NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2nd Annual General Meeting ("AGM") of the members of DIGITIDE SOLUTIONS LIMITED ("Company") will be held on Friday, August 28, 2026 at 04:30 P.M. IST through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") ("hereinafter referred to as Electronic Mode") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Auditors' Report and Board's Report thereon:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2026, the Statement of Profit and Loss for the financial year ended March 31, 2026 and the Cash Flow Statement together with report of the Statutory Auditors and the Board of Directors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Auditors' Report thereon:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2026, the Statement of Profit and Loss for the financial year ended March 31, 2026 and the Cash Flow Statement together with report of the Statutory Auditors thereon, as circulated to the members be and are hereby considered and adopted."

Item No. 3 - To appoint Mr. Anish Thurthi (DIN: 08713000) as a director, who retires by rotation and being eligible, offers himself for reappointment:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be and is hereby accorded to reappoint Mr. Anish Thurthi (DIN: 08713000), as a Director, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 4 – To approve the payment of Commission to the Independent Directors of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for the payment of remuneration to the Independent Director(s) by way of commission, to each Independent Director, by way of an annual payment, in addition to the sitting fees paid to them for attending the meetings of the Board of Directors or its Committees thereof, for a period of three years commencing from April 1, 2025 to March 31, 2028, to be paid to and distributed amongst the Independent Directors of the Company in such amounts or proportions and in such manner as may be determined by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee from time to time, within the overall maximum limit prescribed under Section 197 of the Act, i.e., 1% (one percent) per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the commission or remuneration may be paid to the Independent Directors in accordance with Section 197 of the Act read with Section II of Part II of Schedule V of the Act, and other applicable provisions, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item No. 5 – To approve the appointment of Mr. Sameer Ahluwalia (DIN: 11746957) as a Whole-time Director designated as Executive Director and Chief Executive Officer of the Company and fixation of his remuneration:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sameer Ahluwalia (DIN: 11746957) who was appointed as an Additional Director of the Company with effect from June 01, 2026 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Sameer Ahluwalia (DIN: 11746957) as the Whole-time Director designated as Executive Director and Chief Executive Officer of the Company, liable to retire by rotation, for a period of 3 (three) years effective from June 01, 2026, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice including the remuneration to be paid in the event of no profit or inadequacy of profits in any financial year during the tenure of his appointment, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration including annual increment thereof, from time to time, in accordance with Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any financial year during his tenure, the Company shall pay him remuneration by way of salary, perquisites and other allowances as specified in the explanatory statement in accordance with Section II of Part II of Schedule V of the Act, as amended from time to time, as minimum remuneration.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the aforesaid Resolution."

By Order of the Board of Directors of
Digitide Solutions Limited
Sd/-
Shailesha Barve
Company Secretary and Compliance Officer
Membership No. A50601

Place: Bengaluru
Date: July 08, 2026

Registered Office:
New Municipal No. 1,
Sri Subramanya Plaza (SS Plaza),
29th Main Road, BTM Layout 1st stage,
Ring road, Bengaluru, Bengaluru urban,
Karnataka - 560068
CIN: **L62099KA2024PLC184626**
Website: **www.digitide.com;**
Email: **investorrelations@digitide.com**
Tel No.: 080-22244002

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons thereof for the proposed resolutions set forth in the Notice is annexed and forms an integral part of this Notice. Additional disclosure relating to the details of the Director seeking appointment/re-appointment at this AGM as required in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings ('Secretarial Standards – 2') issued by The Institute of Company Secretaries of India, is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/ OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of AGM through VC OAVM, (collectively referred to as ""MCA Circulars")"] and The Securities and Exchange Board of India ("SEBI") also issued Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, and the latest being Circular No. SEBI/HO/CFD/-PoD- 2/P/CIR/2023/167 dated October 7, 2024, (hereinafter together referred as "Circulars"), permitting the Companies to conduct the Annual General Meetings ("AGM") through VC/ OAVM and the requirement of Regulation 44(4) of the Listing Regulations is dispensed with temporarily.

3. In compliance with these Circulars, the AGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of members at a common venue. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of members such as Body Corporates can attend the AGM through VC/ OAVM and cast their votes through e-voting. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.

