

Dev Information Technology Limited

Reg. Office: 14, Aaryans Corporate Park, Near Shilaj Railway Crossing,
Thaltej-Shilaj Road, Thaltej, Ahmedabad - 380 059. (INDIA)
Phone: +91 94298 99852 / 53

www.devitpl.com | info@devitpl.com

Offices: Gujarat | Maharashtra | Rajasthan | Canada
CIN: L30000GJ1997PLC033479



Date: November 26, 2024

To,

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No: C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Scrip Symbol: DEVIT

BSE Limited

Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 543462

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting of the Company

We would like to inform you that the Extraordinary General Meeting of the Company (“EGM”) is scheduled to be held on **Friday, the 20th December, 2024 at 05:30 P.M. at 12, Aaryans Corporate Park, Near Shilaj Railway Crossing, Thaltej-Shilaj Road, Thaltej, Ahmedabad-380 059** to transact the business set out in the notice.

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), please find enclosed herewith a copy of the Notice dated November 25, 2024, together with the Explanatory Statement thereto, seeking approval of the Members of Dev Information Technology Limited on the following items of business in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and the Securities and Exchange Board of India (“**SEBI**”) in this regard.

| Sr. No. | Particulars | Type of Resolution |
|----------------|---|---------------------------|
| 1. | Appointment of Mr. Bhavin Sanjaybhai Bhagat (DIN: 06461457) as an Independent Non-Executive director of the company | Special Resolution |
| 2. | To approve sub-division/split of equity shares of the Company | Ordinary Resolution |
| 3. | To approve alteration of Capital Clause of the Memorandum of Association of the Company | Ordinary Resolution |

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email address is registered with Depositories, Company and/or Link Intime India Private Limited (“**RTA**”) as on Friday, November 22, 2024. The aforesaid Notice is also uploaded on the Company’s website i.e., www.devitpl.com.

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In compliance with the provisions of the Companies Act, 2013 and rules framed thereunder, and SEBI (LODR) Regulations, the Company has fixed the following dates in connection with the EGM:

| | |
|---|---|
| Cut-off date to vote on EGM Resolutions | Friday, December 13, 2024 |
| Commencement of remote e-voting | Monday, December 16, 2024 at 09:00 a.m. |
| Closure of remote e-voting | Thursday, December 19, 2024 at 5:00 p.m. |
| EGM | Friday December 20, 2024 |

Kindly take the same on record of your esteemed Exchange and disseminate it on your website.

Thanking you,

Yours faithfully,

for Dev Information Technology Limited

Krisa Shah
(Company Secretary & Compliance Officer)

Encl: Notice of EGM



DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park, Near Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat-380059-India

Tel No.: 079-26304241/26305751; E-mail: cs@devitpl.com ; Website: www.devitpl.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ('EGM') of the Members of Dev Information Technology Limited (the "Company") will be held on Friday, the 20th December, 2024 at 05:30 P.M. at 12, Aaryans Corporate Park, Near Shilaj Railway Crossing, Thaltej-Shilaj Road, Thaltej, Ahmedabad-380 059 to consider and transact following businesses:

Special Businesses:

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

1. Appointment of Mr. Bhavin Sanjaybhai Bhagat (DIN: 06461457) as an Independent Non-Executive director of the company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Regulation 25 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof from time to time) as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), and any other applicable laws, if any, consent of the Members be and is hereby accorded to appoint **Mr. Bhavin Sanjaybhai Bhagat (DIN: 06461457) as an Independent Non-Executive director** on the Board of the Company to hold office for a term of 5 consecutive years with effect from December 20, 2024 and who is eligible for re-appointment and who meets the criteria for Independence as provided under section 149 (6) Act along with rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director be and is hereby appointed as an Independent, Non Executive Director of the Company not liable to retire by rotation to hold office for a term of five consecutive years, effective from December 20, 2024 to December 20, 2029.", at following terms and conditions."

Terms & Conditions:

- (1) Period of appointment: Appointment for a term of five consecutive years commencing from December 20, 2024 to December 20, 2029;
- (2) Remuneration: NIL;
- (3) Sitting Fees: Upto the ceiling limit of Rs. 25000/- per meeting for attending meeting of the Board or Committees thereof, as may be decided by the board from time to time."

