

DIGIKORE STUDIOS

NOTICE OF 26TH ANNUAL GENERAL MEETING ("AGM")

Dear Member(s),

Notice is hereby given that the 26TH Annual General Meeting (AGM) of the members of Digikore Studios Limited ("the Company") will be held on Wednesday, the 30th September, 2026, 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 2026 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, 2026 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 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

3. **Increase in Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:**

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

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(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

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“RESOLVED THAT pursuant to the provisions of sections 13, 61 & 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and subject to such permissions, consents, approvals and sanctions as may be required from concerned statutory authorities, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing equity Shares of the Company as per the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Act read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to replace existing Clause V of the Memorandum of Association of the Company with the following New Clause V:

V. The Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) which consists of Equity share capital of 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- each.”

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deed and things, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, including but not limited to filing of necessary eform, submission of documents, delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, to give effect to this resolution.”

4. **To consider and approve the issue of Equity Shares to the identified promoter by way of preferential issue.**

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

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), circulars, notifications issued by Ministry of Corporate Affairs (“MCA”), the applicable provisions of the Foreign Exchange and Management Act, 1999 (“FEMA”) and

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rules, regulations, notifications, circulars directions issued by the Reserve Bank of India, if any and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SAST Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited ("NSE") and/ or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors on behalf of the Company, to create, offer issue and allot at an appropriate time, Upto 17,60,219 (Seventeen Lakh Sixty Thousand Two Hundred Nineteen) fully paid up equity shares of ₹ 51.13/- each, by converting the outstanding loans into equity, aggregating Rs. 9,00,00,000/- (Rupees Nine Crores Only), which is determined in accordance with Chapter V of ICDR Regulations; by way of preferential issue on such other terms and conditions as may be determined by the Board in its absolute discretion in accordance with ICDR Regulations; to the following identified promoter ("the Proposed Allottee"):

Sr. No.	Name of the Proposed Allottee	Category of Number of Shares	Security being issued	Number of Shares	Type of Consideration
1	Mr. Abhishek Rameshkumar More	Promoter	Equity Shares	17,60,219 (Seventeen Lakh Sixty Thousand Two Hundred Nineteen)	Conversion of loan of Rs. 9,00,00,000 /-(Rupees Nine Crore Only)

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as August 31, 2026 which is 30 days prior to the date of passing of the Special Resolution by the Shareholders of the Company.

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RESOLVED FURTHER THAT the price of the equity shares being allotted in the Preferential Issue, has been determined in accordance with Regulation 166A of the ICDR Regulations as the shares of the Company are infrequently traded on the stock exchanges.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential Allotment shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- a) The equity share shall be allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of the special resolution by the Shareholders.
- b) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the ICDR Regulations and be listed on NSE subject to receipt of necessary permission(s), sanction(s) and approval(s).
- c) The price determined and the number of Equity Shares to be allotted shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and ICDR Regulations, and any other applicable laws for the proposed issue.
- d) The equity share holder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any and the Company shall reserve proportion of such entitlement for the shares holders.
- e) The Equity Shares so allotted to the Proposed Equity Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder.
- f) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- g) The equity shares to be issued and allotted to the Proposed Allottee shall be free and clear of all encumbrances other than any lock-in or transfer restrictions as provided under ICDR Regulations; and
- h) The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to provisions of articles and memorandum of association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- i) All other terms and conditions set out in the respective Investor Offer Letters.

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RESOLVED FURTHER THAT consent of the members of the Company, be and is hereby accorded to the Board to record the names and addresses of the Proposed Allottee in the prescribed form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Allottee, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as per the draft approved by the Board and consent of the members of the Company is hereby accorded to the issuance of the same to the allottee inviting him to subscribe to the equity shares, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Company to make an application to National Securities Depository Limited (NSDL) for admission of new equity shares and to Registrar and Share Transfer Agent (RTA) to complete the corporate action formalities once the said equity shares are allotted.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as the Board may deem necessary or desirable for such purpose, subject to the Offer Letters, deem necessary or desirable for such purpose, for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Shares, as the case may be, making applications to the Stock Exchange for obtaining inprinciple approvals, listing/trading of Equity Shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the National Securities Depository Limited ("NSDL") and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares, signing of all deeds and documents as may be without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board of directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. including filing of relevant e-forms with the Registrar of Companies and intimating the relevant details to the stock exchange as may be necessary to effectuate the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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5. Withdrawal of earlier resolution for Increase in Authorised Share Capital:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to other applicable statutory provisions, if any, the consent of the Members of the Company be and is hereby accorded to withdraw, cancel and rescind the Ordinary Resolution passed by the Members at the Extraordinary General Meeting (“EGM”) held on 01st May 2026, whereby approval was granted for increase in the Authorised Share Capital of the Company and consequent alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the existing Authorised Share Capital of the Company shall continue to remain unchanged as per the Memorandum of Association in force prior to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, file requisite forms (if any) with the Registrar of Companies, and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**For and on Behalf of the Board of Directors
For Digikore Studios Limited**

