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

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To, **The Manager-Listing Department,** **The National Stock Exchange of India Limited,** Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla complex, Bandra East, Mumbai-400 051 Trading Symbol: DEVIT	**To,** **The Secretary,** **BSE Limited** Phiroze Jejeebhoy Towers, Dalal Street Mumbai -400001 Trading Symbol: 543462

Subject: Outcome of Board Meeting held on Thursday, 03rd September, 2026:
Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we would like to inform you that the Board of Directors of Dev Information Technology Limited in its meeting held on **Thursday, 03rd September, 2026** at 05:00 P.M. at the registered office of the company at 14, Aaryans Corporate Park, Near Shilaj Railway Crossing, Thaltej-Shilaj Road, Thaltej, Ahmedabad-380 059, *inter alia*, discussed and approved following businesses:

1. Considered and Approved the Director's Report for the year ended on March 31, 2026.
2. Considered and approved notice of the 29th Annual General Meeting of the company. The Board has decided to hold the 29th Annual General Meeting ('AGM') on Wednesday, 30th September, 2026 at 04:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). *Notice Annexed herewith.*
3. Decided Wednesday, 23rd September, 2026 as the cut-off date as for the Purpose of E-voting and record date for the payment of Final Dividend.

   Dividend shall be payable to Equity Shareholder; whose names stand registered on the company's Register of Members:

   a) As Beneficial Owners as at the end of business hours on Wednesday, 23rd September, 2026 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form.

   Member's whose names are appearing on register of members as on Wednesday, 23rd September, 2026 shall be eligible for e-voting.

   The remote e-voting facility will commence from Friday, 25th September, 2026 and will end on Tuesday, 29th September, 2026. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.

4. The board has also appointed M/s. Murtuza Mandorwala & Associates, Practicing Company Secretary as a Scrutinizer to scrutinize the remote e-voting process and the votes casted through e-voting facility during the for 29th Annual General Meeting of the Company. The e-

voting facility shall start from Friday, 25th September, 2026 at 9:00 a.m. and shall end on Tuesday, 29th September, 2026 on 5:00 p.m.

5. The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee, had recommended for the approval of shareholders in the Annual General Meeting for the appointment of **Mr. Jayesh Madhusudan Dave (DIN: 01932331) as a Non-Executive, Non-Independent Nominee Director of the Company**, **representing M/s. Xduce Technologies Private Limited.** The proposed appointment shall be effective from the conclusion of the 29th AGM, i.e., October 1, 2026, subject to the approval of the shareholders.

6. The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee, had recommended for the approval of shareholders in the Annual General Meeting for the appointment of **Ms. Bhawika Ogra (DIN: 00508505), as an Independent Non-Executive director on the Board of the Company**. The proposed appointment shall be for a term of 5 (five) consecutive years, commencing from the conclusion of the 29th AGM, i.e., October 1, 2026, up to and including October 1, 2031, subject to the approval of the shareholders and applicable provisions of law.

   The information/disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 is enclosed herewith as **'Annexure I'** & **'Annexure II'**.

The Board Meeting Concluded at 06:15 P.M.

Kindly take this information on your records.

Thanking you,

On behalf of Board of Directors
DEV INFORMATION TECHNOLOGY LIMITED

SHAH KRISA KAIRAV

Digitally signed by SHAH KRISA KAIRAV
DN: c=IN, postalCode=380007, st=GUJARAT, street=5 ,DHARMISHTHA NAGAR SOCIETY ,AHMEDABAD,PALDI ,380007, l=AHMEDABAD, o=Personal, serialNumber=0d148fb642ad1a5177d6ac789f641ce2a46a0172b9661a7716658794938a1af0, pseudonym=4f06fe3cae2b49e5bf0634c6d7548178, 2.5.4.20=85084771729dcbf53eeb59ca8816c302300d8440cb27e3444c7c94d4181b4266, email=KRISAPATEL1992@GMAIL.COM, cn=SHAH KRISA KAIRAV
Date: 2026.09.03 18:25:56 +05'30'

Krisa Shah
Company Secretary & Compliance Officer
Place: Ahmedabad
Date: 03rd September, 2026
Encl.: A/a.

Annexure- I

Additional details as required under Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company proposes to appoint **Mr. Jayesh Madhusudan Dave (DIN: 01932331)** as a **Non-Executive, Non-Independent Nominee Director** of the Company, representing **M/s. Xduce Technologies Private Limited**, with effect from **October 1, 2026**, subject to the approval of the members of the Company at the ensuing Annual General Meeting.

Mr. Jayesh Madhusudan Dave shall **not be liable to retire by rotation** during his tenure as a Nominee Director of the Company.

Sr. No.	Particulars	Details
1	Reason for change viz. appointment	Appointment of **Mr. Jayesh Madhusudan Dave (DIN: 01932331)** as an Non-Executive, Non-Independent Nominee Director on the Board of the Company to hold office with effect from October 1, 2026.
2	Date of appointment & term of appointment	NA Terms of Appointment: Appointment as a Non-Executive, Non-Independent Nominee Director of the Company. The Director shall not be liable to retire by rotation.
3	Brief profile	Mr. Jayesh Madhusudan Dave holds a: o MS in Computer Science from Fairleigh Dickinson University. He is a technology entrepreneur and business leader with more than two decades of experience building and scaling technology services businesses. He is the Founder and CEO of XDuce Group, a global technology organization with operations across North America, the United Kingdom, and India. Under his leadership, XDuce has grown to more than 1,500 professionals globally, while expanding its capabilities and client relationships across financial services, healthcare, education, the public sector, and other complex industries. Throughout his career, Jay has focused on building businesses around a simple belief: technology creates lasting value only when it is supported by the right people, strong execution, and trusted relationships. His experience spans business strategy, global delivery, market expansion, strategic partnerships, and the development of scalable technology organizations.
4	Disclosure of relationships between Directors	He is not related with any Director and Key Managerial Personnel of the Company

5	Declaration as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	Mr. Jayesh Madhusudan Dave is not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.

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Annexure- II

Additional details as required under Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Proposed appointment of **Ms. Bhawika Ogra (DIN: 00508505)** 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 October 1, 2026.

Sr. No.	Particulars	Details
1	Reason for change viz. appointment	Appointment of **Ms. Bhawika Ogra (DIN: 00508505)** as an Independent Non-Executive director on the Board of the Company to hold office for first term of 5 years with effect from October 1, 2026.
2	Date of appointment & term of appointment	Appointment for a term of five consecutive years commencing from October 1, 2026, up to and including October 1, 2031
3	Brief profile	Ms. Bhawika Ogra holds a: o BITS Pilani Master Of Management Studies Specialization Finance She is a senior capital markets and financial services professional with 29+ years of experience in regulatory compliance, governance, risk management and capital markets. She has held senior leadership roles at the National Stock Exchange of India (NSE) and NSE IFSC, including Chief Regulatory Officer & Compliance Officer of NSE IFSC and Senior Vice President at NSE. At NSE IFSC, she led the development and implementation of the end-to-end regulatory and compliance framework, working closely with IFSCA and international stakeholders, and was instrumental in securing approvals for the NSE IX–SGX Connect model that migrated Nifty derivatives liquidity from Singapore to India. Her expertise spans capital market regulation, corporate governance, regulatory policy, risk management, surveillance, stakeholder engagement and institutional development. She holds an MMS (Finance) from BITS Pilani and has completed the IOSCO Global Certificate Program, NISM AML Certification, Six Sigma and a Strategic Leadership programme from IIM Indore. She is currently Founding Partner at MAVROK Strategic Advisors LLP, advising on robust regulatory frameworks,

		complex regulatory matters and strategic initiatives across the financial-services ecosystem.
4	Disclosure of relationships between Directors	She is not related with any Director and Key Managerial Personnel of the Company
5	Declaration as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	Ms. Bhawika Ogra is not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.

