

DU Digital Global

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **DUDIGITAL GLOBAL LIMITED** (herein referred as “the Company”) will be held on, **Monday, 15th day of January, 2024 at 12:30 p.m.** (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (OAVM) to transact the following businesses:

Special business:

1. To consider and approve Issue of Convertible Warrants on a Preferential basis to Non-Promoters:

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 23(1)(b), 62, read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter V- “Preferential Issue” as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted from time to time, (the “FEMA Regulations”), and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“GOI”), the Department for Promotion of Industry and Internal Trade (“DPIIT”), the Securities and Exchange Board of India (“SEBI”), the Ministry of Corporate Affairs (“MCA”), the Competition Commission of India (“CCI”), concerned stock exchange and other competent authorities, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“Stock Exchange” or “NSE”) (hereinafter referred to as “**Applicable Regulatory Authorities**”) on which the Equity Shares of the Company having face value of Re. 2/- (Rupee Two only) each (“Equity Shares”) are listed (including but not limited to the GOI, DPIIT,

SEBI, MCA, Stock Exchange(s), CCI etc.) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, , as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or

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DUDIGITAL GLOBAL LIMITED

Formerly known as **DU Digital Technologies Limited**

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

Contact No:011-40450533, Website:Dudigitalglobal.com, Mail:cs@Dudigitalglobal.com

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approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’), which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot in dematerialized form on a preferential basis, from time to time, in one or more tranches, up to 1,92,00,000 Convertible Warrants (hereinafter referred to as “Warrants”) carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs. 2/- (Rupee Two only) each at an issue price of Rs. 50/- (Rupees Fifty Only) (including warrant subscription price and warrant exercise price), to the proposed allottees as mentioned below for cash in such form and manner and in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws on such terms and conditions as the Board may for raising an amount aggregating but not exceeding Rs. 96,00,00,000/- (Rupees Ninety Six Crores Only), to the non-promoter allottees as mentioned in the explanatory statement (hereinafter referred to as the “Proposed Warrant Allottees”), in its absolute discretion think fit and without requiring any further approval and consent from the members at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants	Category
1.	Sameer Kishore Doshi	19,58,400	Non-Promoter
2.	Megha Sanjay Bansal	9,56,160	Non-Promoter
3.	Abhay Ajitkumar Adukia	9,56,160	Non-Promoter
4.	Sonpal Jain	9,56,160	Non-Promoter
5.	Rachna Jain	9,56,160	Non-Promoter
6.	Minaxi Kishore Mehta	19,16,160	Non-Promoter
7.	Rukmini Sen	9,56,160	Non-Promoter
8.	Ashok Kumar Joneja	19,16,160	Non-Promoter
9.	Varsha Dugar	9,56,160	Non-Promoter
10.	Vishwamani Tiwari HUF	9,56,160	Non-Promoter
11.	Dharmraj Ramsajivan Tiwari Private Trust	9,56,160	Non-Promoter
12.	Zinnia Global Fund PCC-Cell Dewcap Fund	28,80,000	Non-Promoter
13.	Nova global opportunities fund PCC- Touchstone	28,80,000	Non-Promoter
	Total	1,92,00,000	

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the floor price of the Warrants to be issued in terms hereof, shall be, **15th December, 2023** determined in accordance with SEBI ICDR Regulations.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants shall be subject to following terms and conditions apart from others as prescribed under the applicable laws:

