

# DU Digital Global

CIN: U74110DL2007PLC171939

## NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of M/s Du Digital Technologies Limited (“the Company”) will be held on Thursday, 10<sup>th</sup> February, 2022 at 1:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

### SPECIAL BUSINESS(S):

1. **APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 14, 15 of the Companies Act, 2013 (“Act”) and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, subject to Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as applicable, the Memorandum of Association and Articles of Association of the Company and approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs, Stock Exchanges or any other appropriate regulatory and/or statutory authorities, as may be necessary, consent of the Members of the Company be and are hereby accorded for change of name of the Company from ‘**DU DIGITAL TECHNOLOGIES LIMITED**’ to ‘**DUDIGITAL GLOBAL LIMITED**’;

**RESOLVED FURTHER THAT** Clause I (Name clause) of the Memorandum of Association of the Company be substituted with following:

- I. The Name of the Company is ‘**DUDIGITAL GLOBAL LIMITED**’.

**RESOLVED FURTHER THAT** the name of the company wherever appearing in the Articles of Association of the Company, Share Certificates and other relevant documents, papers and places, as applicable, be substituted with the new name ‘**DUDIGITAL GLOBAL LIMITED**’.

**DU Digital Technologies Limited**

REGISTERED ADDRESS: C-4, SDA COMMUNITY CENTRE, HAUZ KHAS, NEW DELHI, DELHI- 110016

Mail: [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com) Contact No: 011-40450533

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, things and deeds as may be required in order to the effective execution of the said resolution including but not limited to file necessary e-forms under his digital signature with Registrar of Companies or such other Regulatory Authorities.”

**2. TO INCREASE IN MANAGERIAL REMUNERATION OF MANAGING DIRECTOR MR. RAJINDER RAI**

**To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution-:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, and in furtherance of the ordinary resolution passed in the Extraordinary General Meeting held on 19<sup>th</sup> April 2021 and subject to such other approvals as may be necessary, approval of the Members be and are hereby accorded for payment of remuneration to Mr. Rajinder Rai (DIN 00024523), Managing Director, as set out in the Explanatory Statement, for the period from 15<sup>th</sup> April, 2021 to 14<sup>th</sup> April, 2026, notwithstanding that such remuneration may exceed 5% (five percent) Per Annum being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising out of the COVID impact, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising out of the COVID impact during this financial year and upcoming financial years, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Rajinder Rai passed at extraordinary General Meeting Held at 19<sup>th</sup> April 2021 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to vary and / or revise the remuneration of Mr. Rajinder Rai within limits permissible under the Act and do all such acts, deeds and things and

execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**3. TO INCREASE IN MANAGERIAL REMUNERATION OF WHOLE-TIME DIRECTOR MR. KRISHNA KUMAR**

**To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution-:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, and in furtherance of the ordinary resolution passed in the Extraordinary General Meeting held on 19<sup>th</sup> April 2021 and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Krishna Kumar (DIN 07497883), Whole-time Director, as set out in the Explanatory Statement, for the period 15<sup>th</sup> April, 2021 to 14<sup>th</sup> April, 2026, notwithstanding that such remuneration may exceed 5% (five percent) Per Annum being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising out of the COVID impact, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising out of the COVID impact during this financial year and upcoming financial years, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Wholetime Director.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Krishna Kumar passed at extraordinary General Meeting Held at 19<sup>th</sup> April 2021 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to vary and / or revise the remuneration of Mr. Krishna Kumar within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**4. TO INCREASE IN MANAGERIAL REMUNERATION OF WHOLETIME DIRECTOR MS. MADHURIMA RAI**

**To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, and in furtherance of the ordinary resolution passed in the Extraordinary General Meeting held on 19<sup>th</sup> April 2021 and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Ms. Madhurima Rai (DIN 00239410), Whole-time Director, as set out in the Explanatory Statement, for the period 15<sup>th</sup> April, 2021 to 14<sup>th</sup> April, 2026, notwithstanding that such remuneration may exceed 5% (five percent) Per Annum being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising out of the COVID impact, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising out of the COVID impact during this financial year and upcoming financial years, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Whole-time Director.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Ms. Madhurima Rai passed at extraordinary General Meeting Held at 19<sup>th</sup> April 2021 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** that the Board (which will include its committee thereof) be and is hereby authorised to vary and / or revise the remuneration of Ms. Madhurima Rai within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**5. APPROVAL OF RELATED PARTY TRANSACTION WITH THE M/S DUDIGITAL BD PRIVATE LIMITED (SUBSIDIARY COMPANY)**

