November 03, 2026

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
Scrip Code: **532633**

National Stock Exchange of India Limited,
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051
Symbol: **ALLDIGI**

Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Dear Sir/ Madam,

Please find enclosed the Postal Ballot Notice together with the Explanatory Statement dated October 29, 2026 ('Notice') to seek approval of the shareholders for the following special resolution:

S. No.	Description of Special Resolution
1.	Approval for Buyback of Equity Shares of the Company

In accordance with the provisions of MCA circulars, Notice is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and KFin Technologies Limited, Registrar to an Issue & Share Transfer Agent as on the cut-off date, i.e., Friday, October 30, 2026, seeking their approval as set out in the Notice. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 04, 2026 and ends at 5.00 p.m. (IST) on Thursday, December 03, 2026.

The above information will be made available on the website of the Company at https://www.alldigitech.com/investor-relations/

This is for your information and record.

Yours sincerely,

For **Alldigi Tech Limited**

SHIVANI SHARMA
Digitally signed by SHIVANI SHARMA
Date: 2026.11.03 15:52:26 +05'30'

Shivani Sharma
Company Secretary & Compliance Officer
Membership No. A39590

Encl. a/a

ALLDIGI TECH LIMITED
CIN: L72300TN1998PLC041033
Registered Office:
Ground Floor (Block 9A & 9B) and First Floor (Block 9B), 1/124 Shivaji Gardens, DLF Cyber City, Moonlight Stop, Manapakkam, Chennai – 600089
Tel: +044-42997070; **E-mail**: investorcontact@alldigitech.com; **Website**: www.alldigitech.com

POSTAL BALLOT NOTICE

Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

Notice is hereby given that pursuant to and in compliance with Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars and the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), Secretarial Standards-2 on General Meeting issued by the Institute of Company Secretaries of India and the applicable provisions, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders"), is sought via Postal Ballot by way of special resolution through e-voting only (voting through electronic means) in respect of the following item:-

Approval for Buyback of Equity Shares of the Company

For avoidance of any doubt due to the general understanding of the meaning of 'Postal Ballot' as voting by post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of voting on the resolution is restricted to voting only through remote e-voting. In compliance with the requirements of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on **Friday, the October 30, 2026** ("Cut-off Date"). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. A hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for the present Postal Ballot. Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice.

Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.

An Explanatory Statement pursuant to the provisions of Section 102, 110 of the Act and other applicable provisions/regulations, read with the respective rules and the MCA Circulars, pertaining to the aforesaid resolution setting out the material facts concerning the item of business and the reasons is annexed hereto for your consideration. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.alldigitech.com the relevant section of the websites of the Stock Exchanges viz. BSE and NSE and on the website of National Securities Depository Limited ("NSDL") at https://www.evoting.nsdl.com/.

The Board of Directors of the Company have appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s. DPV & Associates LLP, Practising Company Secretaries (Firm Registration No. L2021HR009500), as the Scrutinizer, for conducting the Postal Ballot remote E-Voting process in a fair and transparent manner and he has communicated his willingness to be appointed as such. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its Members. Remote e-voting shall commence on **Wednesday, November 4, 2026, at 09.00 A.M. (IST)** and shall end on **Thursday, December 3, 2026, at 5.00 P.M. (IST).**

Since as per aforesaid MCA Circulars Members can vote through remote e-voting process, Members are requested to read the e-voting and other instructions as set out in this notice. Remote e-voting shall not be allowed beyond **Thursday, December 3, 2026, at 5.00 P.M. (IST)**.