4. In case of joint holders attending the AGM, only such joint holder who is first by the order in which the names stand in the register of members will be entitled to vote.

5. To support the Green Initiative, we urge members to support our commitment to environmental protection by choosing to receive the Company's communication through e- mail. Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

6. Electronic copy of the Notice of the 2nd AGM of the Company inter alia indicating the process and manner of e-voting along with Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. Members may please note that the Notice of AGM and Annual Report will also be available on the Company's website www.digitide.com and websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at https://www.nseindia.com/ and https://www.bseindia.com/ respectively and also on the website of CDSL at www.evotingindia.com. Members can attend and participate in the AGM through VC/OAVM facility only. Additionally, a letter providing the web link to access the Notice of the 2nd AGM and Annual Report is being sent to those shareholders whose e-mail Ids are not registered with the Company/RTA or the Depositories.

7. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be made available for inspection at the Registered Office of the Company during normal business hours, in accordance with the applicable statutory requirements based on requests received by the Company upto the date of this AGM. The same will also be available on the website of the Company at: www.digitide.com

8. As per the provisions of Section 72 of the Act and SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021 /655 dated November 03, 2021, and SEBI/HO/MIRSD/MIRSD- PoD-1/P/CIR/2023/37 dated March 16, 2023, the facility for making nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 (as the case may be). Members are requested to submit the said details to their DP.

   Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to the above SEBI Circular. Further, members may note that SEBI has mandated the submission of PAN by every participant in securities market.

   SEBI has mandated the Listed Companies to process service requests (Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition) for issue of securities in dematerialized form only, subject to folio being KYC compliant. Members are requested to submit a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at https://digitide.com/investors/ (Investor Forms tab) and on the website of the Company's RTA. Integrated Registry and Share Transfer Agent at https://ipostatus.integratedregistry.in/Kycregister.aspx It may be noted that any service request can be processed only after the folio is KYC Compliant.

   With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/ RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I /4298/2026 dated February 6, 2026]

   #Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

9. 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) and the same can also be accessed through the Company's website at https://digitide.com/investors/.

10. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of

dividend, if any. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.

11. Members seeking any information regarding the financial statements or any matter to be placed at the AGM are requested to write to the Company at least seven (7) days before the meeting, through e-mail on investorrelations@digitide.com. The same will be replied to by the Company suitably.

12. In this Notice and Annexure(s) thereto the terms “Shareholders” and “Members” are used interchangeably.

Voting through electronic means

13. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 and the MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility ("remote e-voting") to all its members to cast their votes on all resolutions set out in the Notice of the AGM through e-voting services provided by Central Depository Services (India) Limited (CDSL). Additionally, the Company is providing the facility of voting through an e-voting system during the 2nd AGM ("e-voting").

14. The remote e-voting period commences on Tuesday, August 25, 2026 at 9:00 A.M. and ends on Thursday, August 27, 2026 at 5:00 P.M. During this period, members holding shares either in physical form or in dematerialized form, as on Friday, August 21, 2026, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, it shall not be allowed to change the vote subsequently.

15. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period as mentioned above or e-voting during the AGM. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again. However, members who have voted on some of the resolutions during the remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.

16. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. A person, whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail of the facility of voting through remote e-voting. Any person who is not a member, as on the cut-off date and receives this notice shall treat the same for information purposes only.

17. The Company has appointed M/s. DPV & Associates LLP, Practicing Company Secretary, Firm Registration Number L2021HR009500 as the Scrutinizer for conducting the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.

18. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the USER ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. 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 in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first

come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Details on Step 1 are as below:

The instructions for Members for remote e-voting are as under:

(i) The voting period begins on Tuesday, August 25, 2026 at 9:00 A.M. and ends on Thursday, August 27, 2026 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 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.

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(V) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

(ix) Click on the EVSN for **DIGITIDE SOLUTIONS LIMITED** on which you choose to vote.

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

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

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

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

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

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

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to mandatorily send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporatesecretarial@digitide.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corporatesecretarial@digitide.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corporatesecretarial@digitide.com. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

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

4. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Other instructions:

a. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 working days of the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.digitide.com/, website of CDSL helpdesk.evoting@cdslindia.com and the Stock Exchange(s) website immediately. The Company shall simultaneously forward the results to the CDSL and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Act read with Regulation 17(11) of the Listing Regulations, the following statement sets out all material facts relating to the Special businesses mentioned in the accompanying Notice.

