

**DIGICONTENT LIMITED**

(formerly known as HT Digital Ventures Limited)

Registered Office: Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg, New Delhi 110 001, India

☎ +91 11 6656 1234

☎ +91 11 6656 1270

🌐 www.digicontent.co.in

✉ corporatedept@digicontent.co.in

CIN: L74999DL2017PLC322147

Ref: DCL/CS/160/2019

23rd September, 2019

BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
MUMBAI – 400 001

**National Stock Exchange of India
Limited**

Exchange Plaza, 5th Floor
Plot No C/1, G Block
Bandra-Kurla Complex
Bandra (East)
MUMBAI – 400 051

Scrip Code: 542685
Trading Symbol: DGCONTENT

Dear Sirs,

Sub: Result of Postal Ballot (voting through Postal Ballot Forms and e-voting)

As per requirement of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), please find enclosed the Voting Results of Postal Ballot including e-voting process (alongwith the Scrutinizer's report), in respect of resolution for appointment of B S R and Associates, Chartered Accountants (*Firm Registration No. 128901W*), as Statutory Auditor in casual vacancy, contained in the Postal Ballot Notice dated August 19, 2019.

The details required under Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 in relation to the above matter has already been submitted with stock exchanges on 12th July, 2019.

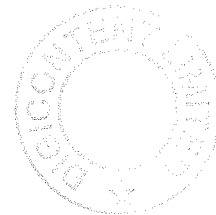
This is for your information and records.

Thanking you,

Yours faithfully,
For Digicontent Limited


(Vikas Prakash)
Company Secretary


(Anup Sharma)
Chief Financial Officer



Encl: as above

SUMMARY OF VOTING RESULTS OF POSTAL BALLOT

Date of declaration of result- 23rd September, 2019

Name of the Company	Digicontent Limited	
Date of AGM/EGM Last date of receiving Postal Ballot Form/E-voting	22 nd September, 2019	
Total number of shareholders as on the cut-off date (i.e. August 16, 2019)	31,311	
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 B S R and Associates, Chartered Accountant, (Firm Registration No. 128901W), as Statutory Auditor in casual vacancy
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

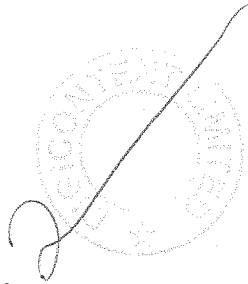
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,04,44,271	4,04,38,616	99.9860	4,04,38,616	-	100.0000	-
	Poll	Not Applicable						
	Physical Postal Ballot (if applicable)	4,04,44,271	-	-	-	-	-	-
Public-Institutions	E-Voting	80,86,761	56,36,810	69.7042	56,36,810	-	100.0000	-
	Poll	Not Applicable						
	Physical Postal Ballot (if applicable)	80,86,761	-	-	-	-	-	-
Public- Non Institutions	E-Voting	96,56,046	13,04,357	13.5082	13,03,498	859	99.9341	0.0659
	Poll	Not Applicable						
	Physical Postal Ballot (if applicable)	96,56,046	5,442	0.0564	5,192	250	95.4061	4.5939
Total		5,81,87,078	4,73,85,225	81.4360	4,73,84,116	1,109	99.9977	0.0023

15/9/19

The aforesaid resolution has been passed with the requisite majority.

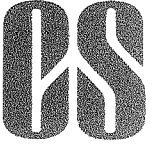
Yours faithfully,
For **Digicontent Limited**

(Priyavrat Bhartia)
Chairman
DIN: 00020603
HT House, 2nd Floor, 18-20
K.G Marg, New Delhi – 110001



Date: 23rd September, 2019

VS



SCRUTINIZER'S REPORT
[POSTAL BALLOT]

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

The Chairman/ Director
Digicontent Limited
[CIN: L74999DL2017PLC322147]
Hindustan Times House, 2nd Floor,
18-20, Kasturba Gandhi Marg,
New Delhi – 110 001

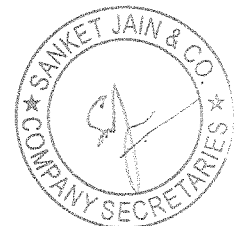
Dear Sir,

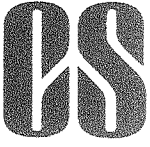
Reg.: Scrutinizer's Report on Postal Ballot Notice dated 19th August, 2019 pursuant to the provisions of Section 110 of the Companies Act, 2013('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014

In terms of the resolution passed by the Board of Directors of Digicontent Limited [CIN: L74999DL2017PLC322147] (hereinafter referred to as 'the Company') at its meeting held on 31st July, 2019, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers and e-voting in respect of Ordinary Resolution proposed in the Postal Ballot Notice dated 19th August, 2019 (hereinafter referred to as 'the Postal Ballot Notice')

I hereby submit my report on the voting on the Ordinary Resolution proposed in the Postal Ballot Notice as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) The Companies Act, 2013 and Rules made thereunder; and (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizer is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from Karvy Fintech Private Limited (Karvy), the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.
2. The Company completed dispatch of postal ballot notice, forms/or electronic ballot and postage prepaid business reply inland letters on 23rd August, 2019, to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from NSDL/CDSL as on 16th August, 2019.



