



DUDIGITAL GLOBAL LIMITED
CIN: L74110DL2007PLC171939

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

Corporate Office: B-86, Second Floor, Defence Colony, New Delhi, India, 110024

Phone: 011-40450533

Website: www.dudigitalglobal.com

E-mail: cs@dudigitalglobal.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20, Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars (as defined below)]

To
The Members,

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, (the “**Act**”), as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modifications, amendments or re-enactments thereof for the time being in force), for seeking approval of the members (as defined under Section 2(55) of the Act) (“**Members**”) of Dudigital Global Limited (“**Company**”) for the matters as considered in the resolutions appended below through postal ballot only by means of remote e-voting (“**Postal Ballot**”).

The Members may note that the Ministry of Corporate Affairs (“**MCA**”), vide its General Circular No. 14/2020 dated April 8, 2020, read with General Circular No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest being No. 09/2024 dated September 19, 2024 and other applicable circulars (collectively the “**MCA Circulars**”), has allowed the companies to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/remote e-voting in accordance with the provisions of the Act and the Rules, without holding a general meeting.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the resolutions appended below. The explanatory statement pursuant to Section 102 of the Act (“**Explanatory Statement**”) pertaining to the said resolution, setting out material facts and the reasons for the resolution, is also annexed. You are requested to peruse the proposed resolution, along with the Explanatory Statement, and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

In compliance with the said MCA Circulars and applicable provisions of the Act and Listing Regulations, this Postal Ballot Notice along with Explanatory Statement is being sent in electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent (the “**RTA**”). The communication of assent / dissent of the Members

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will only take place through the remote e-voting facility being offered by the Company instead of physical Postal Ballot forms.

SPECIAL BUSINESS:

Item No. 1: Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all 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), the consent of the members of the Company be and is hereby accorded to substitute the Article 14(1)(b) of the Articles of Association of the Company as per the Companies Act, 2013 in the following manner:

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.”***

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any of its duly authorised Committees) and / or Company Secretary or any officer(s) so authorised by the Board, be and are hereby severally authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

Item No. 2: To approve the Dudigital Employee Stock Purchase Scheme, 2025 (“ESPS 2025”) and grant of equity shares to the Eligible Employees of Dudigital Global Limited.

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

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made there under, the provisions of Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [‘SEBI (SBEB & SE) Regulations, 2021’], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [‘**SEBI Listing Regulations, 2015**’], the relevant clauses of the Memorandum and Articles of Association of Dudigital Global Limited (hereinafter called as “the Company”) and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to the introduction and implementation of ‘Dudigital Employee Stock Purchase Scheme 2025’ (hereinafter referred to as the ‘ESPS 2025’) to create, issue and grant/allot from time to time, in one or more tranches, not exceeding 25,00,000 (Twenty Five Lakh) equity shares to or for the benefit of Eligible Employees of the Company, as may be decided by the Board/ Nomination and Remuneration Committee, designated as

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Compensation Committee, on such terms and in such manner as the Board may determine in accordance with the provisions of the applicable laws and the provisions of the ESPS 2025.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned herein before shall rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations, 2021, and any other applicable laws and regulations to the extend relevant and applicable to the ESPS 2025.

RESOLVED FURTHER THAT in case of any corporate action(s) such as sub-division, consolidation of shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, if there is any change in the total number of paid-up equity shares, then the above ceiling of 25,00,000 equity shares shall be deemed to be increase in proportion on such additional shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in “Dudigital Employee Stock Purchase Scheme 2025”, as it may deem fit, from time to time or to suspend, withdraw or revive “Dudigital Employee Stock Purchase Scheme 2025”, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is not detrimental to the interest of the employees who have been granted shares under Dudigital Employee Stock Purchase Scheme 2025

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the “Dudigital Employee Stock Purchase Scheme 2025”, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to execute all such deeds, documents, writings and to give such directions and/ or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of “Dudigital Employee Stock Purchase Scheme 2025” and to take all such steps and do all such acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares to be allotted under the “Dudigital Employee Stock Purchase Scheme 2025” on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the SEBI Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Board of Directors, with power to further delegate such powers to any executives/ officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard”.