- i) Each Warrant be convertible into one Equity Share having face value of Rs. 2/- (Rupees Two only) per equity share fully paid up (“Conversion Shares”) at a conversion price of Rs. 50/- (Rupees Fifty only) per equity share (“Conversion Price”) which includes premium of Rs. 48/- (Rupees Forty-Eight only) per equity share, determined in accordance with Chapter V of the SEBI ICDR Regulations, with respect to the Relevant Date i.e., December 15, 2023, as per details contained in the explanatory statement under Section 102 of the Act annexed hereto or such number of equity shares after giving effect to the events specified in the clause (x) below on occurrence of adjustment events (hereinafter referred to as “Adjustment Events”), and can be exercised at any time within a period of 18 months from the date of issue of such Warrants, in one or more tranches, and on such other terms and conditions, subject to the SEBI ICDR Regulations;
- ii) In accordance with Regulation 169(2) of the ICDR Regulations, at least 25% of the consideration payable for the Warrants (and the equity shares into which they are converted), shall be paid by the Proposed Warrant Allottees to the Company on the date of allotment of the Warrants. The balance part of the total consideration shall be paid at the time of allotment of the equity shares pursuant to exercise of conversion against each Warrant by the Proposed Warrant Allottees. The amount paid against Warrants shall be adjusted/set-off against the price payable for the resultant equity shares;
- iii) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- iv) In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v) The Warrant Holder shall be entitled to exercise the option of exercising any or all the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further

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approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder or such number of Equity Shares after giving effect to the events specified in the clause (ix) below on occurrence of adjustment events (hereinafter referred to as “Adjustment Events”) and perform such actions as required to credit the Equity Shares to the depository account and entering the Name of Allottee in the records of the Company as the registered owner of such Equity Shares;

- vi) The Equity Shares to be issued and allotted to the Proposed Warrant Allottees as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- vii) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations.
- viii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum and Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- ix) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations;
- x) Pursuant to Regulation 166 of the SEBI ICDR Regulations, Adjustment Events shall also become applicable to the Warrants and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a Warrant converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares;

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- xi) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant Holder thereof any rights with respect to that of a Shareholder of the Company;
- xii) Subject to compliance with the requirements specified in the SEBI ICDR Regulations, the Warrants shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution. Provided where the allotment of the Warrants 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; and
- xiii) The Warrants do not carry any voting rights

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder of the Warrants and all such Equity Shares that are being allotted shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT Equity Shares having face value of Re. 2/- (Rupee Two only) each proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, be listed on the National Stock Exchange of India Limited, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as Stock Exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board and other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/any Committee of the Board be and is hereby authorized, in its entire discretion, to do all such acts, deed, matters and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be

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necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of Equity Shares on preferential basis and to do all acts, deeds, matters and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company to the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place: New Delhi

Date: 15th December, 2023

By Order of the Board of Directors

Regd Office:

C-4 SDA COMMUNITY CENTRE HAUZ KHAS,
New Delhi, 110016

Sd/-
Abhishek
Company Secretary

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, as amended and SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, has permitted the holding of the Annual General Meeting and Extraordinary General Meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the Extraordinary General Meeting (“Meeting” or “EGM”) of the Company is being held through VC / OAVM on Monday, 15th day of January, 2024, at 12.30 p.m. (IST). The proceedings of the EGM deemed to be conducted at the Registered Office of the Company situated at C-4 SDA Community Centre Hauj Khas New Delhi 110016

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM ARE NOT ANNEXED TO THIS NOTICE.

3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the EGM through VC or OAVM or to vote through Remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail cs@mayankarora.co.in with a copy marked to ivote@bigshareonline.com and Cs@dudigitalglobal.com, not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No.1 of the Notice is annexed hereto.

6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the EGM. The facility of participation at the EGM through VC/OAVM will be made

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available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EGM, without restriction on account of a first come first served basis.

7. The Notice convening the EGM has been uploaded on the website of the Company and may also be accessed from the relevant section of the websites of the Stock Exchange i.e National Stock Exchange of India Limited at www.nseindia.com respectively. The EGM Notice is also available on the website of Bigshare at <https://ivote.bigshareonline.com>.

8. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed 31st March, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Bigshare Services Private Limited ("Registrar" or "RTA") at ivote@bigshareonline.com for assistance in this regard.

9. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

10. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://www.bigshareonline.com/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

11. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

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12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.

13. During the EGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at Cs@dudigitalglobal.com, latest by January 12, 2024 (up to 5:00 p.m.).