"RESOLVED FURTHER THAT any two of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

2. To approve sub-division/split of equity shares of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (“Act”) (if any), read with relevant Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), Article 17 of the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded for sub-division/ split of the existing equity shares of the Company, such that each equity share having face value of ₹ 5/- (Rupees Five only) each fully paid-up, be sub-divided/split into such number of equity shares having face value of ₹ 2/- (Rupees Two only) each fully paid-up, ranking pari-passu with each other in all respects with effect from the Record Date (“Record Date”) to be determined by the Board for this purpose.

“RESOLVED FURTHER THAT the sub-divided Equity Shares having face value of ₹ 2/- (Rupees Two only) each fully paid-up, shall rank pari passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Shares of face value ₹ 5/- (Rupees Five only) each of the Company.”

“RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of ₹ 5/- (Rupees Five only) each consisting in the Authorized equity, Issued, Subscribed and Paid-up equity share capital existing as on the Record Date shall stand sub-divided/split, the existing Authorized equity, Issued, Subscribed and Paid-up equity share capital as on the date of notice is as follows:

| Type of Capital | Pre sub-division/split | | | Post sub-division/split | | |
|---|------------------------|----------------|--------------------------------|-------------------------|----------------|--------------------------------|
| | No. of equity shares | Face Value (₹) | Total equity share capital (₹) | No. of equity shares | Face Value (₹) | Total equity share capital (₹) |
| Authorized Equity Share Capital | 4,00,00,000 | 5 | 20,00,00,000 | 10,00,00,000 | 2 | 20,00,00,000 |
| Issued, Subscribed and Paid-up Equity Share Capital | 2,24,84,679 | 5 | 11,24,23,395 | 5,62,11,697.5 | 2 | 11,24,23,395 |

“RESOLVED FURTHER THAT RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date, for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts”

“RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of above-mentioned sub-division/split, the Board be and is hereby authorized to make suitable arrangements / adjustments (including rounding off fraction to nearest one) to deal with such fractions for the benefit of the eligible Members, including but not limited to aggregating / consolidating the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such whole equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the 'Dev Information technology Limited- Employee Stock Option Plan 2018' and Dev Information Technology Limited Employees Stock Option Plan, 2024' of the Company due to sub-division/split of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members."

3. To approve alteration of Capital Clause of the Memorandum of Association of the Company:

RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (if any), read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and insert the following new Clause V:

V. The Authorized Share Capital of the Company is ₹ 20,00,00,000 (Rupees Twenty Crore Only) divided into 10,00,00,000 (Rupees Ten Crore Only) equity shares of ₹2 (Rupees Two Only) each "

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members."

**By the Order of Board of Directors
For Dev Information Technology Limited**

Sd/-

**Krisa Shah
Company Secretary**

Registered Office:

14, Aaryans Corporate Park Near Shilaj
Railway Crossing, Thaltej Ahmedabad
Gujarat-380059, India

CIN: L30000GJ1997PLC033479

Website: www.devitpl.com

E-mail: cs@devitpl.com

Tel. No. 079-26304241/26305751

Place: Ahmedabad

Date: 25th November, 2024

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice is annexed hereto.
2. The Board of the Directors of the Company, at its Meeting held on 25th November, 2024 appointed M/s. Murtuza Mandorwala & Associates, Practicing Company Secretary, (Membership No: F10745), as the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy form is attached with the said notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the Meeting.

Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. A Statement giving the relevant details of the Directors seeking appointment of the accompanying Notice as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, is annexed under **Annexure-I** herewith.
6. In case of joint holders attending the Meeting, only such Joint holder who is high in the order of names will be entitled to vote.
7. In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Extra Ordinary General Meeting ('EGM') Notice only by e-mail to all its shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants and physical copy of the EGM Notice along with proxy forms will not be sent to the shareholders for this EGM. Accordingly, shareholders are required to communicate their assent or dissent through the remote e-voting process only.
8. The EGM Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on November 22, 2024 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020.
9. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on December 13, 2024 being the cut-off date, to exercise their right to vote electronically on the above resolution.
10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Notice will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Gujarat.
11. Members seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.