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Item No. 3: To approve grant of shares to the employees of the subsidiaries (within India or outside India) of Dudigital Global Limited under the Dudigital Employee Stock Purchase Scheme, 2025 (“ESPS 2025”)

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

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made there under, the provisions of Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, [‘SEBI (SBEB & SE) Regulations, 2021’], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [‘SEBI Listing Regulations, 2015] the relevant clauses of the Memorandum and Articles of Association of Dudigital Global Limited (“Company”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to extend the benefits of the ESPS 2025 to such person(s) who are in employment of any existing or future subsidiary(es), the Company, whether in or outside India on such terms and in such manner as the Board/ Nomination and Remuneration Committee, designated as Compensation Committee may determine in accordance with the provisions of the applicable laws and the relevant clauses of the ESPS 2025 provided that the maximum number of shares granted to Eligible Employees of both the Company and its subsidiary(ies) under the ESPS 2025, which shall not cumulatively exceed 25,00,000 equity shares of face value Rs. 2/- each (as adjusted for any changes in the capital structure of the Company, if any).

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned herein before shall rank *pari-passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations, 2021, and any other applicable laws and regulations to the extend relevant and applicable to the ESPS 2025.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company, the ceiling as aforesaid of 25,00,000 equity shares of the Company to be issued and allotted shall be deemed to increase in proportion on such Additional Shares.

RESOLVED FURTHER THAT in case the equity shares issued by the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Eligible Employees under the ESPS 2025 shall automatically stand adjusted, without affecting any other rights or obligations of the employees.

RESOLVED FURTHER THAT the Board or the Committee or the officers, who may be authorized by the Committee, in this regard be and are hereby authorized to take necessary steps for listing of the securities allotted under ESPS 2025 on the Stock Exchanges as per the provisions of the Listing Regulations, SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws and Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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**By Order of the Board
For Dudigital Global Limited**

**Date: 31st January, 2025
Place: New Delhi**

**Sd/-
Lalit Chawla
Company Secretary and Compliance Officer
Membership No.: F7825**

NOTES:

1. An Explanatory statement pursuant to Sections 102(1) and 110 of the Act read with the rules thereunder and the SS-2 setting out material facts relating to the Special Business to be transacted is annexed hereto and forms part of the Notice.
2. As per Sections 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), cut-off date for the purpose of reckoning the voting rights and sending the Notice is **Friday, 31st January, 2025** ("Cut-off date"). A person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.
3. In compliance of the MCA Circulars, the Notice of Postal Ballot is being electronically sent to all the Members of the Company, whose name appear on the Register of Members / List of Beneficial Owners as received from Bigshare Services Private Limited ("RTA/ Bigshare") and whose email addresses are registered with the Company or depository participants or RTA as on the Cut-off date. It is however, clarified that all Members of the Company as on the closure of Cut-off date (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice. Further, in compliance with the requirements of the MCA Circulars, physical copy of the Notice along with, Postal Ballot Forms and pre-paid business reply envelope are not being sent to the members for this Postal Ballot process and the Company is providing facility for voting by electronic means (e-voting) and the business may be transacted through such remote e-voting only.
4. Members may please note that the Notice shall also be uploaded on the website of the Company www.dudigitalglobal.com on the website of Bigshare Services Private Limited <https://ivote.bigshareonline.com/landing> and on the website of National Stock Exchange of India Limited www.nseindia.com.
5. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 31st January, 2025, being the Cut-off Date fixed for the purpose.
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, 06th March, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
7. The entire shareholding of the Company is in dematerialisation mode. Therefore, the members who have not registered their e-mail addresses with the Depositories/ Depository Participant are requested to register the same with their Depository Participant where they maintain their Demat Account.
8. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the member as on Cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on that date will be entitled to cast their votes by remote e-voting.

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9. Dispatch of the Notice shall be deemed to be completed on 4th February, 2025 i.e., the day on which CDSL/RTA sends out the communication for the postal ballot process by e-mail to the members of the Company.
10. In accordance with the provisions of Regulation 44 of Listing Regulations and Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and MCA Circulars, the Company has extended remote e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice.
11. The e-voting shall commence on **Wednesday, 5th February, 2025 at 9:00 AM (IST)** and end on **Thursday, 06th March, 2025 at 5:00 PM (IST) (both days inclusive)**. The remote e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently.
12. The documents referred to in the accompanying notice and explanatory statement, if any, shall be open for inspection at the Corporate Office of the Company without any fee on all working days (i.e. excluding, Saturdays, Sundays and public holidays) between 9:00 a.m. (IST) to 06:00 p.m. (IST) from the date of dispatch of notice upto the closure of the voting period.
13. All material documents referred to in the Notice and Explanatory Statement thereto shall also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to the Company Secretary at cs@dudigitalglobal.com.
14. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting i.e. on or before 5.00 PM IST on Friday, 08th March, 2025 and will also be displayed on the Company website www.dudigitalglobal.com, on the website of Bigshare - <https://ivote.bigshareonline.com/landing> and communicated to the stock exchanges.