**To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-**

**“RESOLVED That** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Related Party transaction(s), the approval of Shareholders be and are hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Dudigital BD Private Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2 (1) (zb) of the Listing Regulations, for Providing Support and Operational Services for Bangladesh Visa Application Centre in Kolkata on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 5 Crore, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**By Order of the Board**

**For DU Digital Technologies Limited**

Date: 14/01/2022  
Place: New Delhi

**Abhishek**  
M. No.: A66526  
Company Secretary &  
Compliance Officer

## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular no. 20/2021 dated December 08, 2021 and all other relevant circulars. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members can cast their votes electronically through e-voting services provided by CDSL on all resolutions set forth in this Notice. CDSL have also been engaged to enable members to participate at the EGM through Video-Conference.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.
5. The shares of the Company are under compulsory Demat trading. Also, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, w.e.f. April 1, 2019, the securities of listed companies can only be transferred in dematerialized form, except in the case of transmission or transposition of securities. Members holding shares in physical form are advised to convert their shares into dematerialized form.
6. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Since the EGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the EGM venue is also dispensed with.

8. The Notice of the EGM will be sent to those Members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, January 07, 2022, and whose e-mail IDs are registered with the Company, their Depository Participants (DP) or CDSL.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the businesses as set out above and details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India in respect of a Director seeking appointment/re-appointment at the Extra-Ordinary General Meeting, is annexed hereto and forms part of the Notice.
10. Company has engaged the services of CDSL. The Board of Directors of the Company has appointed Mr. Kundan Kumar Mishra, Practicing Company Secretary (Certificate of Practice Number- 19844), as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on Monday, February 7, 2022 at 9.00 AM and ends on Wednesday, February 9, 2022 at 5.00 PM.
11. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the EGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the EGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization.
12. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 04th February 2021, up to 5:00 pm without which the vote shall not be treated as valid.
13. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date is Thursday February 3<sup>rd</sup> 2022.
14. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting and votes cast at the EGM, in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorised Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson shall declare the results within forty-eight hours of the conclusion of the meeting.

15. The Scrutinizer's decision on the validity of the votes shall be final and binding.
16. The result along with the Scrutinizer's report shall be placed on the website of the Company (<https://dudigitalglobal.com>) and on CDSL's website ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the result is declared and shall simultaneously be forwarded to the National Stock Exchange of India Limited where the Company's shares are listed.
17. A recorded transcript of the EGM shall be maintained by the Company and be made available on the website of the Company <https://dudigitalglobal.com> in the 'Investor Section', as soon as possible, after the conclusion of the meeting.
18. Resolutions will be deemed to be passed on the EGM date, subject to receipt of the requisite number of votes in favour of the resolutions.
19. Non-resident Indian shareholders are requested to inform about the following to the Company or CDSL or the concerned DP, as the case may be, immediately of:  
  
The change in the residential status on return to India for permanent settlement;  
  
The particulars of the NRE Account with a Bank in India, if not furnished earlier.
20. All documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of the EGM. These documents, along with the extracts from the Register of Directors and Key Managerial Personnel & their shareholding, and the Register of Contracts & Arrangements in which Directors are interested, shall be available for inspection in electronic mode during the meeting to any person having the right to attend the meeting by logging on to <https://evoting.CDSL.com> or <https://emeetings.CDSL.com>. Members seeking to inspect such documents can send an email to [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com).
21. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) of every participant in the securities market. The shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://dudigitalglobal.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Monday, February 7, 2022 at 9.00 am and ends on Wednesday, February 9, 2022 at 5.00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Thursday, February 3,2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be</li> </ol>

	<p>able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
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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 022- 23058738 and 22-23058542-43.
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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

For Physical shareholders and other than individual shareholders holding shares in Demat.

- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Du Digital Technologies Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com) . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com).
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.1**

The management of the company wishes to change the name of the Company to **M/S DUDIGITAL GLOBAL LIMITED** as it better describes the objects of the Company and it also uses its registered trademark of “**DU Digital Global**”.

This name has also been made available by the concerned Registrar of Companies. The Registrar of Companies (Central Registration Centre) has approved the availability of the desired name i.e. ‘**DUDIGITAL GLOBAL LIMITED**’ vide its approval letter dated 06.01.2022.

The Company is in compliance with conditions stipulated under Regulation 45(1) of the SEBI LODR Regulations,2015, as amended and a certificate pursuant to Regulation 45(3) of the said Regulations, issued by M/s. Mukesh Raj & Co. , Chartered Accountants (FRN:016693N) is enclosed as Annexure A to this Notice. The certificate is also available on the Company’s website at <https://dudigitalglobal.com/>.

As per Section 13 of the Companies Act, 2013 a Company’s name can be changed by passing a Special Resolution in Share holders’ General Meeting and complying with the other prescribed procedure in the Companies Act 2013 and rules made there under. Therefore, members ‘approval, through a special resolution, is hereby sought to change the name of the Company from ‘**DU DIGITAL TECHNOLOGIES LIMITED**’ to ‘**DUDIGITAL GLOBAL LIMITED**’ subject to the final approval of the Registrar of Companies to whom power has been delegated by the Central Government or any other authority/ies as may be required.

Your Directors recommend the resolution as set out at Item No. 1 of this Notice, for your approval by way of special resolution.

None of the Directors of the Company or any of their relatives is concerned or interest in the



resolution.

## **Item No.2**

The Members of the Company at the Extraordinary General Meeting held on 19<sup>th</sup> April, 2021 had appointed Mr. Rajinder Rai as the Managing Director of the Company effective from 15<sup>th</sup> April, 2021 for a period of five years up to 14<sup>th</sup> April, 2026.

Pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. The details of remuneration payable to Mr. Rajinder Rai, Managing Director for the period 15<sup>th</sup> April 2021 to 14<sup>th</sup> April 2026.

March 31, 2021 despite inadequacy or absence of profits is as under:

1. A salary upto Rs 24,00,000 per annum w.e.f. January 14, 2022, which may be reviewed by the Board.
2. The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other Schemes for the employees, which the company may establish from time to time.
3. Reimbursement of medical and hospitalization expenses of the Managing Director and his family in accordance with the Company policy.
4. Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.
5. Bonus for the financial year, at the discretion of the board.
6. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
7. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.2 is annexed hereto.

Other than Mr. Rajinder Rai, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the Resolution set out in Item No.2 as a Special Resolution for your approval.

**Statement containing additional information as required in Schedule V of the Companies Act, 2013 Mr. Rajinder Rai**

General Information:

1.	Nature of industry	Tour and Travel
2.	Date or expected date of commencement of commercial production	NA
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	It is to note that his compensation as Managing Director is far lower than others in the same role at comparable travel agent companies.
	Foreign Investments or collaborations, if any	NA

Information about the Managing Director:

1.	Background details	Mr. Rajinder Rai is the Managing director of company and associated with since 23/07/2015
2.	Past Remuneration	5,00,000 P.A.
3.	Recognition or awards	NA
4.	Job profile and his suitability	Mr. Rajinder Rai is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Rajinder Rai has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate.
5.	Remuneration Proposed	As stated in the Explanatory Statement at Item No.2 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA
7.	Pecuniary relationship directly or indirectly with the Company or relationship with	NA

	the managerial personnel, if any	
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#### Other Information

1.	Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During, First half year of Financial Year 2021-22 showed considerable recovery in demand and business results.
3.	Expected increase in productivity and profits in measurable terms	During the first half year 2021-2022, results showed considerable recovery in demand and business results and many countries have removed travel restrictions. Second half year of 2021-22 is expected to show further progressive recovery of demand and underlying business results.

### Item No.3

The Members of the Company at the Extraordinary General Meeting held on 19<sup>th</sup> April, 2021 had appointed Mr. Krishna Kumar as the Whole-time Director of the Company effective from 15<sup>th</sup> April, 2021 for a period of five years up to 14<sup>th</sup> April, 2026.

Pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Whole-time Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. The details of remuneration payable to Mr. Krishna Kumar, Whole-time Director for the period 15<sup>th</sup> April , 2021 to 14<sup>th</sup> April 2026.

March 31, 2022 despite inadequacy or absence of profits is as under:

1. A salary upto Rs 5,00,000 per annum w.e.f. January 14, 2021, which may be reviewed by the Board.

2. The Whole-time Director shall be entitled to participate in provident fund, gratuity fund or such other Schemes for the employees, which the company may establish from time to time.
3. Reimbursement of medical and hospitalization expenses of the Whole time Director and his family in accordance with the Company policy.
4. Leave Travel Allowance for the Whole time Director and his family once in a year in accordance with the Company policy.
5. Bonus for the financial year, at the discretion of the board.
6. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
7. The Whole-time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.3 is annexed hereto.

Other than Mr. Krishna Kumar, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the Resolution set out in Item No.3 as a Special Resolution for your approval.

**Statement containing additional information as required in Schedule V of the Companies Act, 2013 Mr. Krishna Kumar**

General Information:

1.	Nature of industry	Tour and Travel
2.	Date or expected date of commencement of commercial production	NA
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	It is to note that his compensation as Whole-time Director is far lower than others in the same role at comparable travel agent companies.
	Foreign Investments or collaborations, if any	NA

Information about the Whole-time Director:

1.	Background details	Mr. Krishna Kumar is the Whole-time director of company and associated with since 18/09/2020
2.	Past Remuneration	3,00,000 P.A.
3.	Recognition or awards	NA
4.	Job profile and his suitability	Mr. Krishna Kumar is having expertise in administrative matters he has excellent leadership qualities that lead their middle managers. Intelligence, people skills and the ability to read situations and influence people. he also conducts performance reviews and develop strategic plans for improving professional development and streamlining human resources workflows
5.	Remuneration Proposed	As stated in the Explanatory Statement at Item No.3 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Promoter Group

#### Other Information

1.	Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Whole-time Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During the First half year of Financial Year 2021-22 results showed considerable recovery in demand and business results.
3.	Expected increase in productivity and profits in measurable terms	During the first half year 2021-2022, results showed considerable recovery in demand and business results and many countries have removed travel restrictions. Second half year of 2021-22 is expected to show further progressive recovery of demand and underlying business results.

#### **Item No.4**

The Members of the Company at the Extraordinary General Meeting held on 19<sup>th</sup> April, 2021 had appointed Ms. Madhurima Rai as the Whole-time Director of the Company effective from 15<sup>th</sup> April, 2021 for a period of five years up to 14<sup>th</sup> April, 2026.

Pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Whole-time Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. The details of remuneration payable to Ms. Madhurima Rai, Whole-time Director for the period 15<sup>th</sup> April, 2021 to 14<sup>th</sup> April 2026.

March 31, 2022 despite inadequacy or absence of profits is as under:

1. A salary up to Rs. 24,00,000 per annum w.e.f. January 14, 2021, which may be reviewed by the Board.
2. The Whole-time Director shall be entitled to participate in provident fund, gratuity fund or such other Schemes for the employees, which the company may establish from time to time.
3. Reimbursement of medical and hospitalization expenses of the Whole time Director and his family in accordance with the Company policy.
4. Leave Travel Allowance for the Whole time Director and his family once in a year in accordance with the Company policy.
5. Bonus for the financial year, at the discretion of the board.
6. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
7. The Whole-time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.31 is annexed hereto.

Other than Ms. Madhurima Rai, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the Resolution set out in Item No.4 as a Special Resolution for your approval.

