

To
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

Date: 31st January, 2025

Company Code - DUGLOBAL

Subject: Outcome of the 5th Meeting of the Board of Directors held on Friday, 31st January, 2025.

Ref.-: Intimation pursuant to Regulation 30 read with Schedule III Part-A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir / Madam,

In compliance with the provisions of Regulation 30 read with Schedule III of the SEBI Listing Regulations and relevant SEBI Circular issued from time to time, kindly note that the Board of Directors of the Company at its meeting held today i.e., Friday, January 31, 2025 have inter alia, considered and approved the following matters:

1. Approved alteration in Articles of Association of the Company, subject to the approval of shareholders of the Company. The details as per **SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are annexed as Annexure-1.**
2. Approved the Dudigital Employee Stock Purchase Scheme, 2025 (“ESPS 2025”) and grant of equity shares to the eligible employees of the Company, subject to the approval of shareholders of the Company.
3. Approved the grant of shares to the employees of the subsidiaries (within India or outside India) of the Company under the Dudigital Employee Stock Purchase Scheme, 2025 (“ESPS 2025”), subject to the approval of shareholders of the Company.
4. Approved the notice of postal ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for obtaining approval of the Shareholders of the Company for the matters stated in point 1, 2 & 3 above.

The meeting of the Board of Directors commenced at 12:30 PM and concluded at 12.55 PM.

You are requested to take the above information on record.

Thanking You,

FOR DUDIGITAL GLOBAL LIMITED

Lalit Chawla
Company Secretary and Compliance Officer
M. No. F 7825

DUDIGITAL GLOBAL LIMITED

CIN: L74110DL2007PLC171939

Registered Address: C-4, SDA Community Centre, Hauz Khas, New Delhi - 110016

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Annexure -1

Alteration in Articles of the Company.

In order to facilitate the Dudigital Employee Stock Purchase Scheme, 2025, the Board of Directors during its meeting held today i.e. 31st January, 2025, approve the Articles of Association of the Company. In this regard, the Article 14 of the Articles of Association of the Company states as under:

“Further Issue of shares

14. (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered -

xxx

(b) “to employees under a scheme of employees’ stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.”

To enable ESPS 2025, the Board proposed to substitute the afore-mentioned clause with the following:

14(1)(b): “to employees under a scheme for the benefit of employees, subject to the conditions as prescribed under the relevant provisions of the Companies Act, 2013 and the applicable SEBI Regulations.”

For obtaining the approval of shareholders, the Board has also approved the draft Notice of Postal Ballot.