Item No. 4

Pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors shall recommend all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors and shall require approval of shareholders in a general meeting. Further, pursuant to the provisions of Section 197 read with Section 149 of the Companies Act, 2013, Independent & Non-Executive Directors are entitled to receive up to 1% of the Net profits of the Company as Commission.

The Members of the Company at the 1st AGM held on September 30, 2025, approved the payment of commission to the Independent Directors of the Company for a period of 5 (five) years commencing from April 1, 2025 to March 31, 2030, not exceeding 1% (one percent) of the net profits of the Company for the relevant financial year, computed in accordance with Section 198 of the Act, in addition to the sitting fees for attending the meetings of the Board of Directors or committees thereof and reimbursement of expenses.

However, owing to inadequacy of profits during FY 2025-26, commission may be paid in accordance with Section 197 read with Section II of Part II of Schedule V to the Act, subject to requisite approvals.

Accordingly, the Company seeks approval from its members for payment of remuneration by way of commission, as approved by the Board on the recommendations of the Nomination and Remuneration Committee, to the Independent Directors for the financial years commencing from April 1, 2025 to March 31, 2028 in accordance with the provisions of Schedule V of the Act, by way of a special resolution.

With the introduction of the Companies Act, 2013, and the amendments in the Listing Regulations, the role of the Independent Directors to maintain oversight has gone up. The enhanced responsibilities and oversight obligations of Independent Directors have significantly increased their involvement in corporate governance, risk management, compliance, and strategic decision-making. The Company's Independent Directors bring extensive expertise and experience and continue to provide valuable guidance in strengthening governance standards and driving the Company's long-term growth strategy.

The Independent Directors are deemed interested in this matter to the extent of the commission proposed for them.

The Board of Directors recommends Item No. 4 for approval by the Members by way of Special Resolution. Details required under Section II of Part II of Schedule V of the Companies Act, 2013, are provided as 'Annexure 1' to the Notice.

None of the Directors or Key Managerial Personnel or their relatives (except the Independent Directors) are interested financially or otherwise in the resolution, by virtue of their directorship and to the extent of their shareholding in the Company.

Item No. 5

On account of the resignation of Mr. Gurmeet Singh Chahal from the position of Executive Director and Chief Executive Officer of the Company with effect from the close of business hours on May 31, 2026, the Board of Directors of the Company appointed Mr. Sameer Ahluwalia (DIN: 11746957) as an Additional Director (Whole time Director) designated as the Executive Director and Chief Executive Officer of the Company at its meeting held on May 29, 2026, to hold the office w.e.f. June 01, 2026, for a period of 3 (three) years, subject to the approval of the members, based on the recommendations of the Nomination and Remuneration Committee ('NRC").

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Sameer Ahluwalia in his capacity as an Additional Director shall hold office up to the date of the next Annual General Meeting. In accordance with the provisions of Section 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Mr. Sameer Ahluwalia as the Chief Executive Officer and Whole Time Director in the capacity of Executive Director with effect from June 01, 2026.

As per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Rationale of Appointment and Remuneration:

The Board recommends the resolution in relation to the appointment of Mr. Sameer Ahluwalia as Whole-time Director designated as the Executive Director and Chief Executive Officer as set out in Item No. 5 in the Notice for approval by the members by way of a Special Resolution.

Mr. Sameer brings with him demonstrated expertise in P&L management, business turnaround and restructuring, digital and AI-led transformation, and driving profitable growth across complex, multi-geography organizations. He has substantial experience of working with Boards and stakeholders across diverse governance structures, and has overseen large-scale organizational transformations, integration of acquired entities, and strengthening of governance frameworks across organizations operating across multiple countries. The Board of Directors believes that his experience and insights will strengthen the Board's deliberations and support the Company's growth and transformation objectives. On the unanimous recommendation of the NRC, the terms and conditions of the appointment and remuneration payable to Mr. Sameer Ahluwalia are proposed as follows:

Terms of Appointment:

A. Tenure:

The appointment is for a period of three years commencing from June 01, 2026.

