

DIGIKORE STUDIOS

NOTICE OF 25TH ANNUAL GENERAL MEETING ("AGM")

Dear Member(s),

Notice is hereby given that the 25TH Annual General Meeting (AGM) of the members of Digikore Studios Limited ("the Company") will be held on Tuesday, the 30th September, 2025, at 12:00 P.M. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March 2025 together with Reports of the Board of Directors and Auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with Reports of the Board of Directors and Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

2. To re-appoint M/s S K P N & Associates LLP, Chartered Accountants (FRN 100923W), as a Statutory Auditors of the Company for a term of five years and in this regard and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee M/s S K P N & Associates LLP, Chartered Accountants (FRN 100923W), be and are hereby reappointed as a Statutory Auditors of the Company for a term of five years to hold office from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors."

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment."

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014



Info@digikore.com



www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

3. To appoint a Director in place of Mr. Rameshkumar More, (DIN: 00140179), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for reappointment, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rameshkumar More (DIN: 00140179), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”.

SPECIAL BUSINESS

4. **APPROVAL FOR ISSUANCE OF EQUITY SHARE CAPITAL BY WAY OF BONUS ISSUE:**

To consider and if thought fit, pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules, 2014, the Chapter XI of Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and applicable provisions of Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors (‘the Board’, which term shall include any person and/or Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), the consent of the members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as ‘the Board’, which expression shall be deemed to include a Committee of Directors of the Company duly constituted by the Board), for the purpose of issuance of fully paid-up bonus equity shares) (‘bonus shares’) to the Members of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose in the proportion of (1:1) i.e., 1 (One) new fully paid-up equity share of Rs. 10/- (Rupee Ten only) each for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Rupee Ten only) each held as on such date as may be fixed by the Board for this purpose (‘record date’) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.”

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014



Info@digikore.com



www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

RESOLVED FURTHER THAT:

- a. The bonus issue of shares will be made in the ratio of 1:1 [i.e., 1 (One) new fully paid-up equity share of Rs. 10 /- (Rupee Ten only) each for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Rupee Ten only) each, to the shareholders on such date (Record Date) as may be determined by the Board of Directors.
- b. the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date
- c. The bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.
- d. Share certificate shall be issued to those to whom the Bonus Shares are allotted within the time prescribed in the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. With regards to the shares held in dematerialized form, the bonus shares will be credited to the respective demat A/c of the respective shareholders.
- e. No member shall be entitled to a fraction of an Equity Shares as a result of implementation of this resolution & no certificate or coupon or cash shall be issued for fraction of equity shares.
- f. All fractions of bonus equity shares shall be ignored and accordingly the number of issuances of bonus share may be reduced.

RESOLVED FURTHER THAT the issue and allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time, in this regard.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board and that the Board be and is hereby authorized to take necessary steps for listing & Trading permission of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board and that the Board be and is hereby authorized to take necessary steps for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorized to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.

RESOLVED FURTHER THAT the new Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form, and for others who do not have valid Demat account, the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

DIGIKORE STUDIOS

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

5. Appointment of Secretarial Auditor of the Company for a term of five consecutive years from FY 2025-26:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manoj Soni (Membership No. 6434), Partner of M/s. MV & Associates; Practicing Company Secretaries, be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years from the FY 2025-26 till FY 2029-30, at a remuneration as may be decided by the Board of Directors from time to time in consultation with the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT, to give effect to the above resolution, the Board of Directors and Company Secretary of the Company, be and is hereby authorized be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

**By the order of the Board
Digikore Studios Limited**

**Sd/-
HENY PAHUJA
Company Secretary & Compliance Officer
A47509**

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

NOTES

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, followed by Circular No. 20/2020 dated May 05, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, Circular No. 02/2021 dated January 13, 2021, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022 and any other circular issued in this regard (Collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

1. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report FY 2024-25 will also be available on the Company's website www.digikorevfx.com, websites of the Stock Exchange where shares of the Company are listed i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
2. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to cs@digikore.com.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014



info@digikore.com



www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

1. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
2. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 23 September, 2025, i.e. cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
3. Members may cast their votes on electronic voting system from any place (remote e-voting). **The remote e-voting period will commence at 9:00 a.m. on Saturday, September 27, 2025, and will end at 5:00 p.m. on Monday, September 29, 2025.** In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
4. The details of the process and manner for remote e-voting and e-voting at AGM are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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. 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”

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014



Info@digikore.com



www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

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 or joining virtual meeting & voting during the meeting.

2. 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>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

DIGIKORE STUDIOS

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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & 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 or joining virtual meeting & voting during the meeting.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014



Info@digikore.com



www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

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 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

✉ info@digikore.com 🌐 www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

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 use 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 8digit 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.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

✉ info@digikore.com 🌐 www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 _manoj@mrvcsl.in 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 Mr. Sanjeev Yadav 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 cs@digikore.com.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014



info@digikore.com



www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

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 cs@digikore.com. 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@digikore.com. The same will be replied by the company suitably.

PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

1. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at cs@digikore.com. Questions/queries received by the Company till 5:00 p.m. on Thursday, September 05, 2024 shall only be considered and responded during the AGM.
2. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

1. All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on cs@digikore.com.
2. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

OTHERS:

1. M/s SKPN & Associates LLP, Chartered Accountants [Firm Registration Number 100923W], were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held for the financial year 2024-25. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

DIGIKORE STUDIOS

other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for terms of 5 (five) years. M/s SKPN & Associates LLP, Chartered Accountants [Firm Registration Number 100923W] is eligible for reappointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on September 05, 2025, approved the reappointment of M/s SKPN & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a term of 5 (five) years from conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held for the financial year 2029-30. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors

The Board of Directors recommend the ordinary resolution as set out at item no.4 of the Notice for the approval of the Members. None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

2. In terms of Section 152 of the Act, Mr. Rameshkumar More, Non- Executive Director of the Company is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommend the ordinary resolution as set out at item no.3 of the Notice for the approval of the Members.
3. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the Annexure" to the Notice.
4. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Secretarial Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through e-mail at cs@digikore.com. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Disclosure under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India.

