567	1227776	3295688	27.1424	72.8576
	Poll		NOT APPLICABLE					
	Postal Ballot *							
Total		58187078	43399827	74.5867	40104139	3295688	92.4062	7.5938

*Not applicable, as the voting has been done through Remote e-voting only

The aforesaid resolutions has been passed with the requisite majority.

**Yours Faithfully,
For DIGICONTENT LIMITED**

**(Manu Chaudhary)
Company Secretary
Membership No.: A34640**

Date: 24th February, 2025



SANKET JAIN & CO.

Company Secretaries

**SCRUTINIZER'S REPORT
[POSTAL BALLOT (BY WAY OF E-VOTING)]**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

**The Chairman
Digicontent Limited
[CIN: L74999DL2017PLC322147]
Hindustan Times House (2nd Floor),
18-20, Kasturba Gandhi Marg,
New Delhi - 110001**

Sir,

Sub: Scrutinizer's Report on Postal Ballot Process conducted by way of e-voting only for passing of resolution set out in Postal Ballot Notice dated January 16, 2025 ('Notice'), in terms of Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014

Pursuant to the resolution passed by the Board of Directors of **Digicontent Limited** (hereinafter referred to as the 'Company') on 16th January, 2025, I have been appointed as Scrutinizer to scrutinize the postal ballot process conducted by way of e-voting, in respect of resolution proposed to be passed by the shareholders, contained in the Notice.

I hereby submit my report on the e-voting on the resolution proposed in the Notice, as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 (the 'Act') and rules made thereunder including the General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), and other applicable laws, rules and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relating to passing of resolution(s) by postal ballot process through voting by electronic means.
2. My responsibility as Scrutinizer is restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes casted by the Members on the resolution(s) set out in the Notice, based on the reports accessed from the system provided by the authorized agency engaged by the Company viz. National Securities Depository Limited ('NSDL'). The e-voting facility for postal ballot process was made available during the period from 9:00 A.M. (IST) on January 25, 2025 (Saturday) upto 5:00 P.M. (IST) on February 24, 2025 (Monday) ('e-voting period').

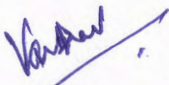


'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

Contact No.: +91-8874888806, +91-8052244888

3. Pursuant to MCA Circulars, Company completed dispatch of Notice on 23rd January, 2025, by way of electronic means to its members (eligible Members) whose names appeared in the Register of Members/ List of Beneficial Owners received from National Securities Depository Limited (NSDL) & Central Depository Services Limited (CDSL) (hereafter referred to as Depositories) as on the cut-off date i.e., January 17, 2025 (Friday) and whose e-mail IDs were registered with the Company/Registrar and Share Transfer Agent/Depositories.
4. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to the Members for this Postal Ballot.
5. In terms of the requirement of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in 'Mint' (English) and 'Hindustan' (Hindi) on 24th January, 2025 (Friday), informing about the completion of dispatch of Notices electronically to the eligible Members, along with other related matters mentioned therein.
6. I had monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL through its designated website. The particulars of e-voting done by the Members of the Company during the e-voting period by logging into online e-voting websites of NSDL & CDSL (as applicable) as provided in the Notice have been considered for my scrutiny.
7. After completion of e-voting, votes cast by the Members were unblocked in the presence of two witnesses not in the employment of the Company, who have signed herein below.



Name: Vaibhav Gupta



Name: Pratham Gupta

8. The votes casted through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on cut-off date i.e., January 17, 2025 (Friday).
9. The particulars of report downloaded from the designated website of NSDL, have been entered in a separate register maintained by me for the purpose of Postal Ballot through e-voting.
10. The summary result of the postal ballot through e-voting process in respect of the resolutions set out in the Notice is given below:

Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in favour (in numbers)	Votes casted in favour (in percentage)	Votes casted against (in numbers)	Votes casted against (in percentage)
1.	Appointment of Mr. Sameer Singh (DIN: 08138465) as Non-Executive Non-Independent Director of the Company	Ordinary	4,14,45,956	99.9983	703	0.0017