Notice of the 29th Annual General Meeting

NOTICE is hereby given that the **Twenty-Nineth Annual General Meeting (AGM)** of the Members of **Dev Information Technology Limited** will be held on **Wednesday, 30th September, 2026, at 04:00 P.M.**, through **Video Conferencing (VC)** / **Other Audio Visual Means (OAVM)**, in compliance with the applicable provisions of the **Companies Act, 2013** and the rules made thereunder, to transact the following business:

ORDINARY BUSINESS: -

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with Reports of the Directors and Auditors thereon.

2. To declare dividend on equity shares at the rate of 5% i.e. ₹ 0.10/- per share on Equity Shares of the Company for the Financial Year ended March 31, 2026.

3. Re-appointment of Director retiring by rotation:

   To re-appoint Whole-time Director in place of Mr. Prerak Pradyumna Shah (DIN: 02805369), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS: -

4. To appoint Mr. Jayesh Madhusudan Dave (DIN: 01932331) as a Non-executive, Non-independent, Nominee Director of the company;

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Jayesh Madhusudan Dave (DIN: 01932331)**, who has consented to act as a Director of the Company and has submitted a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby **appointed as a Non-Executive, Non-Independent Nominee Director of the Company, representing M/s. Xduce Technologies Private Limited, with effect from October 1, 2026, and who shall not be liable to retire by rotation**.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted for the time being) and/or the Company Secretary be and are hereby **severally authorised** to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution, including filing of necessary forms and returns with the Registrar of Companies, making necessary intimations to the stock exchanges and other regulatory authorities, updating the statutory registers and records of the Company, and complying with all applicable statutory and regulatory requirements in connection with the aforesaid appointment."

5. To appoint Ms. Bhawika Ogra (DIN: 00508505) as a Non-executive, independent director of the company;

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable, Regulations 16(1)(b), 17(1C), 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time and pursuant to the provisions of Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the

Members be and is hereby accorded **to appoint Ms. Bhawika Ogra (DIN: 00508505), 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 October 1, 2026**, in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Non-Executive, Independent Director of the Company, be and is hereby appointed as a Non Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from October 1, 2026, up to and including October 1, 2031, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Bhawika Ogra shall be entitled to receive the remuneration / fees / commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To approve material related party transaction(s) between the Company and M/s Dev Info- Tech North America Limited, Subsidiary of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 2(1)(zc), Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Industry Standards on Related Party Transactions ("RPT Industry Standards") and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in supersession of the earlier omnibus approval granted by the Audit Committee for the rendering & availing of services, the approval of the Members be and is hereby accorded for the related party transactions to be entered into between the M/s Dev Information Technology Limited and M/s Dev Info- Tech North America Limited, a subsidiary of the Company, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2026-27 ("FY 26-27") with respect to rendering & availing of services for an amount not exceeding **₹ 60,00,00,000/-** (**Rupees Sixty Crore Only**) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with M/s Dev Info-Tech North America Limited, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with M/s Dev Info- Tech North America Limited, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time.

"**RESOLVED FURTHER THAT** the above related party transaction(s), already entered into and/or proposed to be entered into collectively during the financial year, may exceed the applicable thresholds for material related party transactions specified under Regulation 23 read with the applicable Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are carried out on an arm's length basis.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

7. To approve material related party transaction(s) between the M/s Dev Info- Tech North America Limited, subsidiary company and M/s Dhyey Consulting Services Private Limited, subsidiary of the Company;

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Industry Standards on Related Party Transactions ("RPT Industry Standards") and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in supersession of the earlier omnibus approval granted by the Audit Committee for the rendering & availing of services, the approval of the Members be and is hereby accorded for the related party transactions to be entered into between the M/s Dev Info- Tech North America Limited, subsidiary company and M/s Dhyey Consulting Services Private Limited, a subsidiary of the Company, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2026-27 ("FY 26-27") with respect to rendering & availing of services for an amount not exceeding **₹ 50,00,00,000/-** (**Rupees Fifty Crore Only**) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with M/s Dev Info- Tech North America Limited, subsidiary company and M/s Dhyey Consulting Services Private Limited, a subsidiary of the Company, even though all such transactions, whether individually and/or in the aggregate with other transactions with M/s Dhyey Consulting Services Private Limited, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time.

"**RESOLVED FURTHER THAT** the above related party transaction(s), already entered into and/or proposed to be entered into collectively during the financial year, may exceed the applicable thresholds for material related party transactions specified under Regulation 23 read with the applicable Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are carried out on an arm's length basis".

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

8. To approve material related party transaction(s) between the M/s Dev Info- Tech North America Limited, a subsidiary company and M/s Dynamics Stars LLC, a step down subsidiary company ;

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Industry Standards on Related Party Transactions ("RPT Industry Standards") and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in supersession of the earlier omnibus approval granted by the Audit Committee for the rendering & availing of services, the approval of the Members be and is hereby accorded for the related party transactions to be entered into between the M/s Dev Info- Tech North America Limited, a subsidiary company and M/s Dynamics Stars LLC, step down subsidiary of the Company, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2026-27 ("FY 26-27") with respect to rendering & availing of services for an amount not exceeding **₹ 50,00,00,000/-** (**Rupees Fifty Crore Only**) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with M/s Dev Info- Tech North America Limited, a subsidiary company and M/s Dynamics Stars LLC, step down subsidiary of the Company, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with M/s Dynamics Stars LLC, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time.

"**RESOLVED FURTHER THAT** the above related party transaction(s), already entered into and/or proposed to be entered into collectively during the financial year, may exceed the applicable thresholds for material related party transactions specified under Regulation 23 read with the applicable Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are carried out on an arm's length basis".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

9. To approve Material Related Party Transaction(s) between M/s. Dev Information Technology Limited and M/s. XDuce Corporation.

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Industry Standards on Related Party Transactions ("RPT Industry Standards") and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in supersession of the earlier omnibus approval granted by the Audit Committee for the rendering & availing of services, the approval of the Members be and is hereby accorded for the related party transactions to be entered into between the M/s. Dev Information Technology Limited and M/s. XDuce Corporation, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2026-27 ("FY 26-27") with respect to rendering & availing of services for an amount not exceeding **₹ 100,00,00,000/-** (**Rupees One Hundred Crore Only**) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with M/s. XDuce Corporation, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time.

"**RESOLVED FURTHER THAT** the above related party transaction(s), already entered into and/or proposed to be entered into collectively during the financial year, may exceed the applicable thresholds for material related party transactions specified under Regulation 23 read with the applicable Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are carried out on an arm's length basis".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

10. To approve Material Related Party Transaction(s) between M/s. Dev Information Technology Limited and M/s Dynamics Stars LLC, a step-down Subsidiary of the company.