B. Nature of Duties:

He shall devote his whole time and attention to the business of the Company and its subsidiaries and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him, as well as exercise such powers as may be assigned to him, subject to the Board's supervision, control, and direction in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries.

C. Remuneration:

Fixed Compensation:

INR 2 crores (Rupees Two Crores) per annum (Includes Basic, HRA, Special Allowance, PF Contribution and flexi benefits). Any increments in remuneration shall be decided by the Board, based on the recommendations of the NRC, on the basis of his performance parameters, taking into account the Company's performance, within the prescribed limits under the provisions of Schedule V of the Companies Act, 2013 (the Act).

Variable Compensation:

In addition to salary, benefits, perquisites and allowances, he would be paid a Target Variable Compensation of INR 2 crores (Rupees Two Crores) per annum, which will be based on actual performance and prevailing company policy, business and/or individual performance or any incentive program/ policies that will be put in place in line with the employment terms including a one-time cash sign-on bonus not exceeding fifty percent of the fixed salary as determined by the NRC and Board of Directors, subject to a claw-back period of 24 months and an annual cash incentive linked to the Profit After Tax of the Company, payable on achievement of such performance milestones and in such quantum not exceeding fifty percent of the fixed salary as may be determined by the NRC and the Board of Directors on a year-on-year basis.

The frequency of this variable pay may be Annual or half-yearly, as may be determined by the Board of Directors, on the recommendation of the NRC, subject to the overall ceilings stipulated in Section 197 of the Act. An indicative list of factors that may be considered for determining the extent of commission/ incentive remuneration by the Board, as recommended by NRC, is:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by NRC/Board from time to time;

- Industry benchmarks of remuneration;
- Performance of the individual

The annual increments shall be as determined by the NRC and approved by the Board of Directors of the Company.

The payment of target variable compensation shall be made post approval of NRC after considering the actual performance against each criteria and is subject to limits approved by the members of the Company. NRC will set specific criteria for aforesaid performance parameters on a year-to-year basis.

The gratuity payable as per the Company's policy, shall be in addition to the remuneration stated above. Mr. Sameer shall also be entitled for the reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

D. Stock Options:

The Company has established the 'Digitide Solutions Limited – Employee Stock Option Scheme 2026' ("ESOS 2026"). Mr. Sameer shall be entitled for 8,61,538 (Eight Lakh Sixty-One Thousand Five Hundred and Thirty-Eight) stock option as may be determined by the NRC under ESOS 2026. The said stock options shall vest and be exercisable in accordance with the terms of ESOS 2026, and the exercise price, vesting schedule and performance parameters (if any) applicable to such grant shall be as determined by the NRC.

The grant of stock option shall be subject to the condition that the total remuneration, including fixed compensation, variable compensation and the value of stock options for the relevant financial year, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

E. Minimum Remuneration:

In the event of absence of profits and/ or inadequacy of profits, in any financial year during the currency of tenure of Mr. Sameer Ahluwalia, the payment of above remuneration by way of fixed compensation, target variable compensation, perquisites, allowances and other benefits shall be made notwithstanding such remuneration exceeding the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 ("Act") or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or under any other law for the time being in force, if any, and subject to limits approved above, as a minimum remuneration.

F. Insurance:

The Company has taken an appropriate Directors' and Officers' Liability Insurance Policy. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force, from time to time.

G. Other terms of appointment:

a. All personnel policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable unless specifically provided otherwise.

b. He is appointed as a Director in the whole-time executive capacity and shall be subject to the provisions of Sections 164 and 167 of the Act.

c. The terms and conditions of his appointment also include clauses pertaining to the adherence to the Code of Conduct, no conflict of interest with the Company/ subsidiary, protection and use of intellectual properties, non-solicitation post-termination of terms of employment and maintenance of confidentiality.

The Company has received the requisite consent and declarations from Mr. Sameer Ahluwalia for his appointment as required under the Act and rules made thereunder. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Sameer Ahluwalia satisfies all the other conditions set out in Part-I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act for being eligible for his appointment.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of his appointment and remuneration as specified above, are placed before the Members for their approval.