**SD/-
Abhishek Rameshkumar More
Managing Director
DIN: 00139618**

Date: 07-09-2026

Place: Pune

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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 2025-26 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 2025-26 will also be available on the Company's website www.digikore.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.

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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 Wednesday, 23 September, 2026, 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 Sunday, September 27, 2026, and will end at 5:00 p.m. on Tuesday, September 29, 2026.** 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 " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful

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	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  App Store  Google Play  
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

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	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.

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.

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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 is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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- 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.

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.

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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@mrvcs.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.
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.

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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.
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.

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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.
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. 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.2 of the Notice for the approval of the Members.
2. 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.
3. 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the special businesses of the accompanying Notice:

ITEM NO. 3

Increase in Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares as and when required, the Board of Directors of the Company via resolution passed at their meeting held on May 01, 2026 have approved and recommended to shareholders of the Company for their approval, an increase in the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing equity shares of the Company.

In terms of the provisions of Sections 13 and 61(1)(a) of the Companies Act, 2013 ("the Act"), approval of the shareholders of the Company is sought by way of an ordinary resolutions for increase in authorised share capital and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Shareholders of the Company.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 1, except to the extent of their shareholding in the Company.

The Board recommends the Ordinary resolution as set out at item No.3 for approval by shareholders of the Company in terms of Section of 13, 61(1)(a) and other applicable provisions, if any of the Act.

Item No. 4:

To consider and approve the issue of Equity Shares to identified promoter by way of preferential issue.

Pursuant to the provisions of Section 23, 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, and other applicable provision made under the Companies Act, (including any statutory modification(s), amendment(s) or re-enactment(s))

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thereof, for the time being in force) and subject to the Articles of Association of the Company such other applicable laws, rules, regulations, and guidelines, as may be amended or re-enacted from time to time.

The shareholders are hereby informed that Mr. Abhishek Rameshkumar More Promoter of the Company, has extended financial support to the Company from time to time in the form of unsecured loans in order to meet the working capital and operational requirements of the Company.

Out of the total outstanding loan as on Date, an amount of Rs. 9,00,00,000/- (Rupees Nine Crores Only) is proposed to be converted into equity shares of the Company.

In this regard, the Board of Directors at their meeting held on September 07, 2026 have approved the preferential issue of 17,60,219 (Seventeen Lakh Sixty Thousand Two Hundred Nineteen) fully paid up equity shares of ₹ 51.13/- each, by converting the outstanding loans into equity, aggregating upto Rs 9,00,00,000/- (Rupees Nine Crores Only), which is determined in accordance with Chapter V of ICDR Regulations by way of preferential issue on such other terms and conditions as may be determined by the Board in accordance with ICDR Regulations to the following identified promoter ("the Proposed Allottee"):

Sr. No.	Name of the Proposed Allottee	Category of Number of Shares	Security being issued	Number of Shares	Type of Consideration
1	Mr. Abhishek Rameshkumar More	Promoter	Equity Shares	17,60,219 (Seventeen Lakh Sixty Thousand Two Hundred Nineteen)	Conversion of loan of upto Rs. 9,00,00,000 /-(Rupees Nine Crore Only)

The shareholders are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of ICDR Regulations, the approval of the shareholders is required by way of a special resolution before issuing the equity shares on a preferential basis and hence the said agenda is being placed before the shareholders of the Company for their approval. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares the shareholding of the promoter will increase as per details given herein below.

Salient features of the preferential issue of Equity Shares are as under:

The proposed issue and allotment of Equity Shares, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder.

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 ICDR Regulations, are set forth below:

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1. The date of Passing Board Resolution for approving Preferential Issue:

The Board of Directors of the Company, at its meeting held on September 07, 2026, subject to necessary approval(s), approved the proposal for issuing Equity Shares to the allottee in the 'promoter' category, who have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR.