14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

15. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of Remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a Remote e-Voting system as well as e-Voting during the EGM will be provided by Bigshare.

16. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Monday, 8th day of January, 2024 (cut-off date not earlier than 7 days before the EGM), may cast their vote by Remote e-Voting. The Remote e-Voting period commences on Friday, 12th day of January, 2024, at 9:00 a.m. (IST) and ends on Sunday, 14th day of January, 2024, at 5:00 p.m. (IST). The Remote e-Voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through Remote e-Voting before the EGM and e-Voting during the EGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Monday, 8th day of January, 2024. Subject to receipt of the requisite number of votes, the Resolutions passed by Remote e-Voting are deemed to have been passed as if they have been passed at the EGM i.e., Monday, 15th day of January, 2024. The Notice of the EGM indicating the instructions for the Remote e-Voting process can be downloaded from the Bigshare website <https://ivote.bigshareonline.com>. or the Company's website <https://dudigitalglobal.com>.

17. Members will be provided with the facility for voting through an electronic voting system during the Video Conferencing proceedings at the EGM and Members participating at the EGM, who have not already cast their vote by Remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the EGM. Members who have cast their vote by Remote e-Voting prior to the EGM will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through Remote e-Voting.

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18. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e Monday, 8th day of January, 2024, shall be entitled to avail of the facility of Remote e-Voting before the EGM as well as e-Voting during the EGM. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Monday, 8th day of January, 2024, may obtain the User ID and password by sending a request at ivote@bigshareonline.com.

19. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the Remote e-Voting facility. The e-Voting module during the EGM shall be disabled by Bighshare for voting 15 minutes after the conclusion of the Meeting.

20. Mr. Mayank Arora, Partner of M/s. Mayank Arora & Co., Company Secretaries (Membership No. FCS 10378 & CP No. 13609) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the Remote e-Voting process before the EGM as well as e-Voting during the EGM in a fair and transparent manner.

21. The Scrutinizer will submit his report to the Chairman, or any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the EGM and votes cast through Remote e-Voting), not later than 2 working days from the conclusion of the EGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, Bighshare, and RTA, and will also be displayed on the Company's website at <https://dudigitalglobal.com>.

22. Members are encouraged to submit their questions in advance in respect of the matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at C-4 SDA Community Centre HAUZ Khas New Delhi 110016 before 5.00 p.m. (IST) on January 12,2024. Queries that remain unanswered at the EGM will be appropriately responded to by the Company at the earliest, post the conclusion of the EGM.

23. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at cs@dudigitalglobal.com by January 12,2024 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id cs@dudigitalglobal.com will be allowed to express their views/ask questions during the EGM. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

24. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE EXTRAORDINARY GENERAL MEETING ARE AS UNDER:

The Remote e-Voting period begins on Friday, 12th January, 2024 at 9:00 a.m. (IST) and ends on Sunday, 14th January, 2024, at 5:00 p.m. (IST). The Remote e-Voting module shall be disabled by Bigshare for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 8th day of January, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, Monday, 8th day of January, 2024

Remote e-Voting instructions for shareholders:

- (i) The voting period begins on Friday, 12th January, 2024, at 09.00 A.M. (IST) and ends on Sunday, 14th January, 2024, at 05.00 P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 8th day of January, 2024 may cast their vote electronically. The e-Voting module shall be disabled by Bigshare 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 December 9, 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' resolution. 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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





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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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 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

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	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. 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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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.</p>

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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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

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

Contact No:011-40450533, Website:Dudigitalglobal.com, Mail:cs@Dudigitalglobal.com

CIN: L74110DL2007PLC171939

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- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

1. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- **NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

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- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.
- **Investor vote File Upload:**
- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Procedure for joining the/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the /EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the /EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the /EGM are as under:-

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- The Members can join the /EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the /EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 in the /EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the /EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

OTHER INFORMATION RELATED TO E-VOTING:

- a. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners of the Company, as on the cut-off date i.e. Monday, 8th day of January, 2024 only shall be entitled to avail the facility of e-Voting, either through Remote e-Voting and Voting at the EGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- b. Members who have cast their vote by Remote e-Voting prior to the EGM will be entitled to attend the EGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including Remote e-Voting, then voting done through Remote e-Voting shall prevail and other shall be treated as invalid.
- c. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 8th January 2024.
- d. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for Remote e-Voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-Voting manual available at <https://ivote.bigshareonline.com> or write an e-mail to ivote@bigshareonline.com or cs@dudigitalglobal.com.
- e. Every client ID no./folio no. will have one vote, irrespective of the number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is First/higher in the order of names among the joint holders, will be entitled to vote at the EGM.
- f. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./folio no., which may be used for sending future communication(s).

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CIN: L74110DL2007PLC171939

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GENERAL INSTRUCTIONS

- i. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for a better experience.
- ii. Shareholders/ Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- iii. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iv. At the EGM, the Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow e-Voting at the EGM.
- v. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 2 working days of the conclusion of the EGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi. The results along with the consolidated Scrutinizer's Report shall be declared by means of:
 - (a) dissemination on the website of the Company i.e. www.dudigitalglobal.com and website of Bightsare i.e. <https://ivote.bigshareonline.com> and
 - (b) communication to National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

Place: New Delhi
Date: December 15, 2023

By Order of the Board of Directors

Regd Office:
C-4 SDA COMMUNITY CENTRE HAUZ KHAS,
New Delhi, 110016

Sd/-
Abhishek
Company Secretary



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

Item No. 1:

Issue of Convertible Warrants on Preferential Basis to Non-Promoters:

The Board of Directors of the Company, at its meeting held on 15th December, 2023, subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 1,92,00,000 Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs. 2/- (Rupee Two only) on preferential basis to the proposed allottee(s) as mentioned in the Item No. 1.

Since the Company is a Listed Company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The Company proposes to raise funds through issue of Warrants on preferential basis for:

- a) Overseas expansion endeavours. These warrants are envisioned to facilitate the seamless execution of various modes of expansion, including potential acquisitions of established companies, the incorporation of new entities, formation of new joint Venture, acquisition of stakes in existing ventures or any combination or through other strategic modes. By utilizing this amount, we aim to secure the necessary capital for these ventures, ensuring a robust financial foundation for our overseas operations
- b) General corporate purposes or such other objects, as the board may from time to time decide in the best interest of the Company

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B. Maximum number of specified securities to be issued / the total number of Securities, kinds of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:

The Board of Directors in its meeting held on 15th December, 2023 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate up to 1,92,00,000 having face value of Rs. 2/- (Rupees Two only) each at an issue price of Rs. 50/- (Rupees Fifty only) per Warrant, determined as on the Relevant Date in accordance with the provisions of SEBI ICDR Regulations and applicable laws, aggregating but not exceeding Rs. 96,00,00,000/- (Rupees Ninety-Six crores only), which shall be convertible into Equity Shares of the Company in the ratio of 1:1 (i.e. one equity share for every one warrant held)

C. Amount which the Company intends to raise by way of such securities

Up to Rs.96,00,00,000 /- (Rupees Ninety Six Crore only)

D. Intention of the Promoters, Directors, or Key Managerial Personnel of the issuer to subscribe to the Offer:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company is subscribing to the Convertible Warrants

E. Shareholding Pattern before and after the proposed preferential issue.

Sr. No.	Category	#Pre-Issue Equity		\$Post Equity Issue	
		No of shares Held	% Of shareholding	No of shares Held	% Of shareholding
A	Promoter Holding				
1	Indian	26204960	37.53	26204960	29.46
	Individuals/PAC	26204960	37.53	26204960	29.46
	Bodies Corporate	0	0	0	0
	Any Other	0	0	0	0
	Sub Total A 1	26204960	37.53	26204960	29.46
2	Foreign Promoter	12497900	17.92	12497900	14.05
	Individuals/NRI/Foreign individuals/PAC	12497900	17.97	12497900	14.05
	Bodies Corporate	0	0	0	0
	Sub Total A 2	12497900	17.97	12497900	14.05
	Total Promoters Group	38702860	55.50	38702860	43.51