Pursuant to the BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, we hereby affirm that Mr. Sameer is not debarred from holding the office of Director by virtue of any order of Securities Exchange Board of India or any other authority.

Additional information in respect of Mr. Sameer Ahluwalia pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), forms part of this Notice along with his brief profile. Details required under Section II of Part II of Schedule V of the Companies Act, 2013, are provided as 'Annexure 1' to the Notice.

In accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice proposing the candidature of Mr. Sameer to be appointed as a Director of the Company.

The Board of Directors recommends the resolution as set out in Item No. 5 for approval of the Members by way of a Special Resolution. Except for the aforementioned Director, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in the resolutions.

Additional information of Directors seeking appointment under Item No. 3 and 5, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2):

Name	Mr. Anish Thurthi	Mr. Sameer Ahluwalia
Age	43 years	41 years
Date of first appointment	March 27, 2025	June 01, 2026
Qualification	Anish Thurthi is a highly accomplished Chartered Accountant (ICAI) with over 20+ years of experience in investment management, Mergers & Acquisitions (M&A), and financial advisory. He holds a Bachelor of Commerce degree from Bangalore University	Sameer is a Six Sigma Black Belt professional and has been associated with the Forbes Business Development Council.
Experience and expertise in specific functional areas	Currently, Mr. Anish is a Director at Fairbridge Capital Private Limited, an investment advisory firm managing investments for Fairfax Financial Holdings Limited and Fairfax India Holdings Corporation. In this role, he plays a key part in sourcing and executing new investments and investment management. Prior to this, Anish was a Partner in the Deal Advisory practice of KPMG India where he spent over 13 years advising more than 200 corporate M&A transactions and private equity investments. His expertise spanned financial due diligence, structuring, buyouts, and merger integrations across sectors such as infrastructure, consumer goods, and industrials. With a strong background in financial strategy, investment management, M&A, and investment advisory, he is a seasoned leader in the finance and investment industry.	Sameer Ahluwalia is a seasoned business leader with over two decades of experience in building, scaling, and transforming businesses across North America, the UK, EMEA, and India. He has extensive expertise in driving profitable growth, turnaround & restructuring, P&L management and digital & AI initiatives. Sameer has held leadership positions with globally recognized organizations including Alvarez & Marsal, RPSG Group / Firstsource, HCL Technologies, Capgemini and GE. Across these firms, he has had significant experience in working with Boards, and stakeholders across varied governance structures including publicly listed multinational corporations, founder-led enterprises, promoter-driven groups, and advisory firms. Most recently, he has been associated with Alvarez & Marsal as a Managing Director, where he focused on building a cross-border value creation and transformation practice catering to private equity sponsors, portfolio companies, and mid-market enterprises. During his tenure with RPSG Group / Firstsource, as a Group President, he led the turnaround and transformation of a globally distributed BPM and B2B services organization operating across six countries with 8,000+ employees and 200+ clients. He successfully integrated multiple acquired entities, improved profitability, strengthened governance frameworks, and repositioned the organization towards domain- and technology-led services. At HCL Technologies, he was a founding leadership member of the global BFSI–BPO and platform business, where he helped scale businesses to US$200 million in revenue and managed large transformation and digital programs for global financial institutions.

Name	Mr. Anish Thurthi	Mr. Sameer Ahluwalia
Remuneration last drawn	Nil	Nil
Remuneration sought to be paid	-	Entitled to remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.
Directorships and Memberships of Committees of the Board held in other listed Companies	**Listed Company Directorship:** Quess Corp Limited and Bluspring Enterprises Limited **Membership:** ● Audit Committee of Quess Corp Limited ● Audit Committee, Corporate Social Responsibility Committee, Risk Management committee and Stakeholders Relationship Committee of Bluspring Enterprises Limited	**Listed Company Directorship:** Alldigi Tech Limited (Non-Executive Director)
Directorships held in other public limited Companies	National Commodities Management Services Limited (Nominee Director) Anchorage Infrastructure Investments Holdings Limited (Director)	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	Not Applicable	Not Applicable
Number of meetings attended of meetings of the Board attended during FY 2025-26	Attended all 7 (Seven) board meetings.	Not Applicable
Terms and Conditions of of appointment/re-appointment	Terms and conditions of original appointment shall remain unchanged.	As per the resolution set out at Item No. 5 of this Notice read with statement pursuant to Section 102 of the Act.
Shareholding in the Company including shareholding as a beneficial owner as on date of the Notice	Nil	Nil