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

    "**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Industry Standards on Related Party Transactions ("RPT Industry Standards") and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in supersession of the earlier omnibus approval granted by the Audit Committee for the rendering & availing of services, the approval of the Members be and is hereby accorded for the related party transactions to be entered into between the M/s. Dev Information Technology Limited, and M/s Dynamics Stars LLC, step down subsidiary of the Company, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2026-27 ("FY 26-27") with respect to rendering & availing of services for an amount not exceeding **₹ 50,00,00,000/-** (**Rupees Fifty Crore Only**) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company with M/s Dynamics Stars LLC a subsidiary company, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with M/s. Dynamics Stars LLC, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time.

    "**RESOLVED FURTHER THAT** the above related party transaction(s), already entered into and/or proposed to be entered into collectively during the financial year, may exceed the applicable thresholds for material related party transactions specified under Regulation 23 read with the applicable Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are carried out on an arm's length basis".

    "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

11. To approve Material Related Party Transaction(s) between M/s. Dev Information Technology Limited and M/s Dhyey Consulting Services Private Limited, Subsidiary of the Company.

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

    "**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Industry Standards on Related Party Transactions ("RPT Industry Standards") and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in supersession of the earlier omnibus approval granted by the Audit Committee for the rendering & availing of services, the approval of the Members be and is hereby accorded for the related party transactions to be entered into between the M/s. Dev Information Technology Limited, and M/s Dhyey Consulting Services Private Limited, Subsidiary of the Company, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the

Financial year 2026-27 (“FY 26-27”) with respect to rendering & availing of services for an amount not exceeding **₹ 60,00,00,000/- (Rupees Sixty Crore Only)** whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with M/s Dynamics Stars LLC a subsidiary company, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with M/s Dhyey Consulting Services Private Limited, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/ regulations from time to time.

“**RESOLVED FURTHER THAT** the above related party transaction(s), already entered into and/or proposed to be entered into collectively during the financial year, may exceed the applicable thresholds for material related party transactions specified under Regulation 23 read with the applicable Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are carried out on an arm’s length basis”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

12. To approve Material Related Party Transaction(s) between M/s. Dev Information Technology Limited and M/s Byte Technosys Private Limited, an Associate of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Industry Standards on Related Party Transactions (“RPT Industry Standards”) and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in supersession of the earlier omnibus approval granted by the Audit Committee for the rendering & availing of services, the approval of the Members be and is hereby accorded for the related party transactions to be entered into between the M/s. Dev Information Technology Limited, and M/s Byte Technosys Private Limited, an Associate of the Company, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2026-27 (“FY 26-27”) with respect to rendering & availing of services for an amount not exceeding **₹ 50,00,00,000/- (Rupees Fifty Crore Only)** whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with M/s Byte Technosys Private Limited an Associate company, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with M/s Byte Technosys Private Limited, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/ regulations from time to time.

“**RESOLVED FURTHER THAT** the above related party transaction(s), already entered into and/or proposed to be entered into collectively during the financial year, may exceed the applicable thresholds for material related party transactions specified under Regulation 23 read with the applicable Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are carried out on an arm’s length basis”.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

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

Place: Ahmedabad
Date: September 03rd, 2026

Krisa Shah
(Company Secretary & Compliance Officer)

Registered Office:
Dev Information Technology Limted,
Registered Office : 14, Aaryans Corporate Park,
Nr. Shilaj Railway Crossing,
Thaltej, Ahmedabad-380059,
Gujarat, India.
CIN: L30000GJ1997PLC033479
Tel. No. +91-79-27304241/ 27305751
Website: www.devitpl.com
Email: cs@devitpl.com

NOTES:

1. **In compliance with the applicable provisions of the Companies Act, 2013 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being** General Circular No. 03/2025 dated September 22, 2025 **(collectively referred to as 'MCA Circulars')and the Securities and Exchange Board of India (SEBI) Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 , January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, circular dated October 3, 2024 ('SEBI Circulars') and all other relevant circulars issued from time to time by MCA and SEBI, 29th Annual General Meeting of the Members of Dev Information Technology Limited ("the Company") will be held on Wednesday, 30th September, 2026, at 04:00 P.M. ("IST") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility provided by the National Securities Depositories Limited ('NSDL') to transact the businesses as set out in the Notice convening the AGM.**

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the **"Act"),** setting out all material facts relating to the resolutions for Item No. 4 to 11 in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.** However, the Body Corporates/ Institutional / Corporate members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards–1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

7. In accordance with the applicable MCA Circulars and the SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/ CIR/2023/4 dated January 05, 2023 and subsequent circulars issued in this regard, the latest being No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2026, will be sent through e-mail, to those members whose e-mail addresses are registered with the Company. The Notice can also be accessed from the websites of the company i.e. https://www.devitpl.com/investor-relations/investor-relations/financial-results-and-reports/annual-reports/, the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. The Board of Directors of the Company, at its meeting held on September 03, 2026, appointed M/s. Murtuza Mandorwala & Associates, who in the opinion of the Board is a duly qualified person, as the Scrutinizer who will scrutinize the voting process fairly and transparently. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.

9. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before Wednesday, the 30th day of September, 2026, shall after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before 05thday of October, 2026. The Result shall be announced by the Chairman of the Company on or before 05th day of October, 2026 **(within 48 hours of AGM)** at Company's Registered Office and the resolution will be taken as passed effectively on the date of AGM.

As per the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 21, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, , General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2024, dated September 19, 2024 **and** General Circular No. 03/2025 dated September 22, 2025 **(the "MCA Circulars")** and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 , pursuant to Section 101 of the Act read with relevant rules made thereunder, Notice of AGM is being sent only through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.

10. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, and other applicable laws, and General Circular No. 14/2020 and 17/2020 dated April 8, 2020, and April 13, 2020, respectively by the Ministry of Corporate Affairs (MCA), the company is pleased to offer e-voting facility to its Members holding Equity Shares as on **Wednesday, 23rd September, 2026** being the cut-off date, to exercise their right to vote electronically on the above resolutions.

This facility is arranged by National Securities Depository Limited **("NSDL")**. The instructions for e-voting are given in this Notice. **E-voting will commence on** Friday, the 25th September, 2026 and will end on Tuesday, the 29th September, 2026. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.

The record date for the purpose of determining the eligibility of the Members for e-voting, attend the 29th Annual General Meeting of the Company, remote-voting Post AGM and entitled for the dividend is **Wednesday, 23rd September, 2026**.

11. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in Ahmedabad (in the Gujarati language).

12. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, between 10:00 a.m. (IST) to 04:00 p.m. (IST) up to the date of the meeting till the conclusion of the meeting.

13. A person whose name is recorded in the Register of Members, or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e **Wednesday, 23rd September, 2026** , only shall be entitled to avail of the facility of e-voting.

14. To use natural resources responsibly, we request shareholders to update their e-mail addresses with their Depository Participants to enable the Company to send communications electronically.

15. A Statement giving the relevant details of the Directors seeking re-appointment under Item No. 3 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.

16. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends by registering their bank account details with the Company. For further information, you are requested to approach the Registrar and Share Transfer Agent of the Company. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. to provide efficient and better services.

17. **Members seeking any information or clarification on the accounts are requested to send written queries on** cs@devitpl.com **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.**

18. The Notice of the AGM along with the 29th Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the 29th Annual Report will also be available on the Company's website viz. www.devitpl.com.

19. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / MUFG Intime India Private Limited.