The following explanatory statement sets out in detail all material facts relating to special item of Business as mentioned in accompanying Notice:

ITEM NO. 4

APPROVAL FOR ISSUANCE OF EQUITY SHARE CAPITAL BY WAY OF BONUS ISSUE:

As you all are aware that the Company's shares have been listed on SME platform of NSE since 04 October, 2023. Over the year, the Company has performed significantly well both in terms of profit and business. As on March 31, 2025 total free reserves and surplus of the Company is Rs. 28.88 crore including Security Premium Account of Rs 21.92 crore. With a view to capitalize the Free reserves and Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Friday, September 05, 2025 have proposed to issue bonus shares at the ratio of 1:1 [i.e. 1 (One) Equity Share of Rs. 10/- (Ten) each for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Ten) each held]. This bonus allotment will also rationalize the paid-up capital of the company with the funds employed in the company.

The Bonus shares so allotted shall rank pari passu in all respect with the existing fully paid-up Equity Shares of the Company. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

The company has not issued any debt securities. The Company has not accepted any fixed deposit. Further, the Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the promoters or directors of the Company is a fugitive economic offender.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing an Ordinary Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

The Company has sufficient accumulated reserves including Securities Premium realized in Cash and the same can be utilized for the purpose.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

ITEM NO. 5

APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FROM FY 2025-26

In accordance with the provisions of Section 204(1) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to annex with its Board's Report, a Secretarial Audit Report submitted by a Company Secretary in whole time practice.

Although Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presently not applicable to the Company, the Company has decided to voluntarily continue the practice of appointing a Secretarial Auditor for a term of five consecutive from FY 2025-26 upto FY 2029-30 as part of its commitment to good corporate governance practices.

Mr. Manoj Soni (Membership No. 6434), Partner of M/s. MV & Associates; Practicing Company Secretaries has furnished their eligibility and expressed willingness to get appointed as Secretarial Auditor for a term of five consecutive years from FY 2025-26.

The Board of Directors at its meeting held on September 5, 2025 recommended the appointment of Mr. Manoj Soni (Membership No. 6434), Partner of M/s. MV & Associates; Practicing Company Secretaries as Secretarial Auditor for one term of five consecutive years from FY 2025-26 upto FY 2029-30.

Mr. Manoj Soni (Membership No. 6434), Partner of M/s. MV & Associates; Practicing Company Secretaries, is based at Pune in the State of Maharashtra, India.

Mr. Manoj Soni has more than 18 years of experience in the corporate legal field and serves large and diverse client base from manufacturing, engineering, information technology, pharmaceuticals, agriculture, investment consultancy etc. including listed as well as unlisted companies.

The Board believes that his experience of conducting Secretarial Audit of listed and large companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Act, Securities and Exchange Board of India Act, 1992 and other applicable laws.

The recommendation for the appointment of Mr. Manoj Soni (Membership No. 6434), Partner of M/s. MV & Associates; Practicing Company Secretaries as Secretarial Auditor is based on their past track record and capabilities in delivering quality secretarial audit services to Digikore Studios Limited and other companies of similar size and complexity.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

 info@digikore.com  www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681



The proposed fee for Secretarial Audit are decided in consultation with the Audit of the Company with power to the Board to revise during the term.

His firm is peer reviewed having Peer Reviewed Certificate No. 096/2023 and UIN P2015MH045100. Mr. Manoj Soni is also a visiting faculty at Pune Chapter of ICSI and many other forums.

Mr. Manoj Soni specializes in Company Law & Securities related laws, Foreign Direct Investments, Annual Secretarial Compliance Reports, certification under Corporate Governance, formation and consultations to various Non-Profit making companies under Section 8 of the Act. Besides his team consists of three Senior Associates and five management trainees handling secretarial assignments.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends his appointment as the Secretarial Auditor as proposed.

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014



Info@digikore.com



www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681

DIGIKORE STUDIOS

Details of the Directors retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are as under:

Director's Name	Mr. Rameshkumar More
Designation/Category of Directorship	Non-Executive Director
DIN	00140179
Date of Birth	30-06-1950
Date of first appointment on the Board	29.04.2011
Remuneration proposed to be paid	As per existing approved terms of appointment
Terms and Conditions of appointment / reappointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013. Same as original appointment.
No. of Equity Shares held	4,000 Shares
Qualifications	B.Com
Experience/Brief Profile	Rameshkumar More is the Non-Executive Director. A serial entrepreneur, he has played a very important role in the growth of the aerated beverage industry in India. His expertise lies in financial planning, forecasting and analysis.
Other Listed Companies in which he is a Director and the member of Committees of the board Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Other Company	NIL
No. of the Board Meetings of the Company attended during FY 2023-24	20 (Twenty)
Relationship with Other Directors inter se	He is the father of Mr. Abhishek Rameshkumar More, Managing Director of the Company

By the order of the Board
Digikore Studios Limited

Sd/-
HENY PAHUJA
Company Secretary & Compliance Officer
A47509

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

4th Floor, Lalwani Triumph, Sakore Nagar, Viman Nagar, Pune - 411014

✉ info@digikore.com 🌐 www.digikorevfx.com

Corporate Identity Number: U92112PN2000PLC157681