

12th June, 2024**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: 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 Regulation 44(3) of the SEBI LODR, please find enclosed herewith summary of voting results of Postal Ballot (by way of e-voting only) in respect of resolution set out in the Postal Ballot Notice dated 28th March, 2024, along with Scrutinizer's Report.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For **Digicontent Limited****(Arjit Gupta)****Company Secretary****Encl:** As above

SUMMARY OF VOTING RESULTS OF POSTAL BALLOT (BY WAY OF E-VOTING ONLY)**Date of declaration of result- 12th June, 2024**

Name of the Company	Digicontent Limited	
Date of AGM/EGM-Last date of receiving Postal Ballot Form/E-voting	12 th June 2024	
Total number of shareholders as on the cut-off date (i.e. 10th May, 2024)	21755	
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. Mannu Bhatia (DIN: 10192896) as an Independent Director, not liable to retire by rotation.
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	3,88,76,364	3,88,76,363	100.0000	3,88,76,363	0	100.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)								
Public-Institutions	E-Voting	63,118	0	0.0000	0	0	0.0000	0.0000	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)								
Public- Non Institutions	E-Voting	1,92,47,596	7,43,283	3.8617	7,41,380	1,903	99.7440	0.2560	
	Poll		NOT APPLICABLE						
	Postal Ballot (if applicable)								
Total		5,81,87,078	3,96,19,646	68.0901	3,96,17,743	1,903	99.9952	0.0048	

The aforesaid resolution has been passed with the requisite majority.

Yours faithfully,

For DIGICONTENT LIMITED

(Arjit Gupta)

Company Secretary

Membership No.: A30696

HT House, 2nd Floor, 18-20

K.G Marg, New Delhi - 110001

Date: 12th June, 2024



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 March 28, 2024 ('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 March 28, 2024, I have been appointed as Scrutinizer to scrutinize the postal ballot process conducted by way of e-voting only, 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 circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and September 25, 2023, respectively (hereinafter referred to as 'MCA Circulars') relating to passing of resolution by postal ballot process through voting by electronic means & other related matter. 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 May 14, 2024 (Tuesday) upto 5:00 P.M. (IST) on June 12, 2024 (Wednesday) ('e-voting period').
2. Pursuant to MCA Circulars, Company completed dispatch of Notice on May 13, 2024 (Monday), by way of electronic means to its Members (eligible Members) whose names appeared in the Register of Members/ List of Beneficial Owners received from NSDL & Central Depository Services Limited (CDSL) (hereafter referred to as Depositories) as on

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

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

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





the cut-off date i.e., May 10, 2024 (Friday) and whose e-mail IDs were registered with the Company/Registrar and Share Transfer Agent/Depositories.

3. 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 are not being sent to the Members for this Postal Ballot.
4. 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 May 14, 2024 (Tuesday), informing about the completion of dispatch of Notices electronically to the eligible Members, along with other related matters mentioned therein.
5. 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.
6. 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: Ashish Gupta

Name: Pratham Gupta

7. 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., Friday, May 10, 2024.
8. 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.
9. The summary result of the e-voting process in respect of the resolution set out in the Notice is given below:



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

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

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



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)	Abstained (in numbers)
1.	Appointment of Mr. Mannu Bhatia (DIN: 10192896) as an Independent Director, not liable to retire by rotation	Special	3,96,17,743	99.9952	1,903	0.0048	NIL

10. The result of the e-voting/ postal ballot is as follows:

Item No.1: Appointment of Mr. Mannu Bhatia (DIN: 10192896) as an Independent Director, not liable to retire by rotation

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)	63,118	NOT APPLICABLE					
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Poll	1,92,47,596	NOT APPLICABLE					
	Postal Ballot (if applicable)		7,43,283	3.8617	7,41,380	1,903	99.7440	0.2560
Total		5,81,87,078	3,96,19,646	68.0901	3,96,17,743	1,903	99.9952	0.0048





11. **Result:** From the voting pattern mentioned in para nos. 9 and 10 above, it is observed that for the Special Resolution as mentioned in the Notice, 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. June 12, 2024 (Wednesday).

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: A026531F000563650**



**COUNTERSIGNED BY:
For Digicontent Limited**

**Arjit Gupta
(Company Secretary)
(Authorised by the Chairperson)
M. No.:30696**

Date: 12.06.2024
Place: New Delhi

Date: 12.06.2024
Place: New Delhi