



**NOTICE OF POSTAL BALLOT**

*Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014*

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September 2023, General circular No. 9/2024 dated September 19, 2024, General circular No. 3/2025 dated September 22, 2025 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **“MCA Circulars”**), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**“SS-2”**) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below are proposed to be passed by the Members of Diensten Tech Limited (**“the Company”**), by way of Postal Ballot, only through remote e-voting process. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 24<sup>th</sup> April, 2026 (**“cut-off date”**) received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company has appointed M/s. Karm Sawhney & Associates, Company Secretaries represented by Mr. Karm Sawhney, Practicing Company Secretary (Membership No. A64986 and CP No. 24726) as the Scrutinizer to conduct the voting process (e-voting and poll) in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of KFin Technologies Limited (KFintech) for the purpose of providing remote e-voting facility to all its Members. Members are required to

**CIN NO:** L74140DL2007PLC160160

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Diensten Tech Ltd.

www.dienstentech.com



info@jkdtl.com



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communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes to this Notice.

The remote e-voting period commences on Thursday, April 30, 2026 from 9.00 a.m. (IST) and ends on Friday, May 29, 2026 at 5.00 p.m. (IST). After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman. The results of the Postal Ballot shall be announced on or before Tuesday, June 02, 2026. The said results along with the Scrutinizer's Report shall be placed on the Company's website <https://www.dienstentech.com/> and on the website of Kfintech <https://evoting.kfintech.com> immediately.

The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Friday, May 29, 2026.

**Item No.1 : Issuance of up to 3,98,800 Fully Convertible Warrants to the persons/ entities belonging to the "Promoter & Promoter Group" and "Public" category on preferential basis.**

*To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with National Stock Exchange of India Limited (**"NSE"**), where the equity shares of the Company are listed (**"Stock Exchange"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended [**"SEBI (ICDR) Regulations"**], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"Takeover Regulations"**) as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is

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hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 3,98,800** ((Three Lakh Ninety-Eight Thousand Eight Hundred only) Warrants at an issue price of **Rs. 115/-** (Rupees One Hundred Fifteen Only) each, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each, for cash, for an aggregate amount of up to **Rs.4,58,62,000/-** (Rupees Four Crore Fifty Eight Lakh Sixty Two Thousand Only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/ entities belonging to the “Promoter & Promoter Group” & “Public” category (“**Proposed Allottees**”) in the manner as follows:

S. N.	Name of the Proposed Allottee	Category	No. of Warrants to be allotted (up to)
1	Abhishek Singhania	Promoter	2,60,000
2	Vipul Prakash	Promoter	52,000
3	Tina Prakash	Promoter Group	52,000
4	Sanjay Kumar Jain	Public	12,000
5	Manoj Kumar	Public	4,800
6	Anish Mahajan	Public	2,400
7	Sonia Vaid	Public	2,400
8	Siva Prasad Nanduri	Public	2,400
9	Bhagi Naren Kumar Sandilya	Public	4,800
10	Nirmit N Desai	Public	1,200
11	Puram Hemanth Kumar	Public	2,400
12	Bhanu Prakash Gulla	Public	2,400
<b>Total</b>			<b>3,98,800</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining minimum issue price of Warrants proposed to be allotted to the above-mentioned allottees shall be **Wednesday, April 29, 2026**, i.e. being the working date, which is 30 days prior to the last date of receipt of votes through the e-voting process where the proposed Preferential Issue is being considered for approval of the Members of the Company i.e., Friday, May 29, 2026.

**RESOLVED FURTHER THAT** the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations.
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

**CIN NO:** L74140DL2007PLC160160

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- c) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- h) The Warrants themselves, until converted into Equity Shares, do not give Warrant Holder any voting rights in the Company in respect of such Warrants.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Mr. Vipul Prakash, Managing Director and/or Ms. Sonia Vaid, Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants, application to Stock Exchange for obtaining of in-principle approval, listing of the equity shares allotted pursuant to conversion of warrants, filing of requisite documents with the Registrar of Companies and with any other regulatory authority as required, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the

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foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue).”