12. The Notice of Extra Ordinary General Meeting will also be available on the Company's website viz. www.devitpl.com .
13. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date December 13, 2024 only shall be entitled to avail the facility of e-voting.
14. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on Monday, December 16, 2024 at 9:00 a.m. and will end on Thursday, December 19, 2024 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
15. The Company shall also provide a facility for voting at the EGM through Ballot Papers. Members voting through remote e-voting option may also participate in the EGM, but shall not be allowed / entitled to vote again in the EGM. A member whose name is registered in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on the Cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
16. The Scrutinizer shall after the receipt of assent or dissent of the Members, shall after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before **December 27, 2024**. The Result shall be announced by the Chairman of the Company on or after **December 27, 2024 (within 48 hours of EGM)** at Company's Registered Office.

A. VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period begins on **Monday, December 16, 2024 at 9:00 a.m. and will end on Thursday, December 19, 2024 at 5:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **December 13, 2024** , may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **December 13, 2024** .





Step I: Access to NSDL e-Voting system:

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 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 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 If you are not registered for IDEAS e-Services, option to |

| | |
|---|---|
| | <p>register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their</p> | <p>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</p> |

| | |
|-------------------------|---|
| depository participants | feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
|-------------------------|---|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022-23058738 or 022-23058542-43 |

B) Login Method for e-Voting 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 (132272) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132272 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.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 General 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 mma.office@yahoo.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sachin Kareliya at evoting@nsdl.co.in

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@devitpl.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@devitpl.com. If you are an Individual shareholders 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.co.in 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.

❖ **Annexure-I:**

The details of directors appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below: (Brief Profiles)

A. For Appointment of Independent Director Mr. Bhavin Sanjaybhai Bhagat (DIN: 06461457):

| Particulars | Bhavin Sanjaybhai Bhagat |
|---|--|
| DIN No. | 06461457 |
| Date of Birth | 21/03/1979 |
| Age of Director | 45 years |
| Date of Appointment on current position | 20-12-2024 |
| Qualification | <ul style="list-style-type: none"> ○ Master’s Degree in Business Administration ○ Diploma in Management Studies ○ Bachelor of Science |
| Terms and Conditions of Appointment | Appointed as an Non- Executive Independent Director of the company for five years, who is not liable to retire by rotation |
| Designation | Independent Director |

| | |
|---|---|
| Expertise in specific functional areas | <p>Bhavin S. Bhagat was born in Ahmedabad, Gujarat, where he developed an early passion for leadership and innovation. His educational journey fueled his entrepreneurial spirit, eventually leading him to a global career in business development.</p> <p><i>Entrepreneurial Journey:</i> Coming from a family with a background in pharmaceuticals, Bhavin began his professional journey in 1999 at one of the initiatives at Ranbaxy's Ahmedabad. In 2002, he moved to the UK to pursue higher studies in management, later working in business development and strategic roles across the UK and Europe's pharmaceutical sectors.</p> <p>In 2010, his family explored business exit from a joint venture, an experience that revealed a significant gap in support for Indian companies navigating mergers, acquisitions, and private investments. To address this, Bhavin and his partner Haririya founded IndiaBizForSale.com in 2013-14, an online platform for buying, selling, and funding businesses in India. With over 120,000 investors, SMEs, and deal professionals in its network, IndiaBizForSale.com has become a pivotal tool for Indian businesses.</p> <p>In 2016, Bhavin launched IBGrid, a complete investment banking solution focusing on mergers, acquisitions, and fundraising, blending technology and expertise to drive complex business transactions efficiently. His work consistently aims at simplifying and streamlining business processes, creating impactful solutions for the Indian market.</p> <p><i>Leadership and Contributions:</i> Beyond his entrepreneurial ventures, Bhavin is dedicated to ecosystem development. He contributes as jury to multiple incubation centers such as AIC-LMCP, GUSEC, Venture Studio, I-hub and more. His contributions extend to fostering business growth, investments, entrepreneurship, and sustainable solutions within India's business landscape.</p> <p>Role at TiE</p> <p>Bhavin joined TiE Ahmedabad in 2015 and served as Honorary Secretary from April 2021 to April 2024. In May 2024, he assumed the role of President, where he continues to support and mentor aspiring entrepreneurs in Gujarat. His leadership at TiE exemplifies his commitment to building a thriving entrepreneurial ecosystem.</p> <p><i>Personal Interests:</i> Outside his professional roles, Bhavin enjoys hiking, playing pickleball, and staying engaged with new business models and learning opportunities. He is passionate about networking and contributing to India's dynamic entrepreneurial landscape.</p> |
| Relationship between Directors inter-se and with Manager and other KMPs | He is not related with any Director and Key Managerial Personnel of the Company |
| Names of listed entities including this entity in which the person also holds the directorship | None |
| Names of listed entities including this entity in which the person also holds the membership of Committees of the board | None |
| No. of Shares Held | NIL |

