

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th (Eighteenth) Annual General Meeting ("**AGM**") of the Members of **DUDIGITAL GLOBAL LIMITED ("the Company")** will be held on Monday, September 29, 2025 at 12:30 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (**VC/OAVM**) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Yashovardhan Azad (DIN: 08987680) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3. To approve the appointment of Mrs. Madhurima Rai (DIN: 00239410) as the Managing Director of the Company along with terms & conditions and remuneration of the appointment.

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 Section 196, 197, 198, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and based upon the recommendations of the Nomination and Remuneration Committee, and approval of the Board of Directors in their meeting held on April, 21, 2025, the consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Madhurima Rai (DIN: 00239410) as the Managing Director of the Company for the period of 5 (five) consecutive

years commencing from April 21, 2025 on such terms and conditions and on remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board of Directors and/or any duly constituted Committee of the Board, be and are hereby authorized to modify, alter the terms and conditions and the remuneration of Mrs. Madhurima Rai within the limits approved by the Members.

RESOLVED FURTHER THAT any of the Director and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid resolution and matters concerned or incidental thereto".

4. To approve the continuation of Mrs. Madhurima Rai (DIN: 00239410) as the Managing Director upon attaining age of 70 (Seventy) years.

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 Section 196(3), 197, 198 and 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as approved by the Board of Directors of the Company at its meeting held on September 01, 2025, the approval of Members of the Company be and is hereby accorded for continuation of tenure of Mrs. Madhurima Rai (DIN: 00239410) as the Managing Director of the Company upon attaining the age of 70 (Seventy) years on October 13, 2026.

RESOLVED FURTHER THAT any of the Director and/or the Chief Financial Officer and/or the Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid resolution and matters concerned or incidental thereto".

5. To approve material related party transactions limits.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (**“the Act”**) read with the rules framed thereunder including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any, and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended from time to time, and on the recommendation of the Audit Committee and the Board of Directors of the Company, and in supersession of the earlier resolution passed by the Members at the 17th Annual General Meeting of the Company, approval of Members be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year), with the following related parties, for an amount not exceeding the limits as detailed below, at arm’s length basis and in ordinary course of business as detailed in the explanatory statement attached hereto;

| S. No. | Name of the related party | Nature of relationship | Transaction amount (in Rs.) | Nature of transaction |
|--------|---------------------------------------|------------------------|-----------------------------|---|
| 1. | Dudigital BD Private Limited | Subsidiary | 15 crores | Agreement for Support and Operation Service |
| 2. | OSC Global Processing Private Limited | Subsidiary | 10 crores | Business Agreement |

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved and confirmed in all respects.

Regd. Office:

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

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

**Sd/-
Lalit Chawla
Company Secretary
and Compliance Officer
Membership No. F-7825**

Date: September 01, 2025
Place: New Delhi

NOTES:

1. The Ministry of Corporate Affairs (**'MCA'**) vide its General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, (**'MCA Circulars'**) and Securities and Exchange Board of India (**'SEBI'**) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and the latest being SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 03, 2024, (**'the Circulars'**), allowed Companies to hold the Annual General Meeting (**'AGM'**) through Video Conferencing/Other Audio Visual Means (**'VC/OAVM'**), dispensing requirement of physical presence of Members at a common venue.

Accordingly, the 18th AGM of the Members of the Company is being held through VC/OAVM in compliance with the provisions of the Circulars, the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'the SEBI Listing Regulations'**), and consequently no attendance slip is enclosed with this Notice of AGM (**'the Notice'**). The deemed venue of the AGM shall be the Registered Office of the Company at C-4, SDA Community Centre, Hauz Khas, New Delhi - 110016, India. Bigshare Services Private Limited (**'Bigshare'/ 'RTA'**) will be providing the facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The detailed procedure for participating in the meeting through VC/OAVM and e-voting is explained at Note No. A of Instructions of Remote E-voting and attending AGM through VC/OAVM and is available on the website at Company's Website <https://dudigitalglobal.com/> and the website of Bigshare https://testing_ivote.bigshareonline.com/landing

2. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'the Act'**) setting out material facts and reasons relating to the business mentioned under Item No. 3, 4 and 5, of the Notice of Annual General Meeting (**'AGM'**), is annexed hereto.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM are not annexed to this Notice.
4. Institutional Shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes through e-voting. They are required to send a scanned copy (PDF/ JPEG format) of their respective Board Resolution or governing body Resolution/Authorisation, etc. authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote at the AGM, pursuant to Section 113 of the Act. The said Board Resolution/ Authorisation shall be sent to the Scrutinizer by email at shivam.garg@corporatetrust.in with a copy marked to cs@dudigitalglobal.com on or before September 19, 2025. Further, they can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
5. Participation of Members through VC/OAVM will be reckoned for the purposes of quorum for the AGM as per Section 103 of the Act.
6. The Register of Members and the Share Transfer books of the Company will remain closed from September 23, 2025 to September 29, 2025 (both days inclusive) for the purpose of AGM.
7. In terms of the provisions of Section 152 of the Act, Mr. Yashovardhan Azad, Director of the Company, retires by rotation at the AGM. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment. None of Directors/ Key Managerial Person's except Mr. Yashovardhan Azad are interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment.

Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute

of Company Secretaries of India (**'ICSI'**), in respect of Director seeking re-appointment at this AGM are provided in the **"Annexure-A"** to the Notice of the AGM.

8. The relevant details with respect to Item No. 3 & 4 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India (**'ICSI'**), in respect of Mrs. Madhurima Rai (DIN: 00239410) seeking approval of appointment as the Managing Director and continuation as the Managing Director post attaining age of 70 (Seventy) years at this AGM are provided in the **"Annexure-B"** to the Notice of the AGM.

All the statutory registers, documents referred to in the accompanying Notice shall be open for inspection by the Members at the Corporate Office of the Company during business hours on any working day up to the date of the AGM or a request can be sent at **cs@dudigitalglobal.com** for inspection through electronic mode.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements, in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM.

9. In terms of the said Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ DP's/ Depositories/RTA. In case any member is desirous of obtaining a physical copy of the Annual Report of the Company for the financial year 2024-25, he/she may send a request to the Company by writing at **cs@dudigitalglobal.com** mentioning their DP ID and Client ID/ folio no. Members may note that the Notice of AGM along with Annual Report for the financial year 2024-25 will also be available on the Company's website in the investor section at <https://dudigitalglobal.com/>, websites of Stock Exchanges i.e., National Stock Exchange of India Limited (**"NSE"**) at www.nseindia.com and on the website of RTA at https://testing_ivote.bigshareonline.com/landing.
10. Members who have not registered their e-mail address are requested to update the same with the DP's with whom their demat account

is maintained. In light of the aforesaid Circulars, Members who have not registered their email address may temporarily get their email registered with the RTA by contacting RTA on ivote@bigshareonline.com and following the registration process as guided thereafter.

Those Members who have already registered their email address are requested to keep their email addresses validated with their DP's/the Company/RTA to enable servicing of notices/ documents/Annual Reports electronically to their email address.

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify any change in information to the Company's RTA or the Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DP's.
13. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herewith.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut off date Monday September 22, 2025 will be entitled to vote during the AGM.
15. Members holding shares in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.
16. The Notice of the AGM will be sent to those Members/beneficial owners whose name will appear in the Register of Members/list of beneficiaries received from the depositories and whose e-mail IDs are registered with the Company, their Depository Participants (DP).