The Scrutiniser shall after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of the conclusion of the voting, a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

SPECIAL BUSINESS

Item No. 1 - Approval for Buyback of Equity Shares of the Company

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

"RESOLVED THAT in accordance with the Article 163 of the Articles of Association of Alldigi Tech Limited ("**the Company**") and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the "**Companies Act**"), read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014, (to the extent applicable) (hereinafter referred to as the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**") (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Chennai (the "**RoC**"), the stock exchanges on which the Equity Shares of the Company are listed ("**Stock Exchanges**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI, Stock Exchanges and RBI, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements and in accordance with applicable law), the consent of the Members of the Company be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of ₹ 10/- (Rupees Ten only) each (hereinafter referred to as the "**Equity Shares**" or "**Shares**"), not exceeding **4,80,000** Equity Shares (representing 3.15% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2026, at a price of **₹ 1,000/-** (Rupees One Thousand only) per Equity Share payable in cash for an aggregate amount not exceeding **₹ 48,00,00,000/-** (Rupees Forty Eight Crores only) **("Buyback Size")**, which represents 21.95% and 18.43% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated financial statements of the Company for the financial year end as on March 31, 2026), respectively, as per the provisions of the Companies Act and SEBI Buyback Regulations) from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board (which term shall be deemed to include Buyback Committee or any committee of the Board and/ or officials, which

the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution) ("Record Date"), on a proportionate basis through "Tender Offer" route as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback").

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, stock exchange charges, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and goods and service tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses and charges ("**Transaction Costs**").

RESOLVED FURTHER THAT the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Buyback of Equity Shares from the existing shareholders/beneficial owners of Equity Shares of the Company as on Record Date ("**Eligible Shareholders**"), shall be on a proportionate basis through Tender Offer, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR- III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments or statutory modifications thereof for the time being in force **("SEBI Circulars")** or such other circulars or notifications, as may be applicable and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER THAT as required under Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback of Equity Shares shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account of the Company and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT in accordance with the Buyback Regulations, the Buyback period shall commence from the date of declaration of results of the postal ballot for special resolution approving the Buyback and the date on which the payment of consideration to shareholders who have accepted the Buyback is made.

RESOLVED FURTHER THAT the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, and that such approvals shall be required to be taken by such shareholders themselves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any committee(s)/ director(s)/ officer(s)/ authorized representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to:

1. finalizing the terms of the Buyback, the mechanism for the Buyback, the schedule of activities, the date of opening and closing of the Buyback, entitlement ratio, time frame for completion of Buyback, etc;
2. deciding and announcing the Record date for the purpose of Buyback;
3. appointment of designated stock exchange, merchant banker, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, consultants/intermediaries/agencies, as may be required, for the implementation of the Buyback and making decision in connection with and settlement of the remuneration for such persons/ intermediaries/ agencies including by the payment of commission, brokerage, fee, charges, etc.;
4. opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the SEBI Buyback Regulations;
5. verifying offer/ acceptances received, finalizing basis of acceptance, making payment to the Members of consideration for Equity Shares bought back pursuant to the Buyback;
6. initiating all necessary actions with respect to making necessary deposit with the escrow account with a bank, issuing bank guarantee, or depositing acceptable securities with appropriate margin with the merchant bankers, entering into agreement(s), approving and filing of declaration of solvency as required under applicable law;
7. make all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India;
8. preparing, signing and filing of the public announcement(s), letter of offer with the Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities;
9. obtaining all necessary certificates and reports from the statutory auditors and other third parties as required under applicable laws; entering into escrow arrangements as required in terms of the SEBI Buyback Regulations;
10. extinguishing dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and issuing Certificate of Extinguishment; and
11. preparing, approving, executing and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, the Stock Exchanges, Registrar of Companies, Chennai, depositories and/or other Appropriate Authorities/ agencies/parties as may be required from time to time.

RESOLVED FURTHER THAT no information/material likely to have a bearing on the decision of investors has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/misrepresentation.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any Member to offer and/or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient , usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end

and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution."