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	A= A1+A2				
B	Public/Non-Promoters' Shareholding				
1	Institutional Investors	9946500	14.26	15706500	17.66
A	Mutual Funds/Banks/FI				
B	FII's/Pis	9946500	14.26	15706500	17.66
	Sub Total B 1	9946500	14.26	15706500	17.66
2	Non-Institutions				
	Individual share capital upto Rs. 2 Lacs	4154540	5.97	4154540	4.69
	Individual share capital in excess of Rs. 2 Lacs	15002000	21.50	26529680	29.84
	Non-Resident Indian (NRI)	185000	0.27	185000	.20
	Bodies Corporate	1311000	1.88	1311000	1.48
	Foreign Nationals	0	0		
	Others (HUF, LLP, The Court Receiver High Court and Trusts, Clearing Members, Unclaimed or Suspense or Escrow Account)	415500	0.60	2327820	2.61
	Directors and their relatives (excluding independent directors and nominee directors)	15000	0.02	15000	0.01
	Investor Education and Protection Fund (IEPF)				
	Sub Total B 2				
	Total Public Share holding B-B1+B2	31029540	44.50	48524460	56.49
	GRAND TOTAL A+B	69732400	100	88932400	100

Pre-issue shareholding pattern as on 08.12.2023

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\$The post issue shareholding percentage is arrived after considering all the preferential allotments of Equity shares proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned Resolution No.1; consequently, the post-issue shareholding percentage mentioned above may stand altered.

F. Proposed time within which the allotment shall be completed:

The allotment of Securities shall be completed within a period of 15 days from the date of passing of the Special Resolution(s) by the Members of the Company, provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approval.

G. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No	Details of subscriber	PAN	Category/ Class of Subscribers	Ultimate Beneficial Owner of the proposed Allotte(s)	Pre-issue Holding	% to Pre issue Capital	No. of equity shares proposed to Issue	% to Post issue Capital
1.	Sameer Kishore Doshi	AELPD5802Q	Individual	NA	0	00	19,58,400	2.20
2.	Megha Sanjay Bansal	AMRPS8764L	Individual	NA	0	00	9,56,160	1.08
3.	Abhay Ajitkumar Adukia	ADNPA7589C	Individual	NA	0	0	9,56,160	1.08
4.	Sonpal Jain	AHBPJ9249E	Individual	NA	0	0	9,56,160	1.08
5.	Rachna Jain	AINPJ1137J	Individual	NA	0	0	9,56,160	1.08
6.	Minaxi Kishore Mehta	AAJMP2912L	Individual	NA	00	0	19,16,160	2.20

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7.	Rukmini Sen	ADMPC2255L	Individual	NA	00	0	9,56,160	1.08
8.	Ashok Kumar Joneja	AAGPJ4175K	Individual	NA	0	0	19,16,160	2.20
9.	Varsha Dugar	AAAPH3588G	Individual	NA	00	0	9,56,160	1.08
10.	Vishwamani Tiwari HUF	AAJHV4366B	HUF	Vishwamani Matamani Tiwari	0	0	9,56,160	1.08
11.	Dharmraj Ramsajivan Tiwari Private Trust	AADTD6773C	Trust	Vishwamani Matamani Tiwari Prabha Tiwari, Ankush Tiwari, Parth Tiwari	0	0	9,56,160	1.08
12.	Zinnia Global Fund PCC- Cell Dewcap Fund	AABCZ7699E	Fund	Low Ren Feng	0	0	28,80,000	3.24
13.	Nova global opportunities fund PCC- Touchstone	AAICN7211R	Fund	Padam Khurana	0	0	28,80,000	3.24

Note: The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

H. Undertakings

In terms of SEBI ICDR Regulations, 2018, the Company hereby undertakes that:

- i. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- ii. It shall re-compute the price of the Warrants issued in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.

