

# DIGIKORE STUDIOS

February 23, 2026  
Ref: DSL/2025-26/NSE

To,  
The Manager,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051

Symbol: DIGIKORE  
ISIN: INEQJ901011

**Subject: Notice of Postal Ballot and E-Voting of the Company.**

Pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Notice of Postal Ballot of the Company, dated February 20, 2026, which is being sent to the shareholders on February 20, 2026. The notice seeks approval from the members through Postal Ballot for the resolutions outlined therein.

Additionally, the Company has provided only a remote e-voting facility and has engaged National Depository Services Limited to facilitate the remote e-voting process for its members.

The E-Voting facility commences on Saturday, February 21, 2026, at 9:00 a.m. (IST) and shall end on Sunday, March 22, 2026, at 5:00 p.m. (IST).

The Notice of Postal Ballot as mentioned above is also available on the website of the Company at [www.digikore.com](http://www.digikore.com) and the website of National Depository Services Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the above information on records.

Thanking you.

Yours faithfully,  
For **Digikore Studios Limited**

**Henry Pahuja**  
Company Secretary & Compliance Officer

Encl. As above.

**DIGIKORE STUDIOS LIMITED**

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

**Registered Office:**

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

✉ [info@digikore.com](mailto:info@digikore.com) 🌐 [www.digikorevfx.com](http://www.digikorevfx.com)

Corporate Identity Number: U92112PN2000PLC157681

**NOTICE OF POSTAL BALLOT / ELECTRONIC VOTING (E-VOTING) TO THE SHAREHOLDERS**

**Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014) as amended from time to time**

**NOTICE** is hereby given to the members of Digikore Studios Limited (“**Company**”) pursuant to and in compliance with the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”) as amended from time to time, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General circular No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Secretarial Standard on General Meetings (SS 2) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), including any statutory modification or re-enactment thereof for the time being in force, that the resolution set out below (“**Resolution**”) is proposed to be passed by the members of the Company by means of Postal Ballot, **only by way of remote E-Voting (“Postal Ballot”)** as a matter of special business. An Explanatory Statement pursuant to Section 102(1), 110 and all other applicable provisions of the Act pertaining to the said Resolution setting out the material facts concerning each item and the reasons thereof is annexed to the Postal Ballot Notice (“**Postal Ballot Notice**”).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and 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. Communication of assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has provided e-voting facility to its members and has engaged National Securities Depository Limited (“**NSDL**”), an agency authorised by the MCA for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The shareholders are requested to duly read the instructions in the Notes at the end of this Notice under the section “Voting Instructions” to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 P.M, 22nd March, 2026 (the last day to cast vote electronically) to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company have appointed Mr. Manoj Soni, Practicing Company Secretary, Pune as the Scrutinizer for conducting the postal ballot voting

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process in a fair and transparent manner. He has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and/or Managing Directors of the Company or any person authorized by him/them. The results of the Postal Ballot/E-voting shall be declared within 2 (two) working days from the conclusion of remote e-voting and the same, along with the Scrutinizer's Report, will be placed on the website of the Company at <https://www.digikore.com/> and shall also be displayed on the Notice Board of the Company at its Registered Office and shall also be communicated to the Stock Exchanges and National Securities Depository Limited (NSDL) (e-voting agency).

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. 22nd March, 2026.

**SPECIAL BUSINESS:**

**ITEM NO. 1: ISSUANCE OF UP TO Rs. 11,00,00,000/- EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO THE PERSONS BELONGING TO 'PROMOTER & PROMOTER GROUP'**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(l)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {"Stock Exchange(s)"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members be and is hereby accorded for conversion of loans brought in by the Promoter & Promoter Directors aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crores only) as a part of the further issue of equity shares on preferential basis and the said equity shares shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of the Company."

**"RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Saturday, January 24, 2026, being the

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date 30 days prior to the date of the Postal Ballot Meeting of the shareholders of the Company scheduled to be held, i.e., Monday, February 23, 2026.”

**“RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/ allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder’s resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity shares shall only be made in dematerialized form.”

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

## **ITEM NO. 2 WITHDRAWAL OF EARLIER RESOLUTION FOR INCREASE IN AUTHORISED SHARE CAPITAL:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to other applicable statutory provisions, if any, the consent of the Members of the Company be and is hereby accorded to withdraw, cancel and rescind the Ordinary

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Resolution passed by the Members at the Postal Ballot held on 14<sup>th</sup> October 2025, whereby approval was granted for increase in the Authorised Share Capital of the Company and consequent alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Authorised Share Capital of the Company shall continue to remain unchanged as per the Memorandum of Association in force prior to the aforesaid resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all necessary steps, file requisite forms (if any) with the Registrar of Companies, and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**ITEM NO.3: WITHDRAWAL / RESCISSION OF EARLIER FUND-RAISING APPROVAL (INCLUDING QIP / PROMOTER WARRANTS)**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with applicable Rules made thereunder and subject to other applicable laws and regulations, including the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (in case of a listed company), the consent of the Members of the Company be and is hereby accorded to withdraw, cancel and rescind the Special Resolution passed by the Members at the Postal Ballot held on 14<sup>th</sup> October, 2025, whereby approval was granted for raising of funds through issuance of securities, including but not limited to Qualified Institutions Placement (QIP), issuance of Warrants to Promoter(s) on preferential basis, or any other permissible mode.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all necessary steps and actions to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, intimating stock exchange(s), if applicable, and to do all such acts, deeds, matters and things as may be required in this regard.”