20. Voting through electronic means:

    I. In compliance with Regulation 44 of Listing Regulations, Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide its Members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided National Securities Depositories Limited ('NSDL').

    II. Board has appointed M/s. Murtuza Mandorwala, Practicing Company Secretary as the scrutinizer ("the Scrutinizer") to scrutinize the remote e-voting and voting process at the AGM in fair and transparent matter.

    III. The remote e-voting facility will commence from **Friday,** the **25th September, 2026** and will end on **Tuesday,** the **29th the September, 2026**. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.

21. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Tuesday, the 30th day of September, 2026 to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:

a. As Beneficial Owners as at the end of business hours on Wednesday, 23rd September, 2026 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and;

b. As Members in the Register of Members of the Company after giving effect to valid deletion of name /transmission (As per SEBI circular, as of now no physical transfer of shares are permitted) in physical form lodged with the Company before Wednesday, 23rd September, 2026.

22. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. **The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A separate communication in this regard shall be forwarded to all the shareholders to their registered e-mail addresses.**

23. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

24. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

25. Transfer of Unclaimed/Unpaid amounts or shares to the Investor Education and Protection Fund (IEPF):

    In terms of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended from time to time, the amount of dividend that has remained unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund (the Fund), established by the Government of India.

    Pursuant to the above provisions, during the financial year 2025-26 the Company has transferred the unclaimed amount in respect of the final dividend declared for the financial year 2016-17, to the Fund, for which no claim lies against the Company, the details of which are given at the website www. https://www.devitpl.com/.

    Due dates for claiming the unclaimed and unpaid dividends declared by the Company for the upcoming financial years are given under the 'Corporate Governance report' section of these annual report.

Instructions for shareholders to vote electronically:

EVENT NUMBER:- 142142

The remote e-voting period begins on Friday, the 25th day of September, 2026 at 09:00 A.M. and will end on Tuesday, the 29th day of September, 2026 at 05:00 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. Wednesday, 23rd September, 2026, 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 Wednesday, 23rd September, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider–NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider–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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **CDSL**	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.
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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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.

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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 cs@devitpl.com with a copy marked to evoting@nsdl.co.in.
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 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 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) cs@devitpl.com or investor@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.**
2. 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.
3. 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 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.

ANNEXURE- I TO THE NOTICE:

DETAILS OF THE DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 29TH AGM (IN COMPLIANCE WITH REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD 2 ON GENERAL MEETING)

The brief resume and other information of Mr. Prerak Pradyumna Shah [Whole-time Director] is as under:

<table>
<tr><th>NAME</th><th>Mr. Prerak Pradyumna Shah (DIN: 02805369)</th></tr>
<tr><td>AGE</td><td>53</td></tr>
<tr><td>Qualification</td><td>o BE in Computer Engineering
o MS in Computer Science
o Project Management Professional</td></tr>
<tr><td>Date of Appointment</td><td>01/07/2014</td></tr>
<tr><td>Relationship with Other Director</td><td>NONE</td></tr>
<tr><td>Brief Resume, Functional expertise and experience</td><td>Prerak relies on good governance and adheres to project management principles as he looks after delivery of IT and business transformation. “Lead by example” is his philosophy as he motivates team in providing businesses with solutions that aptly aligns technology, process and people and in turn, helps business maximize their IT investments. Prerak holds MS in Computer Science; has ITIL certification and is a certified Project Management Professional (PMP) from PMI. In his 15+ years of experience, he has assisted in implementation of many IT projects ranging from dynamic websites, Business Process Automation Applications, Portals and ERP Solutions across many verticals.</td></tr>
<tr><td>No. of Shares held in the Company</td><td>13,75,000*</td></tr>
<tr><td>Directorship in other Company</td><td>1. Minddefft Technologies Private Limited
2. Dhyey Consulting Services Private Limited</td></tr>
<tr><td>Chairmanship/ Membership of the Committees of other Companies in which position of Director is held</td><td><table><tr><th>Name of the Company</th><th>Committee</th><th>Chairperson / Member</th></tr><tr><td rowspan="2">NONE</td><td>-</td><td>-</td></tr><tr><td>-</td><td>-</td></tr></table></td></tr>
<tr><td>No. of Board Meeting attended during the year</td><td>Ten Meetings</td></tr>
<tr><td>Remuneration drawn during year</td><td>₹ 39.51 lacs</td></tr>
</table>

**The shareholding mention above is as on the date of the Notice.*

ANNEXURE- II TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NOS. 4 TO 12 OF THE ACCOMPANYING NOTICE:

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 04 to 09 and of the accompanying Notice:

Annexure of Item No: 04:

Appointment of Mr. Jayesh Madhusudan Dave (DIN: 01932331) as a Non-executive, Non-independent Nominee Director of the company

Sr. No.	Details of events that need to be provided	Information of such events
a.	Name of the Director	Mr. Jayesh Madhusudan Dave
b.	Director Identification Number (DIN)	01932331
c.	Designation and Category of Director	Non-Executive, Non Independent, Nominee Director
d.	Date of birth and age	10-03-1975 (51 Years)
e.	Date of first appointment	October 1st, 2026
f.	Qualifications	MS in Computer Science from Fairleigh Dickinson University
g.	Experience (including expertise in specific functional areas) / Brief Resume	Jay is a technology entrepreneur and business leader with more than two decades of experience building and scaling technology services businesses. He is the Founder and CEO of XDuce Group, a global technology organization with operations across North America, the United Kingdom, and India. Under his leadership, XDuce has grown to more than 1,500 professionals globally, while expanding its capabilities and client relationships across financial services, healthcare, education, the public sector, and other complex industries. Throughout his career, Jay has focused on building businesses around a simple belief: technology creates lasting value only when it is supported by the right people, strong execution, and trusted relationships. His experience spans business strategy, global delivery, market expansion, strategic partnerships, and the development of scalable technology organizations.
h.	Terms and conditions of appointment	Non-Executive, Non Independent, Nominee Director, Not Liable to retired by rotation
i.	Directorships held in other companies (excluding Foreign Companies)	1. XDuce Technologies Private Limited- Director 2. Isans Consulting Services Private Limited- Director 3. XDuce Corporation (USA)- Director
j.	Listed Entities from which he has resigned as Director in past 3 years	NA
k.	Memberships/Chairmanships of committees of other companies (excluding Foreign Companies)	-
l.	Details of remuneration sought to be paid	NA Sitting Fees: As may be decided by the Nomination and Remuneration Committee, the Board of Directors and the Nominee Director.
m.	Number of Equity Shares held in the Company	NIL
n.	Relationship with other Directors and KMP of the Company	Mr. Jayesh Madhusudan Dave is not related to any Director and/or Key Managerial Personnel and/or Promoters of the Company.