2. Objects of the preferential issue:

Mr. Abhishek Rameshkumar More, Promoter of the Company, has extended financial support to the Company from time to time in the form of outstanding loans aggregating upto ₹ 9,00,00,000/- (Rupees Nine Crores Only) to meet its working capital and operational requirements. It is now proposed to convert the outstanding loan amount, in whole or in part, into equity shares of the Company in accordance with applicable provisions of the Companies Act, 2013 and ICDR Regulations, subject to necessary approvals.

The said transaction is that of conversion of outstanding Loan into equity shares and no fresh amount is being raised under the Preferential Issue. This will enhance the share capital base of the Company, improve the net worth and reduce debt of the Company.

The amount of loan proposed to be converted into equity shares has been utilized by the Company towards the following:

Sr. No.	Utilization of the loan amount	Amount of loan (in Rs.)
1.	Towards funding the working capital requirements of the Company	Upto ₹ 9,00,00,000 /- (Rupees Nine Crore Only)
	Total	₹ 9,00,00,000

Interim Use of Issue Proceeds:

Not Applicable, as the money is already utilized as stated above.

3. Kind and maximum number of securities offered and the price at which security is being offered:

Up to 17,60,219 (Seventeen Lakh Sixty Thousand Two Hundred Nineteen) fully paid up equity shares of the Company, by way of preferential issue, at an issue price of ₹51.13/- per Equity Shares having Face Value of ₹ 10/- (Indian Rupees Ten Only) each by converting the outstanding loans into equity.

4. The price or price band at/within which the securities offered and allotment are proposed:

Issue price of ₹ 51.13/- (Rupees Fifty one point thirteen) per Equity Share in accordance with the valuation report obtained from the independent registered valuer in accordance with ICDR Regulations.

5. Proposal/ Intention of Promoters, Directors, or Key Managerial Personnel(s) to subscribe the offer:

The preferential issue of equity shares is being made to Mr. Abhishek Rameshkumar More, which is a promoter of the company group entity. Except as stated above, none of the current Promoters, members of the Promoter

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Group, Directors or Key Managerial Personnel(s) or Senior Management of the Company intends to apply/subscribe to the offer.

6. The pre-issue and post-issue shareholding pattern of the Company in the following format:

Sr. No.	Category	Pre- Issue		Post-Issue		
		No. of Shares Held (A)	% of shareholding (B)	No. of Equity Shares to be Allotted(C)	No. of Shares held D= (A+C) *	(A+C) * % of shareholding (E)*
(A)	Shareholding of Promoter and Promoter Group					
1	Indians					
	Individuals / Hindu Undivided Family	46,02,100	32.68	17,60,219	63,62,320	40.16
	Bodies Corporate	42,18,000	29.95	-	42,18,000	26.63
	Sub Total (A)(1)	88,20,100	62.64	17,60,219	10580320	66.79
2	Foreign					
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-
	Total Promoters & Promoter Group Shareholding (A)=(A)(1)+(A)(2)	88,20,100	62.64	17,60,219	10580320	66.79
(B)	Public Shareholdings					
1	Institution	164800	1.17	-	164800	1.04
	Sub Total (B)(1)	164800	1.17	-	164800	1.04
2	Non-Institutions					
	Individual			-		
	a) Individual shareholders	2419600	17.18	-	2419600	15.27

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	holding nominal share capital up to ₹ 2 lakhs.					
	b) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	1043600	7.41	-	1043600	6.59
	Any Other (Specify)			-		
	a) HUF	502400	3.56	-	502400	3.17
	b) Bodies Corporate	821600	5.83	-	821600	5.19
	c) LLP			-		
	d) NRIs	223600	1.59	-	223600	1.41
	e) Clearing Members	85600	0.61	-	85600	0.54
	f) Others			-		
	Sub Total (B)(2)	5096400	36.19	-	5096400	32.17
	Total Public Shareholding (B)=(B)(1)+(B)(2)	5261200	37.36	-	5261200	33.21
(C)	Shares held by Custodians and against which depository Receipts have been issued	-	-	-	-	-
	Sub-Total (C)	-	-	-	-	-
	Grand Total (A+B+C)	14081300	100	1760219	15841520	100

Note: Assuming full subscription of equity shares

Further, there is no change in control of the Company pursuant to such issue and proposed allotment.