17. In terms of Regulation 40 of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD 1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/ OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
19. The Company has paid the Annual Listing Fees for the financial year 2025-2026 to NSE on which the Company's securities are presently listed.
20. Since this AGM is being held through VC/OAVM, no road map of the location of the venue of the AGM is attached herewith.
21. The Company has engaged the services of Bigshare Services Private Limited ("**Bigshare/ RTA**") for the purpose of e-voting. The detailed instructions for e-voting are given as a separate attachment to this Notice and are also available on the website of the company in the Investor Relations section at www.dudigitalglobal.com. The e-voting period begins September 26, 2025 at 09.00 am. and ends on September 28 at 05.00 pm.
22. The Board of Directors of the Company have appointed **Mr Shivam Garg, Company Secretary- CT & Company, Company Secretaries, New Delhi** as the Scrutinizer for the AGM in their meeting held on September 1st, 2025
23. In terms of the said circulars and to support the Green Initiative and Corporate Governance, the

Notice of the AGM along with the Annual Report 2025 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant/ Depositories/ Registrar and Share Transfer Agent. In case any member is desirous of obtaining physical copy of the Annual Report 2025, he/she may send a request to the Company by writing at **cs@dudigitalglobal.com** or to the Company's RTA at **ivote@bigshareonline.com** mentioning their DP ID and Client ID/ Folio No. Members may note that the Notice of AGM along with Annual Report 2025 will also be available on the Company's website at <https://dudigitalglobal.com/annual-reports/>, websites of Stock Exchange i.e. National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com and on RTA at https://testing_ivote.bigshareonline.com/landing

24. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date is September 22, 2025.
25. Members seeking any information with regard to the Annual Financial Statements or any matter to be placed at the AGM, are requested to write to the Company Secretary through email at cs@dudigitalglobal.com at least 10 days before the date of AGM. The same will be replied by the Company suitably.
26. The result along with the Scrutinizer's Report shall be placed on the website of the Company at www.dudigitalglobal.com and on the website of the RTA at <https://ivote.bigshareonline.com> immediately after the result is declared and shall simultaneously be forwarded to the National Stock Exchange of India Limited where the Company's shares are listed.
27. The transcript of the AGM shall be maintained by the Company and be made available on the website of the Company www.dudigitalglobal.com in the Investor Relation Section , after the conclusion of the meeting.

INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING AGM THROUGH VC/OAVM ARE AS FOLLOWS

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI

Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Members are provided with the facility to cast their vote electronically (through remote e-voting as well as the e-voting system on the date of the AGM), through the e-voting services provided by Bigshare, on all the resolutions set forth in this Notice. The facility of casting votes by Members using remote e-voting as well as the e-voting during the AGM will be provided by Bigshare.

2. The facility for e-voting will also be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote through the e-voting system during the AGM. The Members who have casted their vote by remote e-voting may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.
3. The remote e-voting period begins on September, 26, 2025 at 09.00 am. and ends on September 28, at 05.00 pm. During this period shareholders of the Company, as on the cut-off date (record date) of September 26, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on the resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
4. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 22, 2025 and a person who is not a Member as on the cutoff date should treat this Notice for information purpose only. In case of joint holders, only such joint holders who are named first in the order of names will be entitled to vote.

5. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facilities 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.

6. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 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. 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 the company. On clicking the evoting option, the user will be able to see the e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to the 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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 in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting 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. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a 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 the 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 or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, the 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>3. Visit the e-Voting website of NSDL. Open a 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the 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 or joining virtual meeting & voting during the meeting.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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.com or call at 022-48867000. |

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 your ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on your registered 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 the 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'**
- 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 a 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 the event for which you desire to vote under the dropdown option.
- Click on the **"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 a confirmation message on the 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 a vote on a resolution is casted, it cannot be changed subsequently.
- Shareholders can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under the **"PROFILE"** option on the 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 Custodians have registered on to the 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 a 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 the **"DOCUMENTS"** option on the custodian portal.
 - Click on the **"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.)