2.	Approval of "Digicontent Limited-Restricted Stock Unit Plan 2025" and Grant of Restricted Stock Units to the Employees of the Company thereunder	Special	4,01,04,244	92.4065	32,95,583	7.5935
3.	Grant of Restricted Stock Units to the Employees of Subsidiaries and/or Holding Company of the Company under the "Digicontent Limited-Restricted Stock Unit Plan 2025"	Special	4,01,04,139	92.4062	32,95,688	7.5938

11. The result of the Postal Ballot through e-voting process is as follows:

ITEM NO. 1 – ORDINARY RESOLUTION

Appointment of Mr. Sameer Singh (DIN: 08138465) as Non-Executive Non -Independent Director of the Company

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	3,88,76,364	3,88,76,363	99.9999	3,88,76,363	0	100.00000	0.0000
	Postal Ballot (if applicable)		NOT APPLICABLE					
Public-Institutions	E-Voting	26,369	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NOT APPLICABLE					
Public- Non Institutions	E-Voting	1,92,84,345	25,70,296	13.3284	25,69,593	703	99.9726	0.0274
	Postal Ballot (if applicable)		NOT APPLICABLE					
Total		5,81,87,078	4,14,46,659	71.2300	4,14,45,956	703	99.9983	0.0017



ITEM NO. 2 – SPECIAL RESOLUTION

Approval of “Digicontent Limited - Restricted Stock Unit Plan 2025” and Grant of Restricted Stock Units to the Employees of the Company thereunder

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	3,88,76,364	3,88,76,363	99.9999	3,88,76,363	0	100.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)		NOT APPLICABLE						
Public-Institutions	E-Voting	26,369	0	0.0000	0	0	0.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)		NOT APPLICABLE						
Public- Non Institutions	E-Voting	1,92,84,345	45,23,464	23.4566	12,27,881	32,95,583	27.1447	72.8553	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)		NOT APPLICABLE						
Total		5,81,87,078	4,33,99,827	74.5867	4,01,04,244	32,95,583	92.4065	7.5935	

ITEM NO. 3 – SPECIAL RESOLUTION

Grant of Restricted Stock Units to the Employees of Subsidiaries and/or Holding Company of the Company under the “Digicontent Limited - Restricted Stock Unit Plan 2025

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	3,88,76,364	3,88,76,363	99.9999	3,88,76,363	0	100.00000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)		NOT APPLICABLE						
Public-Institutions	E-Voting	26,369	0	0.0000	0	0	0.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)		NOT APPLICABLE						
Public- Non Institutions	E-Voting	1,92,84,345	45,23,464	23.4567	12,27,776	32,95,688	27.1424	72.8576	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)		NOT APPLICABLE						
Total		5,81,87,078	4,33,99,827	74.5867	4,01,04,139	32,95,688	92.4062	7.5938	



12. **Result:** From the voting pattern mentioned in para nos. 10 and 11 above, it is observed that as mentioned in the Notice, for Item No. 1 (Ordinary Resolution), the valid votes casted in favour exceeds the valid votes casted against and for Item Nos. 2 and 3 (Special Resolution(s)), the valid votes casted in favour exceeds three times the valid votes casted against.

Hence, the resolutions are said to be passed with requisite majority on the date of end of e-voting period i.e. February 24, 2025 (Monday).

The above position may kindly be considered for the purpose of declaring the result of postal ballot through e-voting on the resolution mentioned in the Notice.

Yours Faithfully,

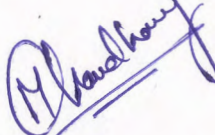
For M/s Sanket Jain & Co.
Company Secretaries
Firm Registration No. S2013UP231400
Peer Review No. 2262/2022



Sanket Jain
(Proprietor)
M. No.: A26531
C.P. No.: 12583
UDIN: A026531F003994572

Date: 24.02.2025
Place: New Delhi

COUNTERSIGNED BY:
For Digicontent Limited



Manu Chaudhary
(Company Secretary)
(Authorised by the Chairperson)
M. No.: A34640

Date: 24.02.2025
Place: New Delhi