Annexure 1

Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

General Information:

<table>
<tr><th>Particulars</th><th colspan="3">Details</th></tr>
<tr><td>Nature of industry</td><td colspan="3">Digitide Solutions Limited is a global provider of AI-driven digital transformation and business process solutions, empowering enterprises to enhance productivity, agility, and growth.</td></tr>
<tr><td>Date or expected date of commencement of commercial production</td><td colspan="3">The Company was incorporated on February 10, 2024 and the Company commenced its business from April 01, 2025 pursuant to the Composite Scheme of Arrangement as approved by Hon'ble National Company Law Tribunal (NCLT), Bengaluru Bench vide its order dated March 04, 2025.</td></tr>
<tr><td>In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus</td><td colspan="3">Not Applicable</td></tr>
<tr><td rowspan="13">Financial performance based on the given indicators</td><td colspan="2">Standalone Financial Performance</td><td>(INR in millions)</td></tr>
<tr><td>Particulars</td><td>March 31, 2026</td><td>For the period from February 10, 2024 to March 31, 2025</td></tr>
<tr><td>Revenue from operations and Other income (Total Income)</td><td>20,081.63</td><td>21,246.63</td></tr>
<tr><td>Total expenses</td><td>19,188.48</td><td>19,565.71</td></tr>
<tr><td>Profit /loss before tax (continuing operations)</td><td>323.71</td><td>1,218.23</td></tr>
<tr><td>Profit/loss after tax (continuing operations)</td><td>211.95</td><td>943.34</td></tr>
<tr><td colspan="3"></td></tr>
<tr><td colspan="2">Consolidated Financial Performance</td><td>(INR in millions)</td></tr>
<tr><td>Particulars</td><td>March 31, 2026</td><td>For the period from February 10, 2024 to March 31, 2025</td></tr>
<tr><td>Revenue from operations and Other income (Total Income)</td><td>30,965.39</td><td>32,879.53</td></tr>
<tr><td>Total expenses</td><td>30,002.09</td><td>30,650.52</td></tr>
<tr><td>Profit /loss before tax (continuing operations)</td><td>315.71</td><td>1,950.22</td></tr>
<tr><td>Profit/loss after tax (continuing operations)</td><td>55.45</td><td>1,377.48</td></tr>
<tr><td>Foreign investments or collaborations, if any</td><td colspan="3">The Company does not have any foreign collaborations. Fairbridge Capital Mauritius Limited, a foreign promoter of the Company, holds 34.13% equity shares of the Company as on March 31, 2026.</td></tr>
</table>

i. **Information about the Directors:**

Particulars	Mr. Sunil Ramakant Bhumralkar	Ms. Revathy Ashok	Mr. Pankaj Vaish	Ms. Robin Thomashauer	Mr. Sameer Ahluwalia
Background details	Mr. Sunil Bhumralkar is a commerce graduate from Pune University and a fellow member of the Institute of Chartered Accountants of India (ICAI).	Ms. Revathy Ashok holds a Bachelor's degree in Science from Bangalore University and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore	Mr. Pankaj Vaish is an MBA from the Carlson School of Management, University of Minnesota, Minneapolis, USA, and holds a Bachelor of Technology degree in Mechanical Engineering from Indian Institute of Technology, Banaras Hindu University, Varanasi (IIT-BHU). He is a Gold Medallist from IIT-BHU and was awarded the Distinguished Alumni award by the IIT-BHU Alumni Association in the year 2011-12.	Ms. Robin Thomashauer is a Master of Arts in Health Services Administration from The George Washington University and Bachelor of Arts from Colgate University, Hamilton, New York.	Mr. Sameer Ahluwalia is a Six Sigma Black Belt professional and has been associated with the Forbes Business Development Council.
Past remuneration	The Independent Directors were paid only sitting fees for attending the Board and Committee meetings of the Company during the Financial Year 2025-26.				Not Applicable
Recognition or awards	Sunil Bhumralkar has over 38 years of professional experience, notably with S R Batliboi & Associates LLP, a member firm of EY in India. He has demonstrated expertise in auditing and assurance services. His leadership role, heading assurance for South India, and participation in the audit and firm's leadership team highlight his managerial prowess.	Revathy Ashok has over three decades of experience pursuing capital raising, business development, financial, risk management and commercial with an ability to understand and analyze key financial statements, assess financial viability and performance, contribute to strategic financial planning and budgets with strategic goals and priorities.	Mr. Pankaj Vaish has more than 40 years of experience in Technology-led transformation, Management Consulting, Leadership Development, B2B sales and outsourcing. He has spent more than 28 years with Accenture, where he built businesses from scratch and scaled them globally.	Robin Thomashauer is a proven executive with a strong record of leadership success in diverse healthcare environments including start-up, growth stage, and mature companies. She has extensive board experience, including leadership roles in both non-profit and for-profit organizations.	Sameer Ahluwalia is a seasoned business leader with over two decades of experience in building, scaling, and transforming businesses across North America, the UK, EMEA, and India. He has extensive expertise in driving profitable growth, turnaround & restructuring, P&L management and digital & AI initiatives.