Annexure of Item No: 05:

Appointment of Ms. Ogra Bhawika (DIN: 00508505) as a Non-executive, independent director of the company:

Sr. No.	Details of events that need to be provided	Information of such events
a.	Name of the Director	Ms. Bhawika Ogra
b.	Director Identification Number (DIN)	00508505
c.	Designation and Category of Director	Independent Director
d.	Date of birth and age	25-10-1973 (53 Years)
e.	Date of first appointment	October 1st, 2026
f.	Qualifications	BITS Pilani Master Of Management Studies Specialization Finance
g.	Experience (including expertise in specific functional areas) / Brief Resume	Ms. Bhawika Ogra is a senior capital markets and financial services professional with 29+ years of experience in regulatory compliance, governance, risk management and capital markets. She has held senior leadership roles at the National Stock Exchange of India (NSE) and NSE IFSC, including Chief Regulatory Officer & Compliance Officer of NSE IFSC and Senior Vice President at NSE. At NSE IFSC, she led the development and implementation of the end-to-end regulatory and compliance framework, working closely with IFSCA and international stakeholders, and was instrumental in securing approvals for the NSE IX–SGX Connect model that migrated Nifty derivatives liquidity from Singapore to India. Her expertise spans capital market regulation, corporate governance, regulatory policy, risk management, surveillance, stakeholder engagement and institutional development. She holds an MMS (Finance) from BITS Pilani and has completed the IOSCO Global Certificate Program, NISM AML Certification, Six Sigma and a Strategic Leadership programme from IIM Indore. She is currently Founding Partner at MAVROK Strategic Advisors LLP, advising on robust regulatory frameworks, complex regulatory matters and strategic initiatives across the financial-services ecosystem.
h.	Terms and conditions of appointment	Independent Director for a term of 5 (five) consecutive years commencing from October 1, 2026, up to and including October 1, 2031, and whose office shall not be liable to retire by rotation
i.	Directorships held in other companies (excluding Foreign Companies)	NIL
j.	Listed Entities from which he has resigned as Director in past 3 years	NIL
k.	Memberships/Chairmanships of committees of other companies (excluding Foreign Companies)	NIL

Sr. No.	Details of events that need to be provided	Information of such events
l.	Details of remuneration sought to be paid	Sitting Fees: Upto the ceiling limit of ₹ 25000/- per meeting for attending meeting of the Board or Committees thereof, as may be decided by the board from time to time.
m.	Number of Equity Shares held in the Company	NIL
n.	Relationship with other Directors and KMP of the Company	Ms. Bhawika Ogra is not related to any Director and/ or Key Managerial Personnel and/or Promoters of the Company.

Annexure of Item No: 06:

The Audit Committee of the Company in its meeting held on May 28, 2026 has granted omnibus approval for availing and rendering of services from M/s Dev Info- Tech North America Limited, subsidiary of the Company for an amount not exceeding ₹ 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of ₹ 180,000,000/- for availing and rendering of services from M/s Dev Info- Tech North America Limited has already been approved by the Audit Committee of the Company and a fresh approval of ₹ 60,00,00,000/- (Rupees Sixty Crore Only) (including earlier omnibus approval of ₹ 180,000,000/-) as recommended by the Audit Committee of the Company; the related party transaction(s), already entered into and/or proposed to be entered into, individually or collectively, may exceed the applicable materiality thresholds specified under Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for availing and rendering of services from M/s Dev Info- Tech North America Limited for an amount of ₹ 180,000,000/- .

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such transactions proposed to be undertaken by the Company. The below mentioned transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Further, The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given hereinbelow:

Amount (₹ In Lakhs)

Particulars	Details
(A1) Basic Details	
Name of the related party	M/s Dev Info- Tech North America Limited
Country of incorporation of the related party	Canada
Nature of business of the related party	Dev Info- Tech North America Limited, subsidiary of our company, the Company is specialized in Cloud Services, Digital Transformation, Enterprise Applications, Managed IT Services and Bespoke Software Development.
(A2) Relationship and ownership of the related party	

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>M/s Dev Info- Tech North America Limited is a subsidiary of our Company.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Our Company holds 74.42% stake in M/s Dev Info-Tech North America Limited</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Our Company holds 74.42% stake in M/s Dev Info-Tech North America Limited</td></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>(₹ in Lakhs)<table><tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr><tr><td>1</td><td>Rendering of Services</td><td>1151.20</td></tr><tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr></table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought – (April-June 26)</td><td><table><tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr><tr><td>1</td><td>Rendering of Services</td><td>170.27</td></tr><tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr></table></td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
<tr><td colspan="2">(A4) Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 60,00,00,000/- (Rupees Sixty Crore Only)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>31%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>N.A.</td></tr>
</table>

Particulars	Details
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	21.36%
Financial performance of the related party for the immediately preceding financial year:	<table><tr><td>Particulars</td><td>FY2025-26 (₹ in Lakhs)</td></tr><tr><td>Turnover</td><td>1281.58</td></tr><tr><td>Profit After Tax</td><td>(71.79)</td></tr><tr><td>Net worth</td><td>(16.28)</td></tr></table>
(A5) Basic details of the proposed transaction	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Rendering of services to M/s Dev Info- Tech North America Limited 2. Availing of services from M/s Dev Info- Tech North America Limited
Details of each type of the proposed transaction	Dev Information Technology Limited (DEV IT) maintains a significant operational presence in Canada through its wholly-owned subsidiary, Dev Info-Tech North America Limited. Services extended to foreign clients are rendered either directly by DEV IT or through its subsidiary, with payments received in foreign currency as per invoice terms denominated in respective currencies. Under this arrangement, DEV IT acts as the principal "service provider," delivering services to its subsidiary, Dev Info-Tech North America Limited. Subsequently, Dev Info-Tech North America Limited (the "vendor") supplies these services to the end customers in the ordinary course of business. All transactions arising therefrom are carried out at arm's length prices equivalent to those charged to unrelated third parties, ensuring compliance with the arm's length principle and applicable regulatory guidelines. Given the recurring and repetitive nature of such transactions, the Audit Committee accorded omnibus approval on May 28, 2026, valid till March 31, 2027. This approval supersedes the prior omnibus approval granted for transactions up to ₹18 crores. The current omnibus approval allows the Company to enter into transactions of availing and rendering services aggregating up to ₹60 crores, inclusive of the earlier sanctioned limit of ₹18 crores. This revised approval follows the recommendation of the Audit Committee, thereby enabling seamless operational flexibility while maintaining robust governance and oversight.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	Availing and Rendering of services between DEVIT and Dev Infor-Tech North America Limited will be for the period of one year i.e. Financial Year 2026-27; and

Particulars	Details
Whether omnibus approval is being sought?	Yes, Omnibus approval is only being sought for the transactions pertaining to Availing and Rendering of services between DEVIT and Dev Infor-Tech North America Limited
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	i. Rendering of services to M/s Dev Info- Tech North America Limited does not exceed ₹ 50 crores for the period of one year i.e. Financial Year 2026-27; and ii. Availing of services from M/s Dev Info- Tech North America Limited does not exceed ₹ 10 crores for the period of one year i.e. Financial Year 2026-27; and
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	DEV IT has a well-established presence in Canada through its subsidiary, Dev Info-Tech North America Limited. Services to foreign clients are rendered either directly by DEV IT or through its subsidiary. The consideration for these services is received in foreign currency, with customers remitting payment as per the terms of the invoices raised in the respective currencies. In this arrangement, DEV IT acts as the “service provider”, delivering services to its subsidiary, Dev Info-Tech North America Limited, in the ordinary course of business and at arm’s length pricing, determined in accordance with applicable transfer pricing regulations. Subsequently, Dev Info-Tech North America Limited (the “vendor”) provides the services to end customers. All transactions under this arrangement are conducted at the same prices as would be applicable to any unrelated vendor or client, ensuring compliance with arm’s length principles.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	Mr. Jaimin J. Shah, Managing Director of the Company and Mr. Pranav N. Pandya, Chairman & Whole-time Directors of the Company
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Except directorship, the interest directors as abovementioned does not holds any shareholding in Dev Info-tech North America Limited.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.