By Order of the Board of Directors
For Alldigi Tech Limited

Sd/-
Shivani Sharma
Company Secretary & Compliance Officer
ACS-39590

Date: October 29, 2026
Place: Bengaluru

Registered office: Ground Floor (Block 9A & 9B) and First Floor (Block 9B), 1/124 Shivaji Gardens, DLF Cyber City, Moonlight Stop, Manapakkam, Chennai – 600089
CIN: L72300TN1998PLC041033
Tel: +91 44-4299 7070**; Email:** investorcontact@alldigitech.com**;**
Website: www.alldigitech.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 is annexed to the Postal Ballot Notice. It also contains all the disclosures as specified in SEBI Buyback Regulations.

2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Friday, October 30, 2026** (**"Cut-off Date"**) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (**"DPs"**). If your e-mail address is not registered with the Company/Depositories, please follow the process provided herein to receive this Postal Ballot Notice. Members are requested to read the instructions in the Notes under the section "Voting Instructions" in this Postal Ballot Notice to cast their vote electronically.

3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

5. Members may note that the Notice will also be available on the Company's website at www.alldigitech.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at https://www.evoting.nsdl.com/.

6. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 form with the company or the registrar and transfer agent. However, for the shares held in demat form, Members are requested to write to their respective DPs.

7. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.

8. The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on Wednesday, November 4, 2026
End of e-voting	Till 5:00 p.m. (IST) on Thursday, December 3, 2026

9. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.

10. The resolution if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Thursday, December 3, 2026** subject to receipt of the requisite number of votes in favour of the resolution. The resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

11. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting on all working days (except Saturdays, Sundays and National Holidays). Members seeking to inspect such documents can send an e-mail to company's email id corporate.secretarial@alldigitech.com

12. SEBI has mandated the submission of permanent account number ("PAN"), KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023 and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available at https://www.alldigitech.com/investor-relations-investor-forms-and-investor-contract/. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s).

13. **REMOTE E-VOTING:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

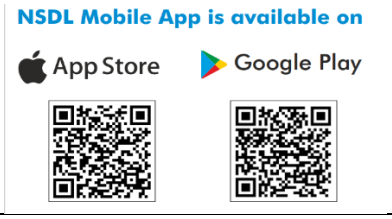
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are 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 4. 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 i.e. NSDL** and

	you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL

Login type	Helpdesk details
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 - 4886 7000
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID • For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID • For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to devesh@dpvassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to (Prajakta Pawle, Deputy Manager) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17(11) OF SEBI LISTING REGULATIONS AND SEBI BUYBACK REGULATIONS SETTING OUT THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), sets out material facts relating to the business mentioned in the accompanying Notice dated October 29, 2026.

Item No. 1- Approval for Buyback of equity shares of the Company.

With an objective of returning surplus funds to the shareholders of the Company, which are over and above its ordinary capital requirements and current investment plans and improving return on equity, the Board at its meeting held on October 29, 2026 has approved the proposal of recommending Buyback of Equity Shares of the Company as contained in the Resolution in the Notice. Further, as per Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 5(i)(b) of the SEBI Buyback Regulations, the consent of the shareholders of the Company to the Buyback being obtained by means of postal ballot. Accordingly, the Company is seeking your consent by means of postal ballot for the aforesaid proposal as contained in the special resolution provided in this Notice.

As per the relevant provisions of the Act and other applicable provisions of the Act and SEBI Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's Equity Shares.

Requisite details relating to the Buyback are given below:

1. **Details of the Buyback including date of the Board meeting at which proposal for Buyback was approved by the Board of Directors of the Company**

   The Board at its meeting held on October 29, 2026 ("**Board Meeting**"), has, subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 10 (Rupees Ten only) each ("**Equity Shares**"), for an amount not exceeding **₹ 48,00,00,000** (Rupees Forty Eight Crores only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes (if any) that may be applicable on the Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("**Transaction Costs**") (such amount hereinafter referred to as the "**Buyback Size**"), being 21.95% and 18.43% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2026, at a buyback price of ₹ 1,000 (Rupees One Thousand only) per Equity Share ("**Buyback Price**"), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("**Record Date**"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations ("**Buyback**"), subject to 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders in accordance with the provisions of the SEBI Buyback Regulations through the "**Tender Offer**" route as prescribed under the SEBI Buyback Regulations and circulars issued thereunder, including the "**Mechanism for acquisition of shares through Stock Exchange**" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments or statutory modifications thereof for the time being in force, or such other mechanism as may be applicable to the Buyback through Tender Offer route and in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies

(Management and Administration) Rules, 2014, to the extent applicable, the SEBI Listing Regulations, the SEBI Buyback Regulations, as amended from time to time.