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Particulars	Mr. Sunil Ramakant Bhumralkar	Ms. Revathy Ashok	Mr. Pankaj Vaish	Ms. Robin Thomashauer	Mr. Sameer Ahluwalia
Job profile and his suitability	Sunil's extensive involvement in audits of large multinational and Indian companies across diverse sectors and his deep knowledge of Indian GAAP/ IND AS, corporate governance, internal financial controls and relevant regulatory requirements underscores his versatility and enhances his value as a trusted advisor. Active contributions to professional bodies such as the ICAI demonstrate his commitment to professional standards and sharing knowledge. Post-retirement, Sunil continues to serve as a mentor and advisor, leveraging his multifaceted background in assurance and advisory services and brings governance experience, serving as an independent director on the boards of leading companies.	She is the Co-founder of Strategy Garage, which aims to foster entrepreneurship in India, along with being an active mentor at the Indian Angel Network. She is passionate about women's economic empowerment and evangelizing entrepreneurship and is actively involved with many start-ups, helping them with their business strategy and promoting transparency and good governance. She is a managing Trustee of Bengaluru Political Action Committee, a nonpartisan citizen's group that aims to improve governance and to enhance the quality of life of every Bangalorean. She last served as Managing Director of Tishman Speyer India and currently serves on the Board of leading listed companies. She has held senior management positions in global corporations such as Syntel, Microland and Tyco Electronics. Further, she also serves as a member of Risk Management Committee of ADC India Communications Limited and Barbeque – Nation Hospitality Limited. She was awarded the 'Faculty medal for Best Performance' – Habitat & Environmental Studies. She has a successful leadership experience of over three decades spanning variety of industries – Private Equity, Software & IT enabled services, Manufacturing, Infrastructure & Real estate, etc. in Senior Management positions handling wide variety of portfolios, namely Capital Raising, Business Development, Finance, Commercial and other strategic general management functions. In 2011, she was nominated by CII as one of the top women achievers in Business in South India and in 2005, she was named as one of the 10 most powerful women in the Indian IT industry by Dataquest.	He is an experienced Board Director. He is and has been a Board Director at many listed / unlisted companies across industries over the past 11+ years. He is a Certified Independent Director. He also mentor's growth stage companies / SMEs across industries. His career began in 1985 with Accenture, where he was a founding member of Accenture India. When he left as MD in 2014, he was part of the global leadership of the Communications, Media & Technology (CMT) business, where he was MD, Asia Pacific and Global MD, Management Consulting.	Ms. Thomashauer was the founding CEO of CAQH, a role that she served in for over 20 years, growing the organization to over $100M in revenue. CAQH is a Washington, DC alliance of health plans that serves as a catalyst for industry collaboration on initiatives that simplify the business of healthcare. Her expertise includes full P&L development and management, board relations, strategic planning, new product initiatives, and hiring and management of senior leadership. Ms. Thomashauer has partnered with provider, payer, government and vendor stakeholders, resulting in the collective development and implementation of solutions that provide meaningful, concrete value for the healthcare industry. Prior to CAQH she held executive roles with several healthcare systems, Kaiser Permanente and Price water house Coopers.	Sameer has held leadership positions with globally recognized organizations including Alvarez & Marsal, RPSG Group / Firstsource, HCL Technologies, Capgemini and GE. Across these firms, he has had significant experience in working with Boards, and stakeholders across varied governance structures including publicly listed multinational corporations, founder-led enterprises, promoter-driven groups, and advisory firms. Most recently, he has been associated with Alvarez & Marsal as a Managing Director, where he focused on building a cross-border value creation and transformation practice catering to private equity sponsors, portfolio companies, and mid-market enterprises. During his tenure with RPSG Group / Firstsource, as a Group President, he led the turnaround and transformation of a globally distributed BPM and B2B services organization operating across six countries with 8,000+ employees and 200+ clients. He successfully integrated multiple acquired entities, improved profitability, strengthened governance frameworks, and repositioned the organization towards domain- and technology-led services. At HCL Technologies, he was a founding leadership member of the global BFSI–BPO and platform business, where he helped scale businesses to US$200 million in revenue and managed large transformation and digital programs for global financial institutions.