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- iii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the underlying Warrants shall continue to be locked-in till the time such amount is paid by the proposed allottee(s).
- iv. The proposed allottee have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.

Neither the Company, its Directors nor Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

I. The total number of Shares or other Securities to be issued

The Board of Directors in its meeting held on 15th December, 2023 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate up to 1,92,00,000 Warrants to be converted into equal number of Equity Shares of Re. 2/- (Rupee Two only) each to non Promoter category on a preferential basis in compliance with applicable provisions of SEBI ICDR Regulations.

J. Listing:

The equity shares to be issued upon conversion of the Warrants, shall be listed on NSE where the shares of the Company are listed or such other exchanges where the equity shares of the Company are listed at the time of conversion.

K. Terms of Issue of the Warrants

- i) Each Warrant be convertible into one Equity Share having face value of Rs. 2/- (Rupees Two only) per equity share fully paid up (“Conversion Shares”) at a conversion price of Rs. 50/- (Rupees Fifty only) per equity share (“Conversion Price”) which includes premium of Rs. 48/- (Rupees Forty-Eight only) per equity share, determined in accordance with Chapter V of the SEBI ICDR Regulations, with respect to the Relevant Date i.e., December 15, 2023, as per details contained in the explanatory statement under Section 102 of the Act annexed hereto or such number of equity shares after giving effect to the events specified in the clause (x) below on occurrence of adjustment events (hereinafter referred to as “Adjustment Events”), and can be exercised at any time within a period of 18 months from the date of issue of such Warrants, in one or more tranches, and on such other terms and conditions, subject to the SEBI ICDR Regulations;
- ii) In accordance with Regulation 169(2) of the SEBI ICDR Regulations, at least 25% of the consideration payable for the Warrants (and the equity shares into which they are converted), shall be paid by the Proposed Warrant Allottees to the Company on or before the date of allotment of the Warrants. The balance part of the total consideration shall be paid at the time of allotment of

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DUDIGITAL GLOBAL LIMITED

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CIN: L74110DL2007PLC171939

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the equity shares pursuant to exercise of conversion against each Warrant by the Proposed Warrant Allottees. The amount paid against Warrants shall be adjusted/set-off against the price payable for the resultant equity shares;

- iii) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- iv) In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v) The Warrant Holder shall be entitled to exercise the option of exercising any or all the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder or such number of Equity Shares after giving effect to the events specified in the clause (ix) below on occurrence of adjustment events (hereinafter referred to as “Adjustment Events”) and perform such actions as required to credit the Equity Shares to the depository account and entering the Name of Allottee in the records of the Company as the registered owner of such Equity Shares;
- vi) The Equity Shares to be issued and allotted to the Proposed Warrant Allottees as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- vii) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations.
- viii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum and Articles of Association of the Company and also the regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- ix) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI ICDR Regulations, where it is required to do so and

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the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of SEBI ICDR Regulations;

- x) Pursuant to Regulation 166 of the SEBI ICDR Regulations, Adjustment Events shall also become applicable to the Warrants and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event(s), the number of Conversion Shares that a Warrant converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event(s) on the Equity Shares or other securities convertible into Equity Shares;
- xi) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant Holder thereof any rights with respect to that of a Shareholder of the Company;
- xii) Subject to compliance with the requirements specified in the SEBI ICDR Regulations, the Warrants shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution. Provided where the allotment of the Warrants 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; and
- xiii) The Warrants do not carry any voting rights.