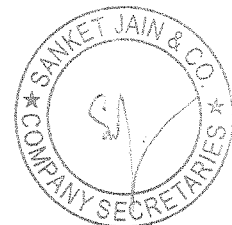


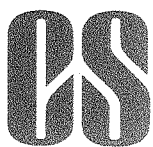
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website www.evoting.karvy.com via Karvy.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in 'Hindustan Times' and 'Hindustan' (English & Hindi newspaper) on Saturday, 24th August, 2019, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
5. All Postal Ballot Forms received upto Sunday, 22nd September, 2019(5.00 P.M.) (being the last date for receipt of the Postal Ballot Forms) were considered for my scrutiny. The particulars of e-voting done by the members of the Company during the period from 9.00 A.M. (Server time) on Saturday, 24th August, 2019 till 5.00 P.M. (Server time) on Sunday, 22nd September, 2019 by logging on online e-voting site of Karvy, were considered for my scrutiny.
6. Particulars of all Postal Ballot Forms received by the Company including e-voting on Karvy's platform, have been entered separately in a register maintained for this purpose.
7. Envelopes containing Postal Ballot Forms received from the members after Sunday, 22nd September, 2019 (5.00 P.M.) have not been considered for my scrutiny.
8. We did not find any defaced or mutilated ballot papers, as received from the Registrar & Transfer Agent of the Company.
9. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company, who have signed herein below.

Name: Ankita Jain

Name: Sadhna Jain

10. There were none members who have voted through e-voting as well as physical postal ballot.
11. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on 16th August, 2019.





12. The votes cast through physical ballot forms received and e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.

13. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman/Director considers, approves and signs the Postal Ballot Minutes.

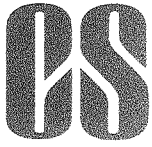
14. A summary of the e-Voting and Postal Ballot Process is given below:

Sr. No.	Particulars	No. of Postal Ballot forms/ E-voting options	No. of Equity Shares
(a)	1. Total Postal Ballot Forms received	48	5,529
	2. Total E-voting options received	59	4,73,79,784
	Total (1+2)	107	4,73,85,313
(b)	1. Invalid Postal Ballot Forms	3	87
	2. Abstained/ Invalid electronic voting	1	1
	Total (1+2)	4	88
(c)	1. Net Valid Postal Ballot Forms	45	5,442
	2. Net E-voting options	58	4,73,79,783
	Total (1+2)	103	4,73,85,225

15. The result of the e-Voting process is given below:

Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in FAVOUR (in numbers)	Votes casted AGAINST (in numbers)
1.	Appointment of BSR and Associates, Chartered Accountants [Firm registration No. 128901W] as Statutory Auditor in casual vacancy.	Ordinary	4,73,78,924	859





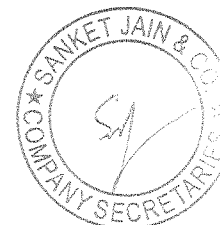
16. The result of the **Physical Postal Ballots** process is given below:

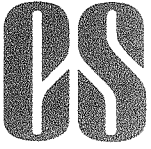
Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in FAVOUR (in numbers)	Votes casted AGAINST (in numbers)
1.	Appointment of BSR and Associates, Chartered Accountants [Firm registration No. 128901W] as Statutory Auditor in casual vacancy.	Ordinary	5,192	250

17. The detailed combined result of the E-voting and Physical Postal Ballot process is given below:

RESOLUTION NO.1 : APPOINTMENT OF BSR AND ASSOCIATES, CHARTERED ACCOUNTANTS [FIRM REGISTRATION NO. 128901W] AS STATUTORY AUDITOR IN CASUAL VACANCY

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
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	Poll	Not Applicable						
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Total		5,81,87,078	4,73,85,225	81.4360	4,73,84,116	1109	99.9977	0.0023





18. **Result:** From the voting pattern mentioned above, it is observed that for the Ordinary Resolution as mentioned in the Postal Ballot Notice, more than one-half of the numbers of valid votes casted are in favour. Hence, the resolution is said to be passed with requisite majority.

The above position may kindly be considered for the purpose of declaring the result of voting on the Ordinary Resolution mentioned in the Postal Ballot Notice.

Yours Faithfully,

Sanket Jain
Company Secretary in Practice
Mem. No. ACS 26531
COP: 12583

Date: 23.09.2019
Place: New Delhi