Particulars	Details
Basis of determination of price.	Availing and Rendering of services between DEVIT and Dev Infor-Tech North America Limited will be done at the same sale price at which Availing and Rendering of services from other distributors/ vendors, thus, it will be done at arm's length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order. Typically, the Company makes advance payments for all purchase orders, with fulfillment of the order expected within a 90-day period. Given the repetitive nature of such transactions, the Company has obtained omnibus approval from its Audit Committee, ensuring proper oversight and compliance with applicable regulations.
(a) Amount of Trade advance	
(b) Tenure	
(c) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	N.A.
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(a) Nature of indebtedness	
(b) Total cost of borrowing	
(c) Tenure	
(d) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	N.A.
Maturity / due date	N.A.
Repayment schedule & terms	N.A.
Whether secured or unsecured?	N.A.
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.

Particulars	Details
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 06 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that, except for the parties mentioned hereinabove, to the extent of their respective shareholding and interest, and the Directors and Key Managerial Personnel mentioned hereinabove, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the aforesaid Item No. 06.

Annexure of Item No: 07:

The Audit Committee of the Company in its meeting held on May 28, 2026 has granted omnibus approval for Rendering and Availing of services between M/s Dhyey Consulting Services Private Limited , a subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company and for an amount not exceeding ₹ 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of ₹ 180,000,000/- for Rendering and Availing of services from M/s Dev Info- Tech North America Limited, a subsidiary company has already been approved by the Audit Committee of the Company and a fresh approval of ₹ 50,00,00,000/- (Rupees Fifty Crore Only) (including earlier omnibus approval of ₹ 180,000,000/-) as recommended by the Audit Committee of the Company; the related party transaction(s), already entered into and/or proposed to be entered into, individually or collectively, may exceed the applicable materiality thresholds specified under Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for Rendering and Availing of services between M/s Dhyey Consulting Services Private Limited , a subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company for an amount of ₹ 180,000,000/-

The Company proposes that, in the course of its day-to-day operations and in response to client requirements, there may arise a need for entering into related party transactions between two subsidiary companies, wherein the listed entity is not a participant. The aggregate value of such transactions is anticipated to exceed the applicable materiality thresholds as prescribed under the SEBI Listing Regulations. Accordingly, and in compliance with these regulations, prior approval of the Members is being sought for all such transactions that may be undertaken by the Company. All proposed transactions will be carried out in the ordinary course of business and on an arm's length basis, consistent with prevailing market standards and regulatory requirements

Further, The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given hereinbelow:

Amount (₹ In Lakhs)

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td colspan="2">(A1) Basic Details</td></tr>
<tr><td>Name of the related party</td><td>M/s Dev Info- Tech North America Limited</td></tr>
<tr><td>Country of incorporation of the related party</td><td>Canada</td></tr>
<tr><td>Nature of business of the related party</td><td>Dev Info- Tech North America Limited, subsidiary of our company, the Company is specialized in Cloud Services, Digital Transformation, Enterprise Applications, Managed IT Services and Bespoke Software Development.</td></tr>
<tr><td colspan="2">(A2) Relationship and ownership of the related party</td></tr>
<tr><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>M/s Dhyey Consulting Services Private Limited is a subsidiary company of DEVIT. M/s Dev Info- Tech North America Limited is a subsidiary of the Company of DEVIT – Related Party of M/s Dhyey Consulting Services Private Limited .</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>M/s Dhyey Consulting Services Private Limited is a subsidiary company of DEVIT does not hold any holding in M/s Dev Info- Tech North America Limited.
DEVIT (listed entity) holds 74.42% stake in M/s Dev Info- Tech North America Limited–Related Party</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>M/s Dev Info- Tech North America Limited- related party does not hold any holding in M/s Dhyey Consulting Services Private Limited.</td></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>(₹ in Lakhs)
<table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>Nil</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>Nil</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr>
</table></td></tr>
</table>

Particulars	Details
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A.
(A4) Amount of the proposed transaction(s)	
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹ 50,00,00,000/- (Rupees Fifty Crore Only.)
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	25.84%
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	390.14%
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	191.76%
Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY2025-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>1281.58</td></tr><tr><td>Profit After Tax</td><td>(71.79)</td></tr><tr><td>Net worth</td><td>(16.28)</td></tr></table>
(A5) Basic details of the proposed transaction	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Rendering of services to M/s Dev Info- Tech North America Limited 2. Availing of services from M/s Dev Info- Tech North America Limited
Details of each type of the proposed transaction	DEV IT, through its subsidiary Dev Info-Tech North America Limited, has an established market in Canada, serving foreign clients directly or via its subsidiary. Under this arrangement, DEV IT and/ or its subsidiaries function as "service providers," delivering services either to group entities or directly to end customers, depending on business demands. Payments for these services are received in foreign currency as per invoicing terms, reflecting standard international commercial practices.

Particulars	Details
	The nature of these transactions involves regular, cross-border provision of technology and IT services. Every transaction is executed in the ordinary course of business, with pricing determined in accordance with arm's length principles. This means that service terms and rates are the same as those offered to independent third parties, ensuring fairness and regulatory adherence, consistent with the Companies Act, 2013, SEBI Listing Regulations, and applicable transfer pricing guidelines. Due to the repetitive nature of such transactions and their aggregate value potentially crossing the materiality threshold, the Audit Committee has granted omnibus approval valid from May 28, 2026 up to March 31, 2027. The Committee has verified that the transaction structure—whether availing or rendering services—does not exceed ₹ 50 crores and maintains compliance with regulatory requirements and shareholder interests. This approach ensures transparency, proper governance, and that the company's operational and financial interests are safeguarded, while also meeting the minimum statutory disclosure, approval, and reporting standards
Tenure of the proposed transaction (tenure in number of years or months to be specified)	Availing and Rendering of services between M/s Dhyey Consulting Services Private Limited and Dev Infor-Tech North America Limited will be for the period of one year i.e. Financial Year 2026-27; and
Whether omnibus approval is being sought?	Omnibus approval is only being sought for the transactions pertaining to Rendering and Availing of services between M/s Dhyey Consulting Services Private Limited , a subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	i. Rendering of services to M/s Dev Info- Tech North America Limited does not exceed ₹ 25 crores for the period of one year i.e. Financial Year 2026-27; and ii. Availing of services from M/s Dev Info- Tech North America Limited does not exceed ₹ 25 crores for the period of one year i.e. Financial Year 2026-27; and
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	M/s Dhyey Consulting Services Private Limited is a subsidiary company of DEVIT and M/s Dev Info- Tech North America Limited is a subsidiary of DEVIT.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	

Particulars	Details
(a) Name of the director / KMP	i. Mr. Jaimin J. Shah, Managing Director of listed entity is a directors in M/s Dhyey Consulting Services Private Limited ii. Mr. Prerak Shah, Whole-time Directors of the Company is a directors in M/s Dhyey Consulting Services Private Limited
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Except directorship, the interest directors as above mentioned does not holds any shareholding in M/s Dhyey Consulting Services Private Limited
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Rendering and Availing of services between M/s Dhyey Consulting Services Private Limited, a subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company will be done at the same sale price at which Availing and Rendering of services from other distributors/ vendors, thus, it will be done at arm's length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order. Typically, the Company makes advance payments for all purchase orders, with fulfillment of the order expected within a 90-day period. Given the repetitive nature of such transactions, the Company has obtained omnibus approval from its Audit Committee, ensuring proper oversight and compliance with applicable regulations
(a) Amount of Trade advance	
(b) Tenure	
(c) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	N.A.
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(a) Nature of indebtedness	
(b) Total cost of borrowing	
(c) Tenure	
(d) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	N.A.