L. Pricing of Preferential Issue:

The Board has fixed the price of Rs. 50/- per warrant in terms of regulation 165 of ICDR Regulations, 2018

M. Basis on which the price would be arrived at

The equity shares of Company are listed and the equity shares of the Company are not frequently traded on Stock Exchanges, viz., NSE Limited (“NSE”) in accordance with SEBI (ICDR) Regulations, 2018. The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date. Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and ICDR Regulations, the Company has obtained a Valuation Report dated 15th December, 2023 (“Valuation Report”) from a Registered Valuer, who have determined the fair value of the Equity Shares of the Company to be Rs. 46.63 per share.

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Justification for pricing of preferential issue:

As per Regulation 166A (1) of the SEBI (ICDR) Regulations

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

As the proposed allotment is not resulting in a change in control or allotment of more 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations is applicable on the Company.

Further, the Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations.

The Company has taken Valuation Report from Mr. Bhavesh M. Rathod, an Independent Registered Valuer – Securities and Financial Assets, having Registration No.IBBI/RV/06/2019/10708, and the copy of the same has been hosted on the website of the Company at <https://dudigitalglobal.com>.

The Management of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at Rs. 50/- (Rupees Fifty only) per security being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

N. Name and address of valuer who performed valuation

Mr. Bhavesh M Rathod, Chartered Accountants, Registered valuer having address at 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai - 400 066

N. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable, as the Company has not proposed to issue the shares for consideration other than cash.

O. Relevant Date

In terms of Regulation 161 of the ICDR Regulations, the Relevant Date for determining the floor price for this Preferential Allotment of Equity Shares is 15th December, 2023* being the 30 days prior to the date of Extra Ordinary General Meeting.

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*Note: Where the Relevant Date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date, hence, the relevant date is considered as 15th December, 2023 instead of 16th December, 2023.

P. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company because of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

Q. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current Financial Year 2023-24.

However, during the financial year under review The Company has done Right Issue of Equity on 27th October 2023, for which the trading approval was received on 12th November 2023.

R. Lock-in period

The entire pre preferential shareholding of the Proposed Warrant Allottee(s) in the Company, if any, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such Proposed Warrant Allottees shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants.

S. Certificate from Practicing Company Secretaries

A certificate from Mr. Mayank Arora, Practicing Company Secretary certifying that the issue of Warrants on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. www.dudigitalglobal.com/ before the Extra Ordinary General Meeting

T. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of Shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

U. Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Promoters and Non-Promoter/ Public Shareholders

V. Material term of raising equity shares:

No material terms other than stated above.

W. Other disclosures

In accordance with SEBI ICDR Regulations:

- i. The Company has not allotted equity shares on preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential allotment of the person holding the shares are in dematerialized form.
- iv. The issue of equity shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI ICDR Regulations and shall be made in a dematerialized form only.

X. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of the Proposed Allottee	Current Status	Post Status
1	Sameer Kishore Doshi	Non- Promoter	Non- Promoter
2	Megha Sanjay Bansal	Non- Promoter	Non- Promoter
3	Abhay Ajitkumar Adukia	Non- Promoter	Non- Promoter
4	Sonpal Jain	Non- Promoter	Non- Promoter
5	Rachna Jain	Non- Promoter	Non- Promoter
6	Minaxi Kishore Mehta	Non- Promoter	Non- Promoter
7	Rukmini Sen	Non- Promoter	Non- Promoter
8	Ashok Kumar Joneja	Non- Promoter	Non- Promoter
9	Varsha Dugar	Non- Promoter	Non- Promoter

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10	Vishwamani Tiwari HUF	Non- Promoter	Non- Promoter
11	Dharmraj Ramsajivan Tiwari Private Trust	Non- Promoter	Non- Promoter
12	Zinnia Global Fund PCC- Cell Dewcap Fund	Non- Promoter	Non- Promoter
13	Nova global opportunities fund PCC- Touchstone	Non- Promoter	Non- Promoter

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its Members. The Board of Directors recommends the passing of the resolutions as set out in Item No.1 as a Special Resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of this Notice except to the extent of their shareholding in the Company.

Place: New Delhi

Date: 15th December, 2023

By Order of the Board of Directors

**Sd/-
Abhishek
Company Secretary**