At the Buyback Price i.e. ₹ 1,000 (Rupees One Thousand Only) per Equity Share and for Maximum Buyback Size i.e. ₹ 48,00,00,000 (Rupees Forty Eight Crores only), indicative maximum number of Equity Shares proposed to bought back would be 4,80,000 Equity Shares (**"Indicative Maximum Buyback Shares"**). However, the actual Equity Shares bought back under the Buyback shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

The Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

Since the Buyback is more than 10% of the total paid-up Equity Share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of SEBI Buyback Regulations, it is necessary to obtain the consent of the shareholders of the Company, for the Buyback, by way of a Special Resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolution no. 1 provided in this Notice.

2. Necessity for the Buyback

The Company has been generating significant amounts of cash on an ongoing basis and is a debt free entity. The current Buyback proposal is with an objective of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares, broadly in proportion to their shareholding, thereby enhancing the overall return for them;

ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";

iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and

iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

3. Maximum amount required under the Buyback, its percentage of the total paid-up Equity Share capital and Free Reserves and the sources of funds from which the Buyback would be financed

The maximum amount required for Buyback will not exceed ₹ 48,00,00,000 (Rupees Forty Eight Crores only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 21.95% and 18.43% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2026 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

The Buyback would be financed out of Free Reserves of the Company. The Company shall transfer from its Free Reserves or securities premium account and/or such sources as may be permitted by law a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The payments shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company time to time at its absolute discretion. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and would not borrow funds for the said purpose.

4. Maximum Buyback Price at which the shares or other specified securities are proposed to be bought back and the basis of arriving at the Maximum Buyback Price

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,000 (Rupees One Thousand Only) per equity share. The Maximum Buyback Price has been arrived at after considering various factors including but not limited to the volume weighted average prices of the Equity Shares traded on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share.

The Maximum Buyback Price represents:

i) Premium of 21.83% and 21.17% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 3 (three) months period preceding Monday, October 26, 2026, being the date of intimation to the Stock Exchanges for the board meeting to consider the proposal of the Buyback (**"Intimation Date"**);
ii) Premium of 21.79% and 21.46% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date;
iii) Premium of 30.27% and 29.49% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the day preceding the Intimation Date;
iv) Premium of 29.42% and 30.06% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date; and
v) Premium of 23.87% and 23.44% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the date of the Board Meeting, i.e., Thursday, October 29, 2026.

The closing market price of the Equity Shares as of the Intimation Date was ₹ 772.65/- and ₹ 768.90/- and as on the Board Meeting Date was ₹ 807.30/- and ₹ 810.10/- on the BSE and the NSE, respectively.

It may be noted however that in terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and accordingly proportionately reduce the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size.

5. Maximum number of securities that the Company proposes to Buyback

At Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 4,80,000 fully paid-up Equity Shares, representing 3.15% of the fully paid-up Equity Shares of the Company as on 31st March 2026. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

6. Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the shareholders holding Equity Shares of the Company through the "**Tender Offer**" route, as prescribed under the SEBI Buyback Regulations as per the Mechanism for acquisition of shares through Stock Exchange as prescribed by SEBI from time to

time. The Buyback will be implemented in accordance with the Act and rules thereunder to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the SEBI Buyback Regulations, the Board/Buyback Committee will announce the Record Date for determining the Eligible Shareholders. In due course after the requisite approvals, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Offer Form.