**By Order of the Board  
For Diensten Tech Limited**

**Sd/-**

**Vipul Prakash  
Managing Director  
DIN: 01334649**

**Address:** 204/1, Neb Valley, Sainik Farms,  
Neb Sarai, New Delhi-110068

**Place:** New Delhi  
**Date:** April 28, 2026

**CIN NO:** L74140DL2007PLC160160

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**Notes:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“**the Act**”) read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, April 24, 2026** (“**cut-off date**”) and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. All the Members of the Company as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company /Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Kfin Technologies Limited (Kfintech) the agency, to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. A copy of this Postal Ballot Notice shall also be available on the Company’s website at [www.dienstentech.com](http://www.dienstentech.com), on the websites of the Stock Exchange i.e. National Stock Exchange of India Limited (“**NSE**”) at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Kfintech at <https://evoting.kfintech.com>.
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Delhi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company’s website at [www.dienstentech.com](http://www.dienstentech.com).
7. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only
8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to [acskarmsawhney@gmail.com](mailto:acskarmsawhney@gmail.com) with a copy marked to [sonia.vaid@jkdtl.com](mailto:sonia.vaid@jkdtl.com).

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9. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. **Friday, May 29, 2026**.
10. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on [sonia.vaid@jkdtl.com](mailto:sonia.vaid@jkdtl.com)
11. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members
12. In case of any queries, you may contact Ms. Sonia Vaid, Company Secretary and compliance officer at [sonia.vaid@jkdtl.com](mailto:sonia.vaid@jkdtl.com)
13. Voting through Electronic Means: In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of Kfintech Technologies Limited (Kfintech) to provide remote e-voting facility to its members.
14. The remote e-voting period commences on **Thursday, April 30, 2026**, from **9.00 a.m.** (IST) and ends on **Friday May 29, 2026**, at **5.00 p.m.** (IST). The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by a member, the same will not be allowed to change subsequently.
15. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants.
16. Members holding shares in physical form are requested to register/ update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at [www.dienstentech.com](http://www.dienstentech.com) and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
17. In compliance with the provisions of Sections 110 and 108 of the Act read with the Management Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system (“**e-voting**”) on the e-voting platform provided by KFin to enable them to cast their votes electronically.

**CIN NO:** L74140DL2007PLC160160

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**FOR REMOTE E-VOTING, PLEASE READ CAREFULLY THE "PROCEDURE/INSTRUCTIONS FOR REMOTE EVOTING" ENUMERATED HEREIN.**

1) Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at <https://www.dienstentech.com/> and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

2) In compliance with the provisions of Sections 110 and 108 of the Act read with the Management Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ("e-voting") on the e-voting platform provided by KFin to enable them to cast their votes electronically.

3.) The details of the process and manner for e-voting are explained hereinbelow:

#### **I. Login method for e-voting for Individual shareholders holding securities in demat mode.**

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.





Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
<a href="#">Individual Shareholders holding securities in demat mode with NSDL</a>	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li> <li>2. A new screen will open. 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.</li> <li>3. Click on options available against Company name or e-voting service provider</li> </ol>

**CIN NO:** L74140DL2007PLC160160

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	<p>- <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</p> <p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p><b>C. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “<b>Login</b>” icon, available under the ‘<b>Shareholder/Member</b>’ section.</li> <li>2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider <ul style="list-style-type: none"> <li>- <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</li> </ul> </li> </ol> <p><b>D. NSDL Speede</b></p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <a href="#">App Store</a>     <a href="#">Google Play</a></p> <div style="display: flex; justify-content: space-around;">   </div>
<p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi.</li> <li>III. Login with your registered User ID and Password.</li> </ol>





	<p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. M/s. Kfin Technologies Limited (Kfintech) e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. M/s. Kfin Technologies Limited (Kfintech) where the e- Voting is in progress.</p>
<p><a href="#">Individual Shareholder login through their demat accounts / Website of Depository Participant</a></p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – M/s. Kfin Technologies Limited (Kfintech) and you will be redirected to e-Voting website of M/s. Kfin Technologies Limited (Kfintech) for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID / Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free Number: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 22 55 33</b>

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office** - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN  
**Branch Office** - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081





**Step 2: Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with M/s. Kfin Technologies Limited (Kfintech) for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘XXXX – Postal Ballot” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Postal Ballot Notice and remote e-voting instructions cannot be served, will have to follow the following process:

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office** - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN

**Branch Office** - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081

- I. Member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
- II. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:  
If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call K-fintech toll free number 1-800-309-4001 for all e-voting related matters. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for all e-voting related matters.