| | |
|---|----|
| No. of Board Meeting attended during last Financial Year | NA |
| Remuneration drawn during last Financial Year (sitting Fees Only) | NA |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1:

The Board of Directors at its meeting held on November 25, 2024, after considering the recommendations of the Nomination and Remuneration Committee, had recommended for the appointment of Mr. Bhavin Sanjaybhai Bhagat (DIN: 06461457) as an Independent Non-Executive director on the Board of the Company for a consecutive period of 5 (five) years commencing from the conclusion of this EGM i.e. with effect from December 20, 2024 to December 20, 2029, who is not liable to retire by rotation. Apart from the sitting fees Upto the ceiling limit of Rs. 25000/- per meeting for attending meeting of the Board or Committees thereof, he will not receive any remuneration. Mr. Bhavin S. Bhagat is independent to the Company and possesses required qualifications and skills.

The appointment of Mr. Bhavin Sanjaybhai Bhagat (DIN: 06461457) as an Independent Non-Executive director of the Company shall be made in replacement of Mr. Jatin Trivedi, Independent Non-Executive director of the Company, who resigned from the position of Non-Executive Independent director of the company with effect from 20th September, 2024 along with membership in various committees, where he was a member.

The Company has received a consent Mr. Bhavin S. Bhagat (DIN: 06461457) in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Bhavin S. Bhagat (DIN: 06461457) satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under subsection (6) of Section 149 of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. His name has been included in the databank of Indian Institute of Corporate Affairs, as per rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

BRIEF PROFILE OF MR. BHAVIN S. BHAGAT (DIN: 06461457) :

Mr Bhavin S. Bhagat was born in Ahmedabad, Gujarat, where he developed an early passion for leadership and innovation. His educational journey fueled his entrepreneurial spirit, eventually leading him to a global career in business development.

Entrepreneurial Journey: Coming from a family with a background in pharmaceuticals, Bhavin began his professional journey in 1999 at one of the initiatives at Ranbaxy's Ahmedabad. In 2002, he moved to the UK to pursue higher studies in management, later working in business development and strategic roles across the UK and Europe's pharmaceutical sectors.

In 2010, his family explored business exit from a joint venture, an experience that revealed a significant gap in support for Indian companies navigating mergers, acquisitions, and private investments. To address this, Bhavin and his partner Hariiya founded IndiaBizForSale.com in 2013-14, an online platform for buying, selling, and funding businesses in India. With over 120,000 investors, SMEs, and deal professionals in its network, IndiaBizForSale.com has become a pivotal tool for Indian businesses. In 2016, Bhavin launched IBGrid, a complete investment banking solution focusing on mergers, acquisitions, and fundraising, blending technology and expertise to drive complex business

transactions efficiently. His work consistently aims at simplifying and streamlining business processes, creating impactful solutions for the Indian market.

Leadership and Contributions : Beyond his entrepreneurial ventures, Bhavin is dedicated to ecosystem development. He contributes as jury to multiple incubation centers such as AIC-LMCP, GUSEC, Venture Studio, I-hub and more. His contributions extend to fostering business growth, investments, entrepreneurship, and sustainable solutions within India’s business landscape.

Bhavin joined TiE Ahmedabad in 2015 and served as Honorary Secretary from April 2021 to April 2024. In May 2024, he assumed the role of President, where he continues to support and mentor aspiring entrepreneurs in Gujarat. His leadership at TiE exemplifies his commitment to building a thriving entrepreneurial ecosystem.