15. Instructions for voting through remote e-voting:

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2 and the relevant MCA Circulars, the Company is pleased to provide its members the facility to exercise their right to vote through Postal Ballot by electronic means ("remote e-voting"). Further, the Company has engaged the Bigshare Services Private Limited ("BIGSHARE") for facilitating e-voting.

The instructions for Members for voting through electronic means are as under:

- i. The voting period begins on Wednesday, 05th February, 2025 at 9.00 A.M. (IST) and ends on Thursday, 06th March, 2025 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date i.e. Friday, 31st January, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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

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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.

- iii. In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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.

A) Pursuant to above said SEBI Circular, Login method for e-Voting 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	<p>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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded</p>

	<p>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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</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.nsd.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 service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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>

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 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B) 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.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’

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- 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.

C) 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:

- 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, IF ANY.

Item No. 1

In order to facilitate the launch of the Dudigital Employee Stock Purchase Scheme 2025, it is necessary to amend the Articles of Association to include the requisite provisions. Therefore, it is proposed to update the existing AOA for the said purpose.

Accordingly, the following amendment was proposed to the AOA:

New Article 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.*

The details of Articles proposed to be modified, included or removed are provided below:

Article No.	Existing Article	Amended Article
14(1)(b)	<i>to <u>employees under a scheme of employees' stock option</u>, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62</i>	<i>to employees <u>under a scheme for the benefit of employees</u>, subject to the conditions as prescribed under the relevant provisions of the Companies Act, 2013 and the applicable SEBI Regulations</i>

The Company seeks the approval of its Members in respect of the Alteration of its Articles in due compliance of Section 14 of the Companies Act, 2013 and other Applicable laws.

Subject to your approval and approval from any other authorities, if any, the Board of the Directors of the Company, vide their meeting held on Friday, January 31, 2025 have approved the proposed alteration in Articles of the Company.

Item No – 2 & 3

Recognizing the valuable contributions of its employees, the Board of Directors of Dudigital Global Limited ("Company") believes that an Employee Stock Purchase Scheme ("ESPS") will be a valuable in motivating and rewarding employee performance. The ESPS will offer employees as prescribed in the ESPS the opportunity to acquire shares in the Company at a discounted price, thereby fostering a sense of ownership and aligning employee interests with those of the shareholders.

The Company intends to implement ESPS with a view to attract and retain key talent working with the Company and its subsidiary(ies) by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability.

With this objective in mind, the Company intends to introduce and implement an Employee Stock Purchase Scheme, 2025 viz., 'Dudigital Employees Stock Purchase Scheme 2025' ('ESPS 2025'), contemplating to offer, issue and grant/allot equity shares of the Company which in aggregate for the Eligible Employees of the Company and its subsidiary(ies), both existing and future, including any

DUDIGITAL GLOBAL LIMITED

CIN: L74110DL2007PLC171939

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

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Directors (other than Promoters/persons belonging to Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and shall not exceed 25,00,000 fully paid equity shares of face value of Rs.2 each.

In order to align with the Regulation 6 and other guidelines set forth in Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [‘SEBI (SBEB & SE) Regulations, 2021’], it is mandatory to obtain the approval of Shareholders by way of a Special Resolution for the issuance of shares to the Eligible Employees of the Company and its subsidiary(ies).

The Company seeks the approval of its Members in respect of the ESPS 2025 and grant of Shares to the Eligible Employees of the Company/its subsidiary(ies) as decided in this behalf from time to time and in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘SEBI (SBEB & SE) Regulations, 2021’).

Subject to your approval and approval from any other authorities, if any, the Board of the Directors of the Company and its empowered committee, vide their respective meetings held on Friday, January 31 2025, have approved the proposed ESPS 2025.

The Salient features of the ESPS 2025 are as under –

a) Brief Description of the Scheme.

