

5<sup>th</sup> May, 2025**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: 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 resolution as set out in the Postal Ballot Notice ('Notice') dated 28<sup>th</sup> March, 2025.

In this regard, we would like to inform you that the resolution as set out in the Notice has been duly approved by the members of the Company with requisite majority. The resolution is deemed to have been passed on 5<sup>th</sup> May, 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) Regulation, 2015, brief of the said resolution as approved by the members is as follows:

<b>S.no</b>	<b>Resolution</b>	<b>Type of Resolution</b>
1.	Approval for the Grant of Restricted Stock Units exceeding 1% of issued capital of the Company to the Identified Employee 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) Regulation, 2015, the result of the Postal Ballot through remote e-voting on the aforesaid resolution is enclosed in the prescribed format, as Annexure – 1.

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

Thanking you,

Yours faithfully,  
For **Digicontent Limited**



**(Manu Chaudhary)**  
**Company Secretary**

**Encl.:** *As above*

**SUMMARY OF VOTING RESULTS OF POSTAL BALLOT (BY WAY OF E-VOTING ONLY)****Date of declaration of result- 5<sup>th</sup> May, 2025**

<b>Name of the Company</b>	<b>Digicontent Limited</b>	
<b>Date of AGM/EGM Last date of receiving Postal Ballot Form/E-voting</b>	5 <sup>th</sup> May, 2025	
<b>Total number of shareholders as on the cut-off date (i.e. 28<sup>th</sup> March, 2025)</b>	<b>21089</b>	
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	Promoters and Promoter Group	Public
	<b>Not Applicable</b>	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Promoters and Promoter Group	Public
	<b>Not Applicable</b>	

<b>ITEM NO.</b>	<b>1</b>
<b>Details of Agenda</b>	Approval for the Grant of Restricted Stock Units exceeding 1% of issued capital of the Company to the Identified Employee of the Company under the "Digicontent Limited - Restricted Stock Unit Plan 2025"
<b>Resolution required</b>	Special Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

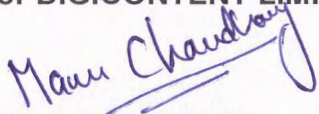
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]* 100</b>	
Promoter and Promoter Group	E-Voting	3,88,76,364	3,88,76,363	100.0000	3,88,76,363	0	100.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot *								

Public- Institutions	E-Voting	26,369	0	0.0000	0	0	0.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot*								
Public- Non Institutions	E-Voting	1,92,84,345	29,57,304	15.3353	10,03,654	19,53,650	33.9381	66.0619	
	Poll		NOT APPLICABLE						
	Postal Ballot*								
<b>Total</b>		<b>5,81,87,018</b>	<b>4,18,33,667</b>	<b>71.8951</b>	<b>3,98,80,017</b>	<b>19,53,650</b>	<b>95.3300</b>	<b>4.6700</b>	

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

The aforesaid resolution has been passed with the requisite majority.

**Yours Faithfully,  
For DIGICONTENT LIMITED**

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

**Date: 5<sup>th</sup> May, 2025**





**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 (2<sup>nd</sup> 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 March 28, 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 28<sup>th</sup> March, 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 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 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 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 April 04, 2025 (Friday) upto 5:00 P.M. (IST) on May 05, 2025 (Monday) ('e-voting period').



**'SATYARAJ'. BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) - 284002**  
**E-mail: [sanketjainco@gmail.com](mailto:sanketjainco@gmail.com), [sanketjaincs@gmail.com](mailto:sanketjaincs@gmail.com)**  
**Contact No.: +91-8874888806, +91-8052244888**

3. Pursuant to MCA Circulars, Company completed dispatch of Notice on 03<sup>rd</sup> April, 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., March 28, 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 04<sup>th</sup> April, 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., March 28, 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 resolution 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.	Approval for the Grant of Restricted Stock Units exceeding 1% of issued capital of the Company to the Identified Employee of the Company under the "Digicontent Limited - Restricted Stock Unit Plan 2025"	Special	3,98,80,017	95.3300	19,53,650	4.6700

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





**ITEM NO. 1 – SPECIAL RESOLUTION**

**Approval for the Grant of Restricted Stock Units exceeding 1% of issued capital of the Company to the Identified Employee of the Company under the “Digicent 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	100.0000	3,88,76,363	0	100.0000	0.0000	
	Poll		NOT APPLICABLE						
Public-Institutions	Postal Ballot (if applicable)	26,369	NOT APPLICABLE						
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	Poll	1,92,84,345	NOT APPLICABLE						
	Postal Ballot (if applicable)		29,57,304	15.3353	10,03,654	19,53,650	33.9381	66.0619	
<b>Total</b>		<b>5,81,87,078</b>	<b>4,18,33,667</b>	<b>71.8951</b>	<b>3,98,80,017</b>	<b>19,53,650</b>	<b>95.3300</b>	<b>4.6700</b>	

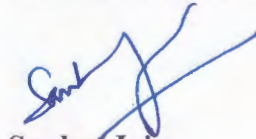
12. **Result:** From the voting pattern mentioned in para nos. 10 and 11 above, it is observed that as mentioned in the Notice, for Item No. 1 (Special Resolution), the valid votes casted in favour exceeds three times the valid votes casted against.

Hence, the resolution is said to be passed with requisite majority on the date of end of e-voting period i.e. May 05, 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,

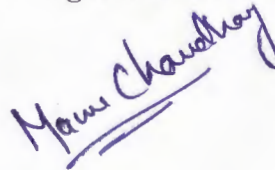
For M/s Sanket Jain & Co.  
Company Secretaries  
Firm Registration No. S2013UP231400  
Peer Review No. 2262/2022



Sanket Jain  
(Proprietor)  
M. No.: A26531, C.P. No.: 12583  
UDIN: A026531G000272161



COUNTERSIGNED BY:  
For Digicent Limited



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

Date: May 05, 2025  
Place: New Delhi

Date: May 05, 2025  
Place: New Delhi