**By the Order of the Board  
For DIGIKORE STUDIOS LIMITED**

**Sd/-  
(HENY PAHUJA)  
Company Secretary & Compliance Officer**

**Date: 20.02.2026**

**Place: Pune**

**Registered Office:  
DIGIKORE STUDIOS LIMITED  
CIN: LU92112PN2000PLC157681  
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Sakore Nagar, Viman Nagar, Pune 411014 MH IN**

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## NOTES FOR MEMBERS' ATTENTION:

1. The explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY through electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Bigshare Services Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, February 13, 2026 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/ Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
4. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no.15 of this Notice.
6. The remote e-Voting shall commence on **Saturday, February 21, 2026, at 9:00 a.m.** (IST) and shall end on **Sunday, March 22, 2026, at 5:00 p.m.** (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors of the Company has appointed Mr. Manoj Soni (Membership No. F6434, CP No. 7018) Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.digikore.com](http://www.digikore.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchange i.e., the National Stock Exchange of India Limited ('NSE'), where

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the equity shares of the Company are listed. The postal ballot voting results shall also be displayed on the notice board of the Company at its Registered Office at 4<sup>th</sup> Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune 411014 MH IN.

10. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., Sunday, March 22, 2026.
11. Members may download the Notice from the website of the Company at <https://www.digikore.com/investor-zone/> or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. A copy of the Notice is also available on the website of NSE at [www.nseindia.com](http://www.nseindia.com)
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to [cs@digikore.com](mailto:cs@digikore.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period **Saturday, February 21, 2026** and shall end on **Sunday, March 22, 2026**.
15. Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click</li> </ol>

	<p>on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment

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Corporate Identity Number: U92112PN2000PLC157681

i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [manoj@mrvcv.in](mailto:manoj@mrvcv.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By the Order of the Board  
For DIGIKORE STUDIOS LIMITED**

**Sd/-  
(HENY PAHUJA)  
Company Secretary & Compliance Officer**

**Date: 20.02.2026  
Place: Pune**

**Registered Office:  
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CIN: LU92112PN2000PLC157681  
4<sup>th</sup> Floor, Lalwani Triumph,  
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**EXPLANATORY STATEMENT**

**[Pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**ITEM NO 1: CONVERSION OF UNSECURED LOANS INTO EQUITY SHARES OF THE COMPANY**

**The following Statement(s) sets out all material facts relating to Resolution mentioned in the accompanying Notice.**

In order to meet the financial requirements of the Company, it is proposed to issue further capital for strengthening the financial position of the Company by making preferential basis. The Board has recommended to convert the Unsecured Loan amount of Directors and their Relatives up to Rs. 11,00,00,000/- (Eleven Crore Rupees only).

The Promoter and Promoter Group of the Company have requested the Board of directors of the Company to adjust the unsecured loan already brought in by them and the unsecured loan which they may continue to bring in the Company (to meet its working capital and general corporate requirements) till the date of finalization of valuation report for proposed preferential basis, towards their entitlement for the proposed preferential basis including subscription to additional Equity Shares and Equity Shares which may be renounced in their favour, if any.

It is therefore, proposed to authorize the Board of Directors of the Company to issue and allot Equity Shares to the Promoters and Promoter group on the same terms and conditions as applicable to all other shareholders of the Company pursuant to the proposed Preferential Basis.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board commends your approval by way Special resolution for allotment of shares on preferential basis as required by section 62 of the Companies Act, 2013.

None of the Directors, except Mr. Abhishek Rameshkumar More are interested or concerned in the resolution except to the extent of shares that may be offered to them. The Promoters and Promoter Group members are interested in the resolution to the extent of shares that may be offered to them.

**ITEM NO 2: WITHDRAWAL OF EARLIER RESOLUTION FOR INCREASE IN AUTHORISED SHARE CAPITAL:**

The Members of the Company had at their Postal Ballot held on 14<sup>th</sup> October, 2025 approved increase in the Authorised Share Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association.

In view of the revised capital requirements and current business plans, the Board of Directors at its meeting held on 20<sup>th</sup> February, 2026 has decided that the proposed increase in Authorised Share Capital is not required at this stage.

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Accordingly, approval of the Members is sought for withdrawal / rescission of the earlier resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution, except to the extent of their shareholding, if any.

**ITEM NO. 3: WITHDRAWAL OF EARLIER FUND-RAISING RESOLUTION (INCLUDING QIP / PROMOTER WARRANTS):**

The Members of the Company had, at their meeting held on 14<sup>th</sup> October, 2025, approved a proposal for raising funds through issuance of securities including QIP / Promoter Warrants.

Considering the revised funding requirements of the Company, prevailing market conditions, and strategic considerations, the Board of Directors at its meeting held on 20<sup>th</sup> February, 2026 decided to withdraw the aforesaid fund-raising proposal.

Accordingly, approval of the Members is sought for rescission of the earlier Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this resolution, except to the extent of their shareholding, if any.

**By the Order of the Board  
For DIGIKORE STUDIOS LIMITED**

**Sd/-  
(HENY PAHUJA)  
Company Secretary & Compliance Officer**

**Date: 20.02.2026**

**Place: Pune**

**Registered Office:**

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