This form indicates the entitlement of the shareholder for participating in the Buyback. The Equity Shares to be bought back as a part of the Buyback are divided in two categories:

a. Reserved category for Small Shareholders; and
b. General category for all other shareholders

As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "**Small Shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price on recognized stock exchange in which highest trading volume in respect of such Equity Shares is recorded, as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs only).

In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the respective category to which such shareholder belongs.

Shareholders' participation in the Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholder, if any.

The maximum Equity Shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the Equity Shares tendered under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021, or such other circulars or notifications, as may be applicable. The Company shall buy-back the Equity Shares tendered in physical form by Eligible Shareholders in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders holding Equity Shares of the Company as on the Record Date.

The Buyback from shareholders who are residents outside India, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Portfolio Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident Eligible Shareholders.

Participation in the Buyback by shareholders may trigger taxes on the consideration received by them. Pursuant to amendments effective April 1, 2026, the tax on income from the buyback of shares is now levied directly on the shareholders. Previously from October 1, 2024, until March 31, 2026, buyback proceeds were fully taxed as deemed dividends at the shareholder's applicable slab rates, the original cost of acquiring the shares was recognized as a capital loss, which could be set off against other capital gains. Here are the key features of the new system:

Aspect	Details
Tax Incidence	The tax is now payable by the shareholders on the gains made from the buyback, not by the Company.
Nature of Income	The income is treated as Capital Gains in the hands of the shareholder.
Computation of Gains	Capital Gains are calculated as the difference between the buyback price offered by the Company and the shareholder's original cost of acquiring the shares.
Applicable Tax Rate	The rate depends on the holding period: • Long-Term Capital Gains (LTCG): For shares held over 12 months, a rate of 12.5% is applicable (with an exemption up to ₹1.25 Lakhs). • Short-Term Capital Gains (STCG): For shares held for 12 months or less, the gains are taxed at applicable as per tax rate prescribed in Income Tax Act, 2025.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the eligible shareholders.

7. Time limit for completing the Buyback

Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of special resolution detailed in this Postal Ballot Notice.

8. Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up Equity Share capital and Free Reserves based on Standalone and Consolidated Financial Results as on March 31, 2026 is ₹ 20,052 Lakhs and ₹ 26,131 Lakhs respectively. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up Equity Share capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company as at March 31, 2026 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company).

The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 48,00,00,000 (Rupees Forty Eight Crores only) and is therefore within the above-mentioned limit.

Further, in terms of the Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company in that financial year.

9. The aggregate shareholding of the Promoters and directors of the Promoter, Director, Key Managerial Personnel and of persons who are in control of the Company as on the date of this Notice

The aggregate shareholding of the Promoter, directors of the Promoter and persons who are in control as on the Board Meeting Date and the date of this Postal Ballot Notice, i.e., October 29, 2026, are as follows:

Shareholding of Promoter:

Sr. No.	Name of the shareholder	Nos. of Equity Shares held	% of Shareholding
1	Digitide Solutions Limited	1,11,82,912	73.39%

Shareholding of Directors of the Promoter company:

Sr. No.	Name of the shareholder	Nos. of Equity Shares held	% of Shareholding
1	NIL		

Shareholding of Directors and Key Managerial Personnel of the Company:

Sr. No.	Name of the shareholder	Nos. of Equity Shares held	% of Shareholding
1	NIL		

Except as stated above, none of the Directors of the Promoter Company or the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company.

10. Aggregate number of Equity Shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by Promoter and Directors of the Promoter Company, Director, Key Managerial Personnel and of persons who are in control of the Company for a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e., October 29, 2026 (date of this notice)

No equity shares of the Company have been purchased/sold by Promoters/any Director of the Promoter Company, Director, Key Managerial Personnel and of persons who are in control of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was approved.