Particulars	Details
Maturity / due date	N.A.
Repayment schedule & terms	N.A.
Whether secured or unsecured?	N.A.
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 07 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that, except for the parties mentioned hereinabove, to the extent of their respective shareholding and interest, and the Directors and Key Managerial Personnel mentioned hereinabove, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the aforesaid Item No. 07.

Annexure of Item No: 08:

The Audit Committee of the Company in its meeting held on May 28, 2026 has granted omnibus approval for Rendering and Availing of services Between M/s Dynamics Stars LLC, a step-down subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company for an amount not exceeding ₹ 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of ₹ 180,000,000/- for Rendering and Availing of services from M/s Dev Info- Tech North America Limited, a subsidiary company has already been approved by the Audit Committee of the Company and a fresh approval of ₹ 50,00,00,000/- (Rupees Fifty Crores) (including earlier omnibus approval of ₹ 180,000,000/-) as recommended by the Audit Committee of the Company; the related party transaction(s), already entered into and/or proposed to be entered into, individually or collectively, may exceed the applicable materiality thresholds specified under Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for Rendering and Availing of services Between M/s Dynamics Stars LLC, a step-down subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company an amount of ₹ 180,000,000/- .

The Company proposes that, in the course of its day-to-day operations and in response to client requirements, there may arise a need for entering into related party transactions between two subsidiary companies, wherein the listed entity is not a participant. The aggregate value of such transactions is anticipated to exceed the applicable materiality thresholds as prescribed under the SEBI Listing Regulations. Accordingly, and in compliance with these regulations, prior approval of the Members is being sought for all such transactions that may be undertaken by the Company. All proposed transactions will be carried out in the ordinary course of business and on an arm's length basis, consistent with prevailing market standards and regulatory requirements.

Further, The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given hereinbelow:

Amount (₹ In Lakhs)

Particulars	Details
(A1) Basic Details	
Name of the related party	M/s Dev Info- Tech North America Limited
Country of incorporation of the related party	Canada
Nature of business of the related party	Dev Info- Tech North America Limited, subsidiary of the company, the Company is specialized in Cloud Services, Digital Transformation, Enterprise Applications, Managed IT Services and Bespoke Software Development.
(A2) Relationship and ownership of the related party	
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	M/s Dynamics Stars LLC, a step down subsidiary of DEVIT. M/s Dev Info- Tech North America Limited is a subsidiary of the Company of DEVIT – Related Party of M/s Dynamics Stars LLC.
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	M/s Dynamics Stars LLC is a step down subsidiary company of DEVIT and it does not hold any holding in M/s Dev Info- Tech North America Limited. DEVIT (listed entity) holds 74.42% stake in M/s Dev Info- Tech North America Limited–Related Party
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	N.A.
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	M/s Dev Info- Tech North America Limited- related party does not hold any holding in M/s Dynamics Stars LLC.

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (listed entity is not a party, transaction between subsidiary and related party, is mentioned here)</td><td>(₹ in Lakhs)
<table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>Nil</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>0.03</td></tr>
</table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>Nil</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
<tr><td colspan="2">(A4) Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 50,00,00,000/- (Rupees Fifty Crore Only.)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>25.84%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>390.14%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>2420.95%</td></tr>
<tr><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><th>Particulars</th><th>FY2025-26 (₹ in Lakhs)</th></tr>
<tr><td>Turnover</td><td>1281.58</td></tr>
<tr><td>Profit After Tax</td><td>(71.79)</td></tr>
<tr><td>Net worth</td><td>(16.28)</td></tr>
</table></td></tr>
<tr><td colspan="2">(A5) Basic details of the proposed transaction</td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Rendering of services to M/s Dev Info- Tech North America Limited
2. Availing of services from M/s Dev Info- Tech North America Limited</td></tr>
</table>

Particulars	Details
Details of each type of the proposed transaction	DEV IT, through its subsidiary Dev Info-Tech North America Limited, has an established market in Canada, serving foreign clients directly or via its subsidiary. Under this arrangement, DEV IT and/or its subsidiaries function as “service providers,” delivering services either to group entities or directly to end customers, depending on business demands. Payments for these services are received in foreign currency as per invoicing terms, reflecting standard international commercial practices. The nature of these transactions involves regular, cross-border provision of technology and IT services. Every transaction is executed in the ordinary course of business, with pricing determined in accordance with arm’s length principles. This means that service terms and rates are the same as those offered to independent third parties, ensuring fairness and regulatory adherence, consistent with the Companies Act, 2013, SEBI Listing Regulations, and applicable transfer pricing guidelines. Due to the repetitive nature of such transactions and their aggregate value potentially crossing the materiality threshold, the Audit Committee has granted omnibus approval valid from May 28, 2026 up to March 31, 2027. The Committee has verified that the transaction structure—whether availing or rendering services—does not exceed ₹ 50 crores per transaction type and maintains compliance with regulatory requirements and shareholder interests. This approach ensures transparency, proper governance, and that the company’s operational and financial interests are safeguarded, while also meeting the minimum statutory disclosure, approval, and reporting standards
Tenure of the proposed transaction (tenure in number of years or months to be specified)	Rendering and Availing of services Between M/s Dynamics Stars LLC, a step down subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company will be for the period of one year i.e. Financial Year 2026-27; and
Whether omnibus approval is being sought?	Omnibus approval is only being sought for the transactions pertaining to Rendering and Availing of services between M/s Dynamics Stars LLC, a step down subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company

Particulars	Details
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	i. Rendering of services to M/s Dev Info- Tech North America Limited does not exceed ₹ 30 crores for the period of one year i.e. Financial Year 2026-27; and ii. Availing of services from M/s Dev Info- Tech North America Limited does not exceed ₹ 20 crores for the period of one year i.e. Financial Year 2026-27; and
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	M/s Dynamics Stars LLC is a step down subsidiary company of DEVIT and M/s Dev Info- Tech North America Limited is a subsidiary of DEVIT.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	None
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	None
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Rendering and Availing of services between M/s Dynamics Stars LLC, a step down subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company will be done at the same sale price at which Availing and Rendering of services from other distributors/ vendors, thus, it will be done at arm's length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order. Typically, the Company makes advance payments for all purchase orders, with fulfillment of the order expected within a 90-day period. Given the repetitive nature of such transactions, the Company has obtained omnibus approval from its Audit Committee, ensuring proper oversight and compliance with applicable regulations.
(a) Amount of Trade advance	
(b) Tenure	
(c) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	N.A.

Particulars	Details
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(e) Nature of indebtedness	
(f) Total cost of borrowing	
(g) Tenure	
(h) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	N.A.
Maturity / due date	N.A.
Repayment schedule & terms	N.A.
Whether secured or unsecured?	N.A.
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 08 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that, except for the parties mentioned hereinabove, to the extent of their respective shareholding and interest, and the Directors and Key Managerial Personnel mentioned hereinabove, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the aforesaid Item No. 08.