Particulars	Mr. Sunil Ramakant Bhumralkar	Ms. Revathy Ashok	Mr. Pankaj Vaish	Ms. Robin Thomashauer	Mr. Sameer Ahluwalia
Remuneration proposed	Payment of remuneration to the Independent Directors by way of commission w.e.f. April 01, 2025, not exceeding 1% of the net profit of the Company, in accordance with the applicable provisions of the Companies Act, 2013. In the event of any loss, absence, or inadequacy of the profits of the Company in any financial year, remuneration in the form of commission may be paid to Independent Directors in terms of Section II of Part II of Schedule V of the Companies Act, 2013.				Entitled to remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of the Directors, their responsibilities, and the area of their expertise, the remuneration is in line with remuneration drawn for similar positions in Companies of similar scale and size.				
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	Save and except, receipt of commission and sitting fees, there are no other pecuniary relationships or transactions of Non-Executive Independent Directors with the Company.				Save and except the remuneration proposed to be paid and reimbursement of expenses incurred in the discharge of official duties, Mr. Sameer Ahluwalia does not have any other pecuniary relationship, directly or indirectly, with the Company or with its managerial personnel.

ii. Other Information

Particulars	Details
Reasons for loss or inadequate profits	FY2025-26 was a transitional phase following the Scheme of Arrangement, wherein the Company undertook significant investments to build a strong and scalable standalone platform. Key factors include: Strategic investments in technology platforms, AI-led transformation, and sales infrastructure, to enhance long-term competitiveness as well as setting up standalone corporate structure which included investments in talent, enterprise grade tools and brand positioning for focused scaling up of the business. Additionally, there was a one-time impact of INR 412.23 million due to new Labour Code that was effective November 21, 2025. The profit after tax on a consolidated basis for FY 2025-26 stood at INR 55.45 million. The business continues to remain fundamentally strong, with stable revenues and improving operational metrics.
Steps taken or proposed to be taken for improvement	The Company has initiated several measures to improve profitability, focussed both on revenue mix enhancement and cost optimisation. Revenue mix enhancement entails an increased focus on higher-margin digital, AI, and platform-based services, strengthening of deal governance and pricing discipline and expansion in key geographies and strategic accounts. Cost optimization plan focuses on deployment of AI-led automation to reduce delivery cost and improve productivity. Workforce pyramid optimisation and utilisation, improvement and rationalisation of vendor, facility, and technology spends. The Management is confident that these initiatives, coupled with the operational stability achieved and the expected growth in revenues across key geographies, will result in meaningful improvement in profitability in the current and subsequent financial years.
Expected increase in productivity and profits in measurable terms	The management expects improvement in profitability over the coming years, driven by operating leverage and cost rationalization, expansion in margins supported by higher contribution from digital and platform-led services, and improved return ratios over the medium term as investments made begin to yield results. The Company remains confident of delivering a sustainable improvement in profitability trajectory, supported by a stronger business mix and disciplined cost structure.

iii. Disclosures

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013, are disclosed in the Corporate Governance report to the extent applicable.