7. Timeframe within which the issue or allotment shall be completed:

As required under the ICDR Regulations, Equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

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8. Material terms for Issue of Securities:

The Equity Shares would be issued at the below terms:

- a) The equity share shall be allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of the special resolution by the Shareholders.
- b) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the ICDR Regulations and be listed on NSE subject to receipt of necessary permission(s), sanction(s) and approval(s).
- c) The price determined and the number of Equity Shares to be allotted shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and ICDR Regulations, and any other applicable laws for the proposed issue.
- d) The equity share holder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any and the Company shall reserve proportion of such entitlement for the shares holders.
- e) The Equity Shares so allotted to the Proposed Equity Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder.
- f) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- g) The equity shares to be issued and allotted to the Proposed Allottee shall be free and clear of all encumbrances other than any lock-in or transfer restrictions as provided under ICDR Regulations; and
- h) The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to provisions of articles and memorandum of association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- i) All other terms and conditions set out in the respective Investor Offer Letters.

9. The Class of person/name of the Proposed Allottee to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:

The Equity Shares of the Company would be issued and allotted to following allottee:

Name of the Allottee	Pre- Issue No. of Equity Shares	Percentage capital before of held the Preferential Issue by the allottee	Post Issue No. of Equity Shares	Percentage of post preferential offer capital that may be held by the allottee*	Status of the Allottee pre and post Preferential Issue
Mr. Abhishek Rameshkumar More	4171941	29.63	1760219	37.45	Promoter

10. The percentage of post preferential issue capital that may be held by allottee and change in control, if any, in the issuer consequent to the preferential issue:

S.No.	Name of the proposed Allottees	Percentage held (%) *
1.	Mr. Abhishek Rameshkumar More	37.45

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11. Change in control, if any, in the issuer consequent to the preferential issue:

There is no change in control in the Company. Promoter, Promoter Group and Management of the Company will remain same. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pursuant to the preferential issue.

12. Undertaking for Re-computation of Issue Price:

The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.

13. Undertaking that if the amount payable on account of the re-computation of price is not paid:

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottee(s) or such amount of loan of the allottee is converted into equity shares.

14. Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor any of its directors or promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. The proposed preferential issue is not being made to any person who shares land border with India.

15. The current and proposed status of the allottee post the preferential issues namely :

Name of Investor	Pre-Issue Shareholding	% of Shareholding (Pre-Issue)	Category / Status of Investor (Pre-Issue)	Post Issue of Shareholding	% of Shareholding (Post- Issue)	Category / Status of Investor (Post Issue)
Mr. Abhishek Rameshkumar More	41,71,941	29.63	Promoter	59,32,160	37.45	Promoter

16. Practicing Company Secretary's Certificate:

A certificate from Ms. Gargi Nath (FCS No 12963, CP No: 21301), Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link <https://digikore.com/investor-zone/>.

17. The date of Passing Board Resolution for approving Preferential Issue.

Monday, September 07, 2026.

18. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE') and Equity Shares are infrequently traded in accordance with the ICDR Regulations.

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Further, in terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/ consideration for the shares/ securities proposed to be issued on preferential basis, shall be determined by the valuation report of a registered valuer.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, the price is determined as per the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the ICDR Regulations and other relevant provisions, as may be a copy whereof is posted on the website of the Company at <https://digikore.com/investor-zone/>.

19. Name and address of valuer from whom certificate has been obtained:

Name: Hemang Harshadbhai Shah

IBBI Registered No.: IBBI/RV/03/2020/12854

Address: Office No. Co-Venture Hub, 314-316, 3rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji Road, Karelibaugh, Vadodara – 390018

20. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable, as the preferential issue is done by conversion of loan into equity shares.

21. Relevant date with reference to which the price has been arrived at:

The “Relevant Date” as per Regulation 161 of the ICDR Regulations for the determination of the floor price for issue of the Equity Shares as on August 31, 2026, i.e., 30 (thirty) days prior to the date of the shareholders’ approval, i.e., September 30, 2026.

22. The amount which the Company intends to raise by way of issue:

The proposed preferential issue is being undertaken pursuant to the conversion of outstanding loan into equity shares. Accordingly, the Company will not receive any fresh funds from the proposed allotment, as the amount corresponding to the proposed equity shares has already been received earlier by the Company in the form of loan from the proposed allottee.