S. No.	Name of the shareholder	Aggregate number of Equity Shares purchased / sold	Nature of Transaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
NIL							

11. Intention of Promoter and persons in control of the Company to participate in Buyback indicating the number of shares, details of acquisition with date and price:

In terms of the Buyback Regulations, under the tender offer route, the Promoter and persons in control of the Company have an option to participate in the Buyback. In this regard, the Promoter, Digitide Solutions Limited has expressed its intention to participate in the Buyback and may tender up to an aggregate maximum of 11,182,912 equity shares or such lower number of equity shares in accordance with the provisions of the SEBI Buyback Regulations.

The details of the date and price of acquisition of the equity shares that the Promoter intend to tender is set-out below:

Date of Transaction/ Acquisition	Nature of Transaction	Number of Equity Shares acquired	Face Value (₹)	Price
31 March 2025	Equity shares transferred from Quess Corp Limited to Digitide Solutions Limited on account of Composite Scheme of Arrangement / Demerger.	11,182,912	10	Not Applicable

The Buyback will not result in any benefit to the Promoter or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

12. The Company hereby confirms that there are no defaults whether in the past or currently subsisting, in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest

thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banks.

13. Confirmations from the Board of Directors of the Company

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that:

i) That immediately following the Board Meeting held on October 29, 2026 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;

ii) That as regards the Company's prospects for the year immediately following the Board Meeting held on October 29, 2026 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

iii) That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016, as amended.

14. Confirmation from the Board of Directors as per the provisions of the SEBI Buyback Regulations and the Act:

The Board confirms that:

(a) All the Equity Shares for Buyback are fully paid up;

(b) The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the Buyback period from the date of this resolution i.e., from the date of declaration of results of the Postal Ballot Resolution till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations ("Buyback Period");

(c) The Company, as per the provisions of Section 68(8) of the Companies Act, shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buy-back except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

(d) Unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buy-back Period i.e. the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made except in discharge of subsisting obligations.

(e) The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

(f) The aggregate amount of the Buy-back i.e. up to ₹ 48,00,00,000/- **(**Rupees Forty Eight Crores only**)**, does not exceed 25% of the aggregate of the total paid-up capital equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, of the Company, for the financial year ended March 31, 2026, whichever is lower;

(g) The number of Equity Shares proposed to be bought back under the Buy-back i.e. 4,80,000 (representing 3.15% of the total number of Equity Shares in the total paid-up equity capital of the Company) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as per the latest audited standalone and consolidated financial statements, respectively, for the financial year ended March 31, 2026;

(h) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buy-back shall be made during pendency of any such Scheme;

(i) The Company shall not make any further offer of buy-back within a period of one year reckoned from the expiry of the Buy-back Period; i.e. date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made;

(j) The Company shall not withdraw the Buy-back offer after the Public Announcement of the Buy-Back offer is made;

(k) The Company shall comply with the statutory and regulatory timelines in respect of the Buy-back in such manner as prescribed under the Companies Act and/or the SEBI Buy-back Regulations and any other applicable laws;

(l) The Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buyback;

(m) The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company, including its own subsidiary companies, or through any investment company or group of investment companies;

(n) The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buyback Regulations;

(o) The company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;

(p) The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy-back Regulations and the Companies Act within the specified timelines;

(q) There are no defaults (either in past or currently subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;

(r) The Company will not Buy-back Equity Shares which are locked-in or non-transferable until the pendency of such lock-in or until the time the Equity Shares become transferable, as applicable during the period between the date of opening and closing of the Buyback offer;

(s) The consideration for the Buy-back shall be paid by the Company only in cash;

(t) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone and consolidated financial statements of the Company as per the latest audited standalone and consolidated financial statements for the financial year ended March 31, 2026, respectively, whichever is lower as prescribed under the Companies Act and the SEBI Buy-back Regulations;

(u) The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements;

(v) The shareholder's resolution approving the Buyback will be valid for a maximum period of one year from the date of passing the shareholder's resolution (or such extended period as may be permitted under the Act or the SEBI Buyback Regulations or by the Appropriate Authorities). The exact timetable for the Buyback shall be decided by the Buyback Committee within the above time limits;