If the member is already registered with K-fintech’s e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of Kfintech’s website for e-voting: <https://evoting.kfintech.com> or contact Kfintech as per the details given below.

#### **CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Mohammed Shanoor KFin Technologies Limited Selenium (Unit: Diensten Tech Limited)

Tower B, Plot 31 & 32, Gachibowli,

Financial District, Nanakramguda,

Hyderabad 500 032

Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office** - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN

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## EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the “Act”), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

### Item No. 1:

The **Special Resolution** contained in Item No.1 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made there under to issue and allot, up to 3,98,800 Fully Convertible Warrants (“**Warrants**”) at an issue price of Rs. 115/- each, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. **4,58,62,000/-**, to certain persons/ entities belonging to the “Promoter & Promoter Group” & “Public” category, on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors (“**Board**”) in their meeting held on Tuesday, April 28, 2026.

The approval of the members of the Company is accordingly being sought by way of a ‘**Special Resolution**’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

### I. Objects of the Preferential Issue

The Company operates in the IT services sector, specializing in professional services, corporate training (including e-learning and digital content solutions), and managed services.

The Company intends to utilize the proceeds raised through the issue of Warrants (“**Issue Proceeds**”) towards the following objects:

S. N.	Particulars	Total amount estimated to be utilized (Amount in Rs. Lakh)	Tentative timelines for utilization of proceeds from the date of receipt of funds
1.	Repayment of Loan taken by our Company to meet funding requirements viz. Operational expenditures and acquisitions.	344.62	By March 31, 2027

CIN NO: L74140DL2007PLC160160

Regd. & Co. Office - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN  
Branch Office - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081



2.	General Corporate Purposes	114.00	By March 31, 2027
	<b>Total*</b>	<b>458.62</b>	

(\* considering 100% conversion of Warrants into Equity Shares within the stipulated time.

### Interim Use of Proceeds

Till such time issue proceeds are fully utilized, the Company intends to invest such proceeds in one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in fixed deposits with the scheduled commercial Bank(s), Government Securities, money market instruments including money market mutual funds and such other instruments as may be permissible under the applicable laws for the time being in force, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

## II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).

## III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at its meeting held on Tuesday, April 28, 2026, had, subject to approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of up to 3,98,800 Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to the Equity shares of the Company of face value of Rs.10/- each, to the certain persons/ entities belonging to the “**Promoter & Promoter Group**” & “**Public**” Category, at an issue price of Rs. 115/- each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the issue price of Warrant shall be payable at the time of subscription and allotment of Warrants and the balance 75% shall be payable by the Warrant holder at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

## IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except the following, none of the promoters, directors, key managerial personnel, or senior management of the issuer intend to subscribe to the offer or separately in furtherance of the objects specified herein above:

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office** - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN  
**Branch Office** - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081



Sr. No.	Name	Category	Number of Warrants (Up to)
1.	Abhishek Singhania	Promoter/ Director	2,60,000
2.	Vipul Prakash	Promoter/ Managing Director	52,000
3.	Tina Prakash	Promoter Group	52,000
4.	Sanjay Kumar Jain	Director	12,000
5.	Manoj Kumar	Director	4,800
6.	Anish Mahajan	Chief Financial Officer	2,400
7.	Sonia Vaid	Company Secretary	2,400
8.	Siva Prasad Nanduri	Chief Executive Officer	2,400
9.	Bhagi Naren Kumar Sandilya	Senior Management	4,800
10.	Nirmit N Desai	Senior Management	1,200
11.	Bhanu Prakash Gulla	Senior Management	2,400

#### V. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Promoter & Promoter Group' & "Public" Category is likely to be as follows:

Category	Pre Issue Shareholding Structure <sup>(1)</sup>		Warrants to be allotted (Up to) <sup>(3)</sup>	Post Issue Shareholding Structure <sup>(2)</sup>	
	No. of Shares	%		No. of Shares	% <sup>(#)</sup>
<b>(A) Promoter Shareholding</b>					
(1) Indian					
(a) Individuals & HUF	58,52,271	70.85	3,64,000	62,16,271	71.79
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	<b>58,52,271</b>	<b>70.85</b>	<b>3,64,000</b>	<b>62,16,271</b>	<b>71.79</b>
(2) Foreign promoters	-	-	-	-	-
<b>Total Promoter shareholding A=A1 +A2</b>	<b>58,52,271</b>	<b>70.85</b>	<b>3,64,000</b>	<b>62,16,271</b>	<b>71.79</b>
<b>(B) Public Shareholding</b>					
B1) Institutional Investors	1,12,800	1.37	-	1,12,800	1.30
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					
Investor Education and Protection Fund (IEPF)	-	-	-	-	-
Individuals	15,20,375	18.41	34,800	15,55,175	17.96
Body Corporate	6,04,800	7.32	-	6,04,800	6.98
Others (Including HUF, LLP & NRI)	1,70,400	2.06	-	1,70,400	1.97
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>24,08,375</b>	<b>29.15</b>	<b>34,800</b>	<b>24,43,175</b>	<b>28.21</b>

CIN NO: L74140DL2007PLC160160

Regd. & Co. Office - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN  
Branch Office - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081



C) Non-Promoter – Non-Public	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>82,60,646</b>	<b>100.00</b>	<b>3,98,800</b>	<b>86,59,446</b>	<b>100.00</b>

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 8,65,94,460/- divided into 86,59,446 Equity Shares of face value of Rs. 10/ each.

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, April 24, 2026.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

**VI. Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations 2018, preferential allotment of said Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolution under Item No. 1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**VII. Number of people to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

Not Applicable, since the Company has not made the preferential issue of any security during the year.

**VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

#	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Abhishek Singhanian	Promoter	Not Applicable, allottee being a natural person
2.	Vipul Prakash	Promoter	Not Applicable, allottee being a natural person
3.	Tina Prakash	Promoter Group	Not Applicable, allottee being a natural person
4.	Sanjay Kumar Jain	Public	Not Applicable, allottee being a natural person
5.	Manoj Kumar	Public	Not Applicable, allottee being a natural person
6.	Anish Mahajan	Public	Not Applicable, allottee being a natural person

**CIN NO: L74140DL2007PLC160160**

**Regd. & Co. Office - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN**  
**Branch Office - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081**



7.	Sonia Vaid	Public	Not Applicable, allottee being a natural person
8.	Siva Prasad Nanduri	Public	Not Applicable, allottee being a natural person
9.	Bhagi Naren Kumar Sandilya	Public	Not Applicable, allottee being a natural person
10.	Nirmit N Desai	Public	Not Applicable, allottee being a natural person
11.	Puram Hemanth Kumar	Public	Not Applicable, allottee being a natural person
12.	Bhanu Prakash Gulla	Public	Not Applicable, allottee being a natural person

“The category mentioned as ‘Public’ represents shareholding category and does not affect the designation of such persons as directors/KMP/senior management, wherever applicable.”

**IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.**

Sr. No.	Name of the Proposed Allottee	Pre-Shareholding Structure <sup>(1)</sup>		Warrants to be allotted	Post Issue Shareholding structure (Presuming full conversion of Warrants) <sup>(2) and (3)</sup>	
		No. of shares	%		No. of shares	%#
1.	Abhishek Singhanian	01	0.00001	2,60,000	2,60,001	3.00
2.	Vipul Prakash	8,44,239	10.22	52,000	8,96,239	10.35
3.	Tina Prakash	8,32,239	10.07	52,000	8,84,239	10.21
4.	Sanjay Kumar Jain	75,658	0.92	12,000	87,658	1.01
5.	Manoj Kumar	1,18,654	1.44	4,800	1,23,454	1.43
6.	Anish Mahajan	0	-	2,400	2,400	0.03
7.	Sonia Vaid	0	-	2,400	2,400	0.03
8.	Siva Prasad Nanduri	0	-	2,400	2,400	0.03
9.	Bhagi Naren Kumar Sandilya	0	-	4,800	4,800	0.06
10.	Nirmit N Desai	0	-	1,200	1,200	0.01
11.	Puram Hemanth Kumar	0	-	2,400	2,400	0.03
12.	Bhanu Prakash Gulla	0	-	2,400	2,400	0.03