Personal Interests: Outside his professional roles, Bhavin enjoys hiking, playing pickleball, and staying engaged with new business models and learning opportunities. He is passionate about networking and contributing to India’s dynamic entrepreneurial landscape.

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, in the aforesaid resolution.

Item No. 2 & 3:

The Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. The Company’s strong performance and faith of the investors has led to significant increase in the market price of its Equity Shares. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide, 1 (One) fully paid-up Equity Share of the Company having face value of ₹5/- (Rupees Five) each, into 1 (One) fully paid-up Equity Share having face value of ₹ 2/- (Rupees Two only) each fully paid-up, ranking pari-passu with each other in all respects with effect from the Record Date (“Record Date”) to be determined by the Board of Directors for this purpose, pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions.

The Record Date for the aforesaid sub-division of Equity Shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the Equity Shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on November 25, 2024, approved the aforesaid sub-division subject to requisite approval of the shareholders. The proposed sub-division of fully paid-up Equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company.

The Pre and post Equity Share Capital of the Company will be as under:

| SHARE CAPITAL | PRE –SPLIT | | POST-SPLIT | |
|-------------------------|---|--------------|--|--------------|
| | No. of shares | Amount (Rs.) | No. of shares | Amount (Rs.) |
| AUTHORIZED | 4,00,00,000 Ordinary Shares of ₹5 each | 20,00,00,000 | 10,00,00,000 Ordinary Shares of ₹2 each | 20,00,00,000 |
| PAID-UP & SUBSCRIBED | 2,24,84,679 fully paid-up Ordinary Shares of ₹5 each | 11,24,23,395 | 5,62,11,697.5 fully paid-up Ordinary Shares of ₹2 each | 11,24,23,395 |

In case of fractional shares, if any, arising out of above-mentioned sub-division/split, the Board of Directors will make suitable arrangements / adjustments (including rounding off fraction to nearest one) to deal with such fractions for the benefit of the eligible Members, including but not limited to aggregating / consolidating the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such whole equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

The sub-division/split of equity shares would inter-alia require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the entitlement of the participants under the 'Dev Information technology Limited- Employee Stock Option Plan 2018' and Dev Information Technology Limited Employees Stock Option Plan, 2024 of the Company, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

The sub-division/split of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association ("MOA") of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 ("Act") and other applicable regulations/provisions in this regard.

Draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members upto the last date of remote e-voting.

In terms of the provisions of Sections 13 and 61 of the Act, approval of the Members of the Company is sought by way of ordinary resolutions for sub-division/split of equity shares and consequential alteration to Capital Clause (Clause V) of MOA of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item Nos. 2 and 3 of the Notice. The Board recommends the Resolutions set forth in Item Nos. 2 and 3 for the approval of the Members.

**By the Order of Board of Directors
For Dev Information Technology Limited**

**Sd/-
Krisa Shah
Company Secretary**

Place: Ahmedabad
Date: November 25, 2024



DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park, Near Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat-380059-India

Tel No.: 079-26304241/26305751; **E-mail:** cs@devitpl.com ; **Website:** www.devitpl.com

Form MGT-11 PROXY FORM

**[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies
(Management and Administration Rules, 2014)]**

**Extra Ordinary General Meeting of “Dev Information Technology Limited” dated 20th December,
2024 at 05:30 P.M.**

Name of the member(s): _____

Registered address: _____

Email ID: _____

Folio No.: _____

DP ID/Ciient ID: _____

I/We, being the member(s) of _____ shares of the above named Company,
hereby appoint

1. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

4. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

As my/our proxy to attend for me/ us and my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 20th December, 2024 at 05:30 P.M. at 12, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat 380059 India and at any adjournment thereof in respect of such resolutions as stated in the notice of EGM

Signed this _____ day of _____ 2024

| |
|--|
| Affix revenue Stamp of not less than Re. 1 |
|--|

Signature of Shareholder

Note:

1. This form of proxy in order to be effective should be duly completed deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
 2. A proxy need not be a member of the Company.
 3. For, the resolutions, statement setting out material facts concerning items of Special business, please refer the Notice convening Extra Ordinary General Meeting.
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