(w) The Buy-back shall not result in delisting of the Equity Shares or other specified securities from BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**");

(x) The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;

(y) As per Regulation 24(i)(e) of the SEBI Buy-back Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the passing the special resolution till the closing of the Buy-back Offer other than participation in the Buyback;

(z) The Company shall Buyback the Equity Shares held in physical form from Eligible Shareholders in terms of SEBI circulars;

(aa) The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any misstatements or misleading information;

(bb) No promoter or promoter group shareholder or person(s) in control will breach the limits prescribed under Regulation 3 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 requiring a trigger of the open offer;

(cc) The Buyback will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of buy-back period of the preceding offer of buy-back;

(dd) Covenants in relation to our financing arrangements / borrowings with banks, financial institutions and other entities ("Lenders") are not being breached pursuant to the Buyback and accordingly the prior consent of the Lender(s) of the Company, as required Regulation 5(i)(c) and Schedule I (xii) of the Buyback Regulations, is not applicable; and

(ee) The Letter of Offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

15. Report addressed to the Board of Directors by the Company's Statutory Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency:

The text of the Report dated October 29, 2026 of Deloitte Haskins and Sells, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

The Board of Directors
Alldigi Tech Limited
Ground Floor (Block 9A & 9B) and First Floor (Block 9B),
1/124 Shivaji Gardens, DLF Cyber City,

Moonlight Stop, Manapakkam, Chennai – 600089

Dear Sir/ Madam,

Subject: Statutory Auditor's Report in respect of proposed buyback of equity shares by Alldigi Tech Limited ("the Company) in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "Buyback Regulations")

1. This report is issued in accordance with our engagement letter dated October 29, 2026.

2. We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration Number: 008072S) are the Statutory Auditors of Alldigi Tech Limited ("the Company"), having its registered office at Ground Floor (Block 9A & 9B) and First Floor (Block 9B), 1/124 Shivaji Gardens, DLF Cyber City, Moonlight Stop, Manapakkam, Chennai – 600089.

3. We have been informed that the Board of Directors of the Company, in their meeting held on October 29, 2026, have approved a proposal for the buy-back (subject to the approval of its shareholders) in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Buyback Regulations.

4. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment (including premium) ("Annexure A") as at March 31, 2026", hereinafter referred to as the "Statement" prepared by the management of the Company, which we have initialled for identification purpose only.

Management's Responsibility for the Statement

5. The Board of Directors of the Company is responsible for the following:

i. The preparation of the Statement in accordance with the provisions of Section 68(2) of the "Act", Regulation 4(i) of the Buyback Regulations and in compliance with the Buyback Regulations, including the computation of the amount of the maximum permissible capital payment (including premium), as detailed in attached Annexure A, based on the audited financial statements for the year ended March 31, 2026.

ii. The preparation and maintenance of all accounting and other relevant supporting records and documents.

iii. As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraphs 25 and 26 of Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company`s ability to continue as a going concern for a period of one year from October 29, 2026. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in (x) of Schedule I to the Buyback Regulations and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from October 29, 2026 (date of passing of the Board Meeting resolution); and

iv. Designing, implementing and maintaining internal control relevant to the preparation and presentation of Annexure A and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

v. To ensure compliance with the other relevant provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") and the Buyback Regulations, as amended.

Auditor's Responsibility

6. Pursuant to the requirement of the Act and Buyback Regulations, it is our responsibility to provide reasonable assurance that:

    i. we have inquired into the state of affairs of the Company in relation to its audited standalone and

consolidated financial statements as at and for the year ended March 31, 2026 which were approved by the Board of Directors of the Company at their meeting held on May 07, 2026;

ii. the amount of permissible capital payment for the proposed buyback of equity shares as stated in Annexure A, has been properly determined considering the audited standalone and consolidated financial statements as at and for the year ended March 31, 2026 in accordance with Section 68(2)(b) and 68(2)(c) of the Act, Regulations 4(i) and Regulation 5(i)(b) of the Buyback Regulations.

iii. the Board of Directors of the Company, in their meeting held on October 29, 2026, have formed the opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from aforesaid date with regard to the proposed buyback is approved at Board Meeting.