The Company proposes to introduce the ESPS 2025 primarily with a view to attract, retain, and motivate the existing employees of the Company and its subsidiary(ies) and employees joining the Company and its subsidiary(ies) that would lead to sustained growth and the creation of shareholder value. ESPS 2025 contemplates grant of equity shares to Eligible Employees as may be determined in due compliance with the SEBI (SBEB & SE) Regulations, 2021 and provisions of the ESPS 2025.

b) Total Number of Shares to be granted.

The total number of equity shares that may be issued under the ESPS 2025 will not be more than 25,00,000 (Twenty Five Lakh) Equity Shares of Face Value of ₹2 (Rupees Two Only) each fully paid up, of the Company to Eligible Employees as described in the ESPS 2025. In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of shares to be allotted or purchase price shall be reasonably adjusted as per the provisions of the ESPS 2025 and in case of sub-division or consolidation of shares then the number of shares and the purchase price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been given an offer under the ESPS 2025.

c) Identification of classes of employees entitled to participate in the ESPS 2025.

The following classes of employees (“Employees”), subject to their selection as per eligibility criteria, shall be entitled to participate in the ESPS 2025:

- i. An employee as designated by the company, who is exclusively working in India or outside India; or
- ii. A director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

iii. An employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—

- a) An employee who is a promoter or a person belonging to the promoter group; or
- b) A director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

d) Requirements of vesting and period of vesting.

As the Company has proposed to issue shares under ESPS 2025, the requirement of vesting and vesting period is not applicable. The Eligible Employee as defined in the ESPS 2025 of the company and its Subsidiary shall be allotted equity shares in terms of “ESPS 2025” scheme.

e) Maximum period within which the Shares shall be vested.

Maximum period within which the Shares shall be vested is not applicable under the Dudigital Employees Stock Purchase Scheme, 2025.

f) Exercise price or pricing formula.

The Nomination & Remuneration Committee, designated as the Compensation Committee has absolute authority to decide the pricing formulae, discount and valuation etc, subject to applicable SEBI (SBEB and SE) Regulations.

g) Exercise Period and the process of acceptance of offer.

The time period for eligible Employees to submit their applications for allotment of Shares under this Scheme shall be decided by the Nomination & Remuneration Committee, designated as the Compensation Committee.

The Eligible Employees to whom Shares are offered under the Scheme shall make an application to the Company in the prescribed application form along with the payment of the total amount of the Issue Price for upto the Shares entitled for which the offer of shares has been made.

h) Appraisal process for determining the eligibility of employees under the ESPS 2025.

The appraisal process for determining the eligibility of employees shall be decided from time to time by the Nomination and Remuneration Committee, designated as the Compensation Committee.

i) Maximum number of Shares to be offered and issued per employee and in aggregate.

The total number of Shares that may be granted to the Eligible Employees of the Company under ESPS 2025, in any financial year and in aggregate under the ESPS 2025 shall not exceed 25,00,000 shares.

j) Maximum quantum of benefits to be provided per employee under the ESPS 2025.

The maximum quantum of benefits to be provided per employee under the ESPS, 2025 shall be determined by the Nomination and Remuneration Committee, designated as the Compensation Committee on the basis of the market price of the shares as on the date of exercise of right subject to limits as stated in the SEBI (SBEB & SE) Regulation 2021 and any other applicable provision, if any.

k) Route of implementation of ESPS 2025.

ESPS 2025 shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the Members in due course as per applicable laws.

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- l) Source of acquisition of shares under the ESPS 2025.**
The ESPS 2025 contemplates fresh/new issue of shares by the Company.
- m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.**
This is currently not contemplated under the present ESPS 2025.
- n) Maximum percentage of secondary acquisition.**
Not Applicable
- o) Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15**
The Company conforms to the accounting policies specified in Regulation 15 of SEBI (SBEB & SE) Regulation 2021
- p) Lock-in Period**
Shares issued under an ESPS shall be locked-in for a minimum period of one year from the date of allotment. The maximum period of lock-in would be subject to discretion of the Nomination and Remuneration Committee, designated as the Compensation Committee of the Company. In the event of death or permanent incapacity of an Employee, the requirement of lock-in shall not be applicable from the date of death or permanent incapacity.
- q) Terms & conditions for buyback, if any, of specified securities covered under these regulations.**
This is currently not contemplated under the present ESPS 2025.

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

**By Order of the Board
For Dudigital Global Limited**

**Date: 31st January, 2025
Place: New Delhi**

**Sd/-
Lalit Chawla
Company Secretary and Compliance Officer
Membership No.: F7825**