Annexure of Item No: 09:

The Audit Committee of the Company in its meeting held on May 28, 2026 has granted omnibus approval for availing and rendering of services from M/s. XDuce Corporation for an amount not exceeding ₹ 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of ₹ 180,000,000/- for availing and rendering of services from M/s. XDuce Corporation has already been approved by the Audit Committee of the Company and a fresh approval of ₹ 100,00,00,000/- (Rupees One Hundred Crore Only) (including earlier omnibus approval of ₹ 180,000,000/-) as recommended by the Audit Committee of the Company; the related party transaction(s), already entered into and/or proposed to be entered into, individually or collectively, may exceed the applicable materiality thresholds specified under Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for availing and rendering of services from M/s. XDuce Corporation for an amount of ₹ 180,000,000/-.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such transactions proposed to be undertaken by the Company. The below mentioned transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Further, The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given hereinbelow:

Amount (₹ In Lakhs)

Particulars	Details
(A1) Basic Details	
Name of the related party	M/s. XDuce Corporation
Country of incorporation of the related party	USA
Nature of business of the related party	M/s. XDuce Corporation is a deemed related party of the company as M/s. Xduce Technologies Private Limited is a wholly owned subsidiary company of M/s. XDuce Corporation and M/s. Xduce Technologies Private Limited holds 23.95% shares in the company and thus it is considered as deemed related party to the company.
(A2) Relationship and ownership of the related party	
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	M/s. XDuce Corporation is a deemed related party of the company as M/s. Xduce Technologies Private Limited is a wholly owned subsidiary company of M/s. XDuce Corporation and M/s. Xduce Technologies Private Limited holds 23.95% shares in the company and thus it is considered as deemed related party to the company.

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>N.A.</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>M/s. XDuce Corporation is a deemed related party of the company as M/s. Xduce Technologies Private Limited is a wholly owned subsidiary company of M/s. XDuce Corporation and M/s. Xduce Technologies Private Limited holds 23.95% shares in the company and thus it is considered as deemed related party to the company.</td></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>(₹ in Lakhs)
<table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>Nil</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought – (April-June 26)</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>Nil</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
<tr><td colspan="2">(A4) Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 100,00,00,000 (Rupees One Hundred Crore Only)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>51.68%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>N.A.</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>49.44%</td></tr>
<tr><td>Financial performance of the related party for the immediately preceding financial year:</td><td><table><tr><th>Particulars</th><th>FY2025-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>20226.42</td></tr><tr><td>Profit After Tax</td><td>424.63</td></tr><tr><td>Net worth</td><td>4246.59</td></tr></table></td></tr>
<tr><td colspan="2">(A5) Basic details of the proposed transaction</td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Rendering of services to M/s XDuce corporation
2. Availing of services from XDuce corporation</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td>1. Rendering of services to Xduce Corporation
DEVIT proposes to provide specified professional/technical services to Xduce Corporation on an arm's length basis. The engagement is intended to leverage DEVIT's domain expertise, delivery capabilities and skilled resources to support Xduce Corporation's domestic and cross-border projects. Services may include project execution support, solution delivery, consulting, and other agreed deliverables, with pricing based on mutually agreed commercial terms and market benchmarks.
2. Availing of services from Xduce Corporation
DEVIT proposes to avail certain services from Xduce Corporation to augment its own service delivery, technology, and operational capabilities. This may include access to specialized expertise, technology platforms, process support, and talent/secondment arrangements to enhance scalability, improve efficiency, and support customer engagements. Consideration will be on normal commercial terms, benchmarked to prevailing market rates.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Availing and Rendering of services between DEVIT and M/s. XDuce Corporation will be for the period of one year i.e. Financial Year 2026-27 ("FY 26-27"); and</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td>Yes, Omnibus approval is being sought for the transactions pertaining to Availing and Rendering of services between DEVIT and M/s. XDuce Corporation</td></tr>
<tr><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>i. Rendering of services to M/s. XDuce Corporation does not exceed ₹ 70 crores for the period of one year i.e. Financial Year 2026-27; and
ii. Availing of services from M/s. XDuce Corporation does not exceed ₹ 30 crores for the period of one year i.e. Financial Year 2026-27; and</td></tr>
</table>

Particulars	Details
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The strategic business collaboration and delivery synergy between DEVIT and Xduce Technologies Private Limited aim to create operational and business synergies by leveraging complementary strengths, resources, and capabilities. The alliance is expected to enhance business growth, expand market opportunities, optimize resource utilization, improve operational efficiency, strengthen service delivery capabilities, and deliver greater value to customers and stakeholders. It will facilitate resource deployment, talent sharing, employee secondment, project execution support, and cross-functional collaboration, enabling both parties to leverage a larger pool of skilled resources and ensure efficient deployment of talent across geographies and business opportunities.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest/ directorship in related party
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest/ directorship in related party
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Availing and Rendering of services between DEVIT and M/s. XDuce Corporation will be done at the same sale price at which Availing and Rendering of services from other distributors/vendors, thus, it will be done at arm's length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order. Typically, the Company makes advance payments for all purchase orders, with fulfillment of the order expected within a 90-day period. Given the repetitive nature of such transactions, the Company has obtained omnibus approval from its Audit Committee, ensuring proper oversight and compliance with applicable regulations.
(a) Amount of Trade advance	
(b) Tenure	
(c) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	N.A.

Particulars	Details
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(a) Nature of indebtedness	
(b) Total cost of borrowing	
(c) Tenure	
(d) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	N.A.
Maturity / due date	N.A.
Repayment schedule & terms	N.A.
Whether secured or unsecured?	N.A.
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 09 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that, except for the parties mentioned hereinabove, to the extent of their respective shareholding and interest, and the Directors and Key Managerial Personnel mentioned hereinabove, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the aforesaid Item No. 09.

Annexure of Item No: 10:

The Audit Committee of the Company in its meeting held on May 28, 2026 has granted omnibus approval for availing and rendering of services from M/s Dynamics Stars LLC, a step-down Subsidiary of the Company for an amount not exceeding ₹ 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of ₹ 180,000,000/- for availing and rendering of services from M/s Dynamics Stars LLC has already been approved by the Audit Committee of the Company and a fresh approval of ₹ 50,00,00,000/- (Rupees Fifty Crore Only) (including earlier omnibus approval of ₹ 180,000,000/-) as recommended by the Audit Committee of the Company; the related party transaction(s), already entered into and/or proposed to be entered into, individually or collectively, may exceed the applicable materiality thresholds specified under Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for availing and rendering of services from M/s Dynamics Stars LLC for an amount of ₹ 180,000,000/- .

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such transactions proposed to be undertaken by the Company. The below mentioned transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Further, The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given hereinbelow:

Amount (₹ In Lakhs)

Particulars	Details
(A1) Basic Details	
Name of the related party	M/s Dynamics Stars LLC
Country of incorporation of the related party	USA
Nature of business of the related party	M/s Dynamics Stars LLC, a step down subsidiary of DEVIT, the Company is specialized in providing Microsoft Dynamics 365 consulting, implementation, and IT solutions.
(A2) Relationship and ownership of the related party	
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	M/s Dynamics Stars LLC, a step down subsidiary of DEVIT.
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Our Company holds a 75