7. Our responsibility did not include the evaluation of adherence by the Company with the other applicable provisions/regulations of the Act and the Buy-back Regulations, in connection with the proposed Buyback.

8. The audited standalone and consolidated financial statements referred to in paragraph 6 above have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated May 07, 2026. We conducted our audit of standalone and consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (the "standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the ICAI ("Guidance Note") and standards of auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buy-back.

Opinion

11. Based on inquiries conducted and our examination as above, we report that:

i. We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended March 31, 2026 which have been approved by the Board of Directors of the Company on May 07, 2026.

ii. The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith as **Annexure A**, in our view has been properly determined in accordance with the provisions of Section 68(2)(b) and 68(2)(c) of the Act, Regulation 4(i) and Regulation 5(i)(b) of the Buyback Regulations.

iii. The Board of Directors of the Company, in their meeting held on October 29, 2026 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of passing the Board Resolution dated October 29, 2026.

Restrictions on Use

12. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act, and the buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement, and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to Saffron Capital Advisors Private Limited ("the manager") in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

for **Deloitte Haskins and Sells**
Chartered Accountants
Firm Registration Number: 008072S

Rekha Bai
Partner
Membership No.: 214161
UDIN: 26214161OLUNCE8463
Place: Bengaluru
Date: October 29, 2026

Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards Buy-back of equity shares in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 ("the Act"), the proviso to Regulation 4(iv) and 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on audited Standalone or Consolidated Financial Statements as at and for the year ended March 31, 2026:

Particulars	**Amount (In ₹ Lakhs) Standalone**	**Amount (In ₹ Lakhs) Consolidated**
Paid-up Equity Share Capital as at 31 March 2026 (A)	1,524	1,524
Free Reserves as at 31 March 2026		
- General reserve	1,413	1,413
- Securities premium reserve	12,019	12,019
- Retained earnings*	5,096	11,175
Total Free Reserves (B)	18,528	24,607
Total paid up equity capital and free reserves (A+B)	20,052	26,131
Maximum amount permissible for the buyback i.e. lower of 25% of total paid-up equity capital and free reserves of standalone and consolidated financial statements		5,013

* Excludes adjustments in accordance with section 2(43) of the Companies Act, 2013 aggregating ₹78 lakhs in standalone and ₹ (91 lakhs) in consolidated retained earnings as at March 31, 2026:

Note:

1) The amount of paid-up equity shares capital and free reserves as at March 31, 2026: have been extracted from the audited Standalone and Consolidated Financial Statements of the Company as at and for the year ended March 31, 2026 which was approved by the Board of Directors at the Board Meeting held on May 07, 2026.
2) As the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended and the Act do not define the term "insolvent", the Company has applied the guidance provided in

paragraphs 25 and 26 of Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from October 29, 2026.

Unquote:

16. **Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s).**

    Not applicable to the Company.

In the opinion of the Board, the proposal for the Buyback is in the interest of the Company and its shareholders holding equity shares of the Company. The Directors, therefore, recommend the special resolution as set out in the accompanying Notice for approval by the shareholders.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company, as applicable.

By Order of the Board of Directors
For Alldigi Tech Limited

Sd/-
Shivani Sharma
Company Secretary & Compliance Officer
ACS-39590

Date: October 29, 2026
Place: Bengaluru

Registered office: Ground Floor (Block 9A & 9B)
and First Floor (Block 9B), 1/124 Shivaji Gardens,
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Chennai – 600089
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Tel: +91 44-4299 7070**; Email:** investorcontact@alldigitech.com**;**
Website: www.alldigitech.com