23. The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post preferential offer capital that may be held by them:

The Equity Shares are being offered to the following: -

S.No	Class of Investor	Name of the Investor	No. of Equity Shares	Percentage of capital held before the preferential	Post Issue of Shareholding	% of Shareholding (Post- Issue)

DIGIKORE STUDIOS LIMITED

(formerly DIGIKORE STUDIOS PRIVATE LIMITED)

Registered Office:

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				issue by the allottee		
1.	Promoter Individual Category	Mr. Abhishek Rameshkumar More	17,60,219	29.63	59,32,160	37.45

24. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price:

Except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any allotment on preferential basis during the current financial year 2026-27.

25. Principle terms of assets charged as securities:

Not Applicable

26. Adjustments for Equity Shares:

In the event, the Issue Price is less than the price determined in accordance with SEBI ICDR Regulations, the Issue Price, and the number of Equity Shares to be allotted on shall be subject to appropriate adjustments, as permitted under applicable rules, regulations, and laws as applicable from time to time.

27. Relevant Date:

The 'Relevant Date' for determining the issue price of the Equity Share is August 31, 2026, being 30 working days prior to the last day of voting on this AGM Notice i.e. September 30, 2026.

28. Lock-in:

The resultant equity shares to be issued and allotted as above shall be subject to lock-in for such period as specified under the applicable provisions of the ICDR Regulations.

Further, the pre-preferential shareholding of the proposed allottee in the Company be lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval granted by the stock exchange(s), in accordance with Regulation 167(6) of the ICDR Regulations.

29. Dues regarding SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

30. Principal terms of assets charged as securities:

Not applicable.

31. Other Disclosure:

The Company hereby confirms that the Company;

- a) None of its Directors or Promoter is a fugitive economic offender or willful defaulter or a fraudulent borrower as defined under the ICDR Regulations;
- b) Is eligible to make the preferential issue under Chapter V of the ICDR Regulations;
- c) Provisions of Regulation 166A of the Chapter V of ICDR Regulations is applicable to the Company as the proposed Preferential Issue does not envisage change in control or allotment of more than 5% of the post issue fully diluted share capital of Company to an allottee;
- d) The Proposed Allottee have not sold / transferred any Equity Shares preceding the 90 trading days preceding the Relevant Date;

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e) Have taken the Certificate from Ms. Gargi Nath, Practicing Company Secretaries, as required under Regulation 163(2) of the ICDR Regulations certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

32. Undertakings:

The Company hereby undertakes that:

a) The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder and is eligible to make the preferential issue under Chapter V of the ICDR Regulations;

b) The Company has obtained the permanent account numbers of the Proposed Allottee;

c) The Proposed Allottee have confirmed that they have not sold any equity shares of the Company during the 90-trading days preceding the Relevant Date, in line with Regulation 159 of the ICDR Regulations;

d) The Company shall make an application seeking in-principle approval to the stock exchange, on the same day when this notice of Extra ordinary General Meeting is circulated for seeking shareholders' approval by way of special resolution.

33. Disclosure of Interest of directors/KMPs:

Nil

Recommendation of the Board of Directors:

As per Section 42 of the Act read with rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the members for each of the offers and invitations.

Further, in terms of Regulation 160(b) of the ICDR Regulations, a special resolution needs to be passed by members of a listed company to issue equity shares on preferential basis.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolution as set out in Item No. 4 in the accompanying notice for approval by the Shareholders.

None of the Directors, Key Managerial Persons of the Company, or their relatives except Mr. Abhishek Rameshkumar More ('Allottee'), is in any way concerned or interested financially or otherwise in the proposed Special Resolution apart from the extent of his shareholding & directorship in the Company and his subscription in the aforesaid issue.

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ITEM NO 5:

WITHDRAWAL OF EARLIER RESOLUTION FOR INCREASE IN AUTHORISED SHARE CAPITAL:

The Members of the Company had at their Extraordinary General Meeting held on 01st May, 2026 approved increase in the Authorised Share Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association.

In view of the revised capital requirements and current business plans, the Board of Directors at its meeting held on 08th April, 2026 has decided that the proposed increase in Authorised Share Capital is not required at this stage.

Accordingly, approval of the Members is sought for withdrawal / rescission of the earlier resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution, except to the extent of their shareholding, if any.

**By the order of the Board
For Digikore Studios Limited
(Formerly known as Digikore Studios Private Limited)**

**SD/-
Abhishek Rameshkumar More
Managing Director
DIN: 00139618**

Date: 07-09-2026
Place: Pune

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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	8,000 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 2025-26	8(Eight)
Relationship with Other Directors inter se	He is the father of Mr. Abhishek Rameshkumar More, Managing Director of the Company

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