- o 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 the upload document option by clicking on “**UPLOAD**”. A Confirmation message will be displayed on the screen and also you can check the file status on display (Once a vote on a resolution is casted, it cannot be changed subsequently).
- Custodians can “**CHANGE PASSWORD**” or “**VIEW/ UPDATE PROFILE**” under the “**PROFILE**” option on the custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|---|--|
| Shareholders 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: 022-62638338 |

D. Procedure for joining the AGM/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 AGM 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 the event for which you desire to attend the AGM/EGM under the dropdown option.
- For joining a virtual meeting, you need to click on the “VC/OAVM” link placed beside the “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/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 AGM/EGM are as under:-

- The Members can join the AGM/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 AGM/EGM is the same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 AGM/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 AGM/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, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 3 and 4

Mrs. Madhurima Rai, aged 68 years, joined the Company in the year 2015. With a Bachelor of Arts (Hons.) degree in Economics from Delhi University, she brings more than two decades of diverse professional experience, primarily in the dynamic sectors of fashion, travel, and tourism. Over the past 20 years, she has cultivated a strong foundation in business operations, client relations, and industry-specific trends, making significant contributions to both startup ventures and established enterprises.

In her current role, Ms. Rai is entrusted with overseeing the overall day-to-day functioning of the organization, with a particular focus on planning and operational efficiency. This includes supervising budgeting processes, ensuring regulatory compliance, and supporting strategic decision-making to drive sustainable growth. Her leadership style, combined with an analytical mindset shaped by a background in Economics, has consistently led to improved business outcomes and enhanced organizational agility.

The Board of Directors is of the opinion that the association of Mrs. Madhurima Rai would be of immense value to the Company, considering her professional background and leadership capabilities. In view of the above, and based on the recommendation of the Nomination and Remuneration Committee at its meeting held on April 21, 2025, the Board has appointed Mrs. Madhurima Rai (DIN: 00239410) as the Managing Director of the Company for a period of 5 (five) years, commencing from April 21, 2025 till April 20, 2030.

Further, the Nomination and Remuneration Committee, at its meeting held on April 21, 2025, recommended the remuneration payable to Mrs. Madhurima Rai, in accordance with the provisions of Sections 196, 197, 198, and 203 read with Schedule V of the Companies Act, 2013.

The principal terms and conditions of appointment of Mrs. Rai, including her remuneration are given as follows:

A. Tenure of Appointment:

The appointment of Mrs. Madhurima Rai as the Managing Director shall be from April 21, 2025 for a period of 5 (five) years i.e. up to April 20, 2030.

B. Nature of Duties:

The Managing Director shall devote her whole-time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board, and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of its Subsidiaries.

C. Remuneration:

Basic Salary : Rs. 14.40 Lakhs (Rupees Fourteen Lakhs Forty Thousand) per annum.

D. Other Allowances:

House Rent Allowance : Rs. 14.40 Lakhs (Rupees Fourteen Lakhs Forty Thousand)

Other Allowances : Rs. 7.20 Lakhs (Rupees Seven Lakhs Twenty Thousand)

E. Other terms of Appointment:

- i. The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Nomination and Remuneration Committee of the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director subject to such approvals as may be required.
- ii. The employment of the Managing Director may be terminated by the Company on the following grounds:
 - a) If found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required to render services; or
 - b) In the event of any serious, repeated, or continuing breach or non-observance of any of the stipulations contained in the the terms of Appointment as approved by the Nomination and Remuneration Committee.

- iii. In the event of not being in a position to discharge the official duties due to any physical or mental incapacity, the Board shall be entitled to terminate the contract on such terms as the Board may consider appropriate in the circumstances.
- iv. During the course of employment, the Managing Director shall not engage, directly or indirectly, in any activity that competes with the business or offers services that are substantially similar to those provided by the Company.

It is further informed that Mrs. Madhurima Rai also holds the position of the Managing Director in Intermobility Visa Solution Private Limited, wholly-owned subsidiary of the Company.

As per Section 197 of the Companies Act 2013, the total managerial remuneration payable to its directors, including Managing Director and Whole-Time Director, and its Manager in respect of any financial year shall not exceed 11% of the net profits of that company for that financial year computed in the manner laid down in Section 198 of the Companies Act 2013.