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 8,65,94,460/- divided into 86,59,446 Equity Shares of face value of Rs. 10/ each.

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, April 24, 2026.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office** - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN  
**Branch Office** - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081



**X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Warrants and further their conversion into Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XI. Lock-in Period:**

- (a) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

**XII. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Warrants has been reckoned as Wednesday, April 29, 2026, being the working date, which is 30 days prior to the last date of receipt of votes through the e-voting process where the proposed Preferential Issue is being considered for approval of the Members of the Company i.e., Friday, May 29, 2026.

The Equity Shares of the Company are listed on National Stock Exchange of India (“NSE”/ “**Stock Exchange**”) only. The Existing Equity Shares of the Company are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.

In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Warrants shall be allotted shall not be less than higher of the price through the following:

- i. 90 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. **Rs. 109.52/-** each.
- ii. 10 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. **Rs. 115/-** each.

Accordingly, the minimum issue price of Warrants on a Preferential basis in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs.115/- per each, being higher of the above two prices.

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office** - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN  
**Branch Office** - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081



The Articles of Association of the Company do not prescribe any higher pricing method for the proposed preferential issue.

Accordingly, the minimum issue price of Warrants on a Preferential basis shall be Rs.115/- each. **The Board of Directors of the Company has decided on the issue of Warrants at an Issue Price of Rs. 115/- each.**

### XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

### XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

### XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or Public:

Sr. No.	Name of the Proposed Allottee	Current Status	Post Status
1.	Abhishek Singhania	Promoter	Promoter
2.	Vipul Prakash	Promoter	Promoter
3.	Tina Prakash	Promoter Group	Promoter Group
4.	Sanjay Kumar Jain	Public	Public
5.	Manoj Kumar	Public	Public
6.	Anish Mahajan	Public	Public
7.	Sonia Vaid	Public	Public
8.	Siva Prasad Nanduri	Public	Public

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office** - 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN  
**Branch Office** - 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081



9.	Bhagi Naren Kumar Sandilya	Public	Public
10.	Nirmit N Desai	Public	Public
11.	Puram Hemanth Kumar	Public	Public
12.	Bhanu Prakash Gulla	Public	Public

**XVI. Practicing Company Secretary's Certificate:**

The certificate from M/s. Karm Sawhney & Associates, (CP No. 24726), Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations have been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz: <https://www.dienstentech.com/investors/>

**XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way concerned or interested in the said resolution:**

Except Mr. Vipul Prakash- Managing Director, Mr. Abhishek Singhania- Director, Mr. Sanjay Kumar Jain -Director, Mr. Manoj Kumar- Director, Mr. Siva Prasad Nanduri -Chief Executive Officer (CEO), Mr. Anish Mahajan - Chief Financial Officer (CFO) and Ms. Sonia Vaid - Company Secretary, none of the Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of this Notice.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Warrants, on a preferential basis, to the proposed allottee by way of **Special Resolution**.

**By Order of the Board  
For Diensten Tech Limited**

Sd/-

**Vipul Prakash**

**Managing Director**

**DIN: 01334649**

**Address:** 204/1, Neb Valley, Sainik Farms,  
Neb Sarai, New Delhi-110068

**Place:** New Delhi

**Date:** April 28, 2026

**CIN NO:** L74140DL2007PLC160160

**Regd. & Co. Office -** 3rd Floor, A-2, LSC, Masjid Moth, Greater Kailash-II, New Delhi DL 110048 IN

**Branch Office -** 502AB Jain Sadguru Image's Capital Park, Capital Park Road, Madhapur, Hyderabad - 500081