**Statement containing additional information as required in Schedule V of the Companies Act, 2013 Ms. Madhurima Rai**

General Information:

1.	Nature of industry	Tour and Travel
2.	Date or expected date of commencement of commercial production	NA
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	It is to note that his compensation as Whole-time Director is far lower than others in the same role at comparable travel agent companies.
5.	Foreign Investments or collaborations, if any	NA

Information about the Whole-time Director:

1.	Background details	Ms. Madhurima Rai is the Whole-time director of company and associated with since 23/07/2015
2.	Past Remuneration	5,00,000 P.A
3.	Recognition or awards	NA
4.	Job profile and his suitability	Ms. Madhurima Rai is having Expertise in administration and internal matters she also have excellent leadership qualities to lead their middle managers. Intelligence, people skills and the ability to read situations and influence People.
5.	Remuneration Proposed	As stated in the Explanatory Statement at Item No.4 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Promoter Group

Other Information

1.	Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During the First half year of Financial Year 2021-22 showed considerable recovery in demand and business results.
3.	Expected increase in productivity and profits in measurable terms	During the first half year 2021-2022, results showed considerable recovery in demand and business results, many countries have removed travel restrictions. Second half year of 2021-22 is expected to show further progressive recovery of demand and underlying business results.

#### Item No.5

M/s Dudigital BD Private Limited is the subsidiary of your company and M/s Dudigital BD Private Limited has Been engaged in providing services for Bangladesh Visa Application Centre in Kolkata, your company has been in the industry for last Seven years, for providing Support and operational services for application to various Countries, hence your Board of Directors has proposed to provide Support and operational services as mentioned hereunder and as mutually agreed between the parties at arm's length price.

The disclosure in relation to said related party transaction as required to be given under the provision of Section 188 of the Act and the applicable Rules framed there under the Companies act, 2013 provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

However, the Company has entered into the related party transaction with the prior approval of Audit Committee and the Board of Directors of the Company dated December 23, 2021. The agreement executed between the parties are within the permissible limit as per the law, but this might be increased further.

Therefore the Board of Directors has proposed to ratify the related party transaction on arm's length basis and accord the approval of the shareholders in the EGM held on 10<sup>th</sup> February 2022 for the continuation of the existing agreement even if the said limit increases.

Name OF Related Party	Nature of Relationship	Nature of Transaction	Value of Transaction
Dudigital BD Private Limited	Subsidiary Company	Providing support and operational services for	The Transaction upto Rs.5 Crore may be entered for financial



		Bangladesh Visa Application Centre in Kolkata	year 2021-22 or such extended time as may be decided by board of directors.
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None of Director, key managerial personnel and their relatives, is concerned or interested in the said resolution except to the extent of their directorship in the Company.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

**Annexure-A**

To,  
Board of Directors,  
DU Digital Technologies Limited,  
C-4 SDA Community Centre Hauz Khas  
New Delhi 110016

We, the statutory auditors of DU Digital Technologies Limited (hereinafter referred to as "The Company"), have examined the relevant records of the company and information provided by Management of the Company in relation to issue a certificate for compliance with condition of Sub regulation (1) of Regulation 45 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 for change of name of company from DU Digital Technologies Limited to DU Digital Global Limited

Based on our examination and according to the information and explanation given to us' pursuant to the requirement of provisions- of regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we do hereby confirm that

- a) Time period of at least one year has elapsed from the last name change that was occurred in the Year:  
Since incorporation the company has once changed its name in 2009 From 'Diva Enivtec Filtration Technologies Private Limited' to 'DU Digital Technologies Private Limited'.

Due to Conversion from Private Limited Company to Public Limited Company in year 2018 the name of Company got changed from 'DU Digital Technologies Private Limited' to 'DU Digital Technologies Limited'.

**The Company has not changed its name since at least one year**

- b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for the activity suggested by name change

**Not Applicable since there is, no change in the activity/project of the company in the preceding one year.**

- c) The amount invested in the new activity /Project at least 50 percent of listed entity:

**Not applicable since there is no change in the activity/project of the company.**



This certificate is issued at the request of the company pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

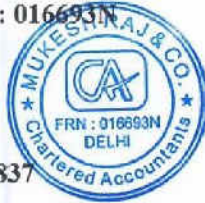
**For Mukesh Raj & Co.**  
**Chartered Accountants**

**Firm Registration Number: 016693N**



**Partner: Mukesh Goel**

**Membership Number: 094837**



**UDIN: 22094837AAAAAG4820**

**Place: Delhi**

**Date: January 07, 2022**