Provided that the company in general meeting may authorise the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V of the Act.

Since, the Company has not committed any default to any of its secured creditors or public financial institutions, obtaining prior approval from the secured creditor / lenders are not required for the proposed appointment of Mrs. Madhurima Rai, Managing Director.

Taking into consideration the size of the Company, her profile and responsibilities, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level employees in the Company.

Details of Mrs Madhurima Ma'am, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India are provided in "**Annexure-B**" to the Notice.

Further, in order to comply with the provisions of the Act, the Company hereby proposes to be the Managing Director of the Company post attaining age of 70 years in light of her vast immense knowledge and industry experience which she is bringing into the Company since 2015.

Hence, approval of the Members is sought for the continuation of Ms. Madhurima Rai as the Managing Director of the Company post attaining the age of 70 years. All other terms and conditions

of her appointment shall remain the same to the extent approved by the members of the Company.

The Board recommends the Special Resolution set out at Item No. 3 & 4 of the Notice for approval by the Members.

Except Mr. Rajinder Rai, Mr. Shivaz Rai and Ms. Madhurima Rai, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, in the said Resolution.

Item No. 5

Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 01, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 01, 2025, in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crores or ten percent of the annual consolidated turnover of the listed entity as per the latest audited financial statements of the listed entity, whichever is lower.

The Company has entered into certain related party transaction(s) as described below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All such transactions shall be in the ordinary course of business of the Company and on arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, at its meeting held on May 27, 2025 reviewed and approved the said transaction(s), subject to the approval of Members. The details of the Subsidiaries are provided in "**Annexure-C**".

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 5 of this Notice.

ANNEXURE-A
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 on General Meetings)

| | |
|--|---|
| Name of the Director | Mrs. Madhurima Rai |
| Director Identification Number (DIN) | 00239410 |
| Date of Birth | 13 th October, 1956 |
| Nationality | Indian |
| Date of Appointment on Board | 30 th September, 2015 |
| Qualification | Bachelor of Arts (Hons.) degree in Economics from Delhi University |
| No. of equity shares held in the Company (self and as a beneficial owner) | 1,17,68,000 (16.38%) |
| Number of Directorships/ partnerships held in other Companies | 1. OSC Global Processing Private Limited 2. Intermobility Visa Solution Private Limited 3. Mgrateworld Consultants Private Limited 4. Swiftravel International Private Limited |
| Names of listed entities from which the appointee director has resigned in the past three years | NA |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Companies/ Body Corporates | NA |
| Brief Profile and Experience | <p>Mrs. Madhurima Rai, joined the Company in the year 2015. With a Bachelor of Arts (Hons.) degree in Economics from Delhi University, she brings more than two decades of diverse professional experience, primarily in the dynamic sectors of fashion, travel, and tourism. Over the past 20 years, she has cultivated a strong foundation in business operations, client relations, and industry-specific trends, making significant contributions to both startup ventures and established enterprises.</p> <p>In her current role, Mrs. Rai is entrusted with overseeing the overall day-to-day functioning of the organization, with a particular focus on financial planning and operational efficiency. This includes supervising budgeting processes, ensuring regulatory compliance, and supporting strategic decision-making to drive sustainable growth. Her leadership style, combined with an analytical mindset shaped by a background in Economics, has consistently led to improved business outcomes and enhanced organizational agility.</p> |
| No. of meetings attended / held during the Financial Year 2024-25 | Four (4) out of Five (5) |
| Terms and conditions of appointment / re-appointment | As mentioned in the Explanatory Statement to the Notice. |
| Remuneration last drawn in Financial Year 2024-25 | NIL |
| Remuneration proposed to be paid in Financial Year 2024-25 | Rs. 36.00 Lakhs (Rupees Thirty Six Lakhs Only) |

ANNEXURE-B
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 on General Meetings)

| | |
|--|--|
| Name of the Director | Mr. Yashovardhan Azad |
| Director Identification Number (DIN) | 08987680 |
| Date of Birth | 12 th March, 1954 |
| Nationality | Indian |
| Date of Appointment on Board | 15 th September, 2022 |
| Qualification | Masters in Economics, Masters in Management, Asian Institute of Management, Manila, 1976 batch IPS Officer from Madhya Pradesh |
| No. of equity shares held in the Company (self and as a beneficial owner) | NIL |
| Number of Directorships/ partnerships held in other Companies | 1. Dr. Nandy's Mind Studio Private Limited 2. Jayodayam Private Limited 3. CST Advanced Systems Private Limited |
| Names of listed entities from which the appointee director has resigned in the past three years | NA |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Companies/ Body Corporates | NA |
| Brief Profile and Experience | <p>Mr. Yashovardhan Azad is a distinguished expert in national security and governance, with over 40 years of extensive experience in the field. Throughout his career, he has held key positions in the Government of India, contributing significantly to intelligence, security policy, and governance.</p> <p>He served as a Special Director in the Intelligence Bureau (IB), where he played a crucial role in shaping India's internal security strategies. His vast expertise in intelligence operations, counter-terrorism, and national security management has been instrumental in strengthening India's security framework. Additionally, he held the prestigious position of Secretary (Security) to the Government of India, overseeing critical security matters at the highest levels of administration.</p> <p>In recognition of his outstanding service, Mr. Azad has been honored with the Police Medal for Meritorious Services and the President of India's Medal for Distinguished Service—both of which stand as testaments to his dedication and excellence in the field of security and law enforcement.</p> <p>With his deep knowledge, extensive networks, and decades of experience in government and national security, Mr. Yashovardhan Azad remains a highly respected authority in strategic security affairs, offering valuable insights and expertise in matters of governance, intelligence, and national security policy.</p> |

| | |
|---|--------------------------------------|
| No. of meetings attended / held during the Financial Year 2024-25 | Three (3) out of Five (5) |
| Terms and conditions of appointment / re-appointment | Same as per his original appointment |
| Remuneration last drawn in Financial Year 2024-25 | Nil |
| Remuneration proposed to be paid in Financial Year 2024-25 | Nil |

ANNEXURE-C

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided herein below:

| S. No. | Particulars | Dudigital Limited | BD Private | OSC Global Processing Private Limited |
|--------|--|---|-----------------------|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature and its concern or interest (financial or otherwise) | Dudigital Limited, Company. The Company holds 98.42% in the Subsidiary Company. | BD Private Subsidiary | OSC Global Processing Private Limited, is a Subsidiary Company. The Company holds 95.36% in the Subsidiary Company. |
| 2. | Type, material terms and particulars of the proposed transaction(s) | Agreement for Support and Operation Service | | Business Agreement |
| 3. | Value of the proposed transaction(s) | Rs. 15,00,00,000/- (Rupees Fifteen Crores only) | | Rs. 10,00,00,000 /- (Rupees Ten Crores only) |
| 4. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Approximately 20.76% of the annual consolidated turnover of the Company for the FY 2024-25. | | Approximately 20.76% of the annual consolidated turnover of the Company for the FY 2024-25. |
| 5. | If the transactions related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of sources of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | | | |
| 6. | Justification as to why the RPT is in interest of the listed entity | The related party transaction with the Subsidiary will Help in Cost reduction thus improving the overall efficiency in the system | | The related party transaction with the Subsidiary will improve the efficiency in the system and operation of the company |
| 7. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Not Applicable | | Not Applicable |

| | | | |
|----|---|--|--|
| 8. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | | |
| 9. | Any other information that may be relevant | | |

As per the Act and the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote on the said resolutions.

The Board recommends passing of the Ordinary Resolution as set out in the Item No. 5 of the Notice, for approval by the Members of the Company.

Except Mr. Rajinder Rai, Mr. Shivaz Rai and Ms. Madhurima Rai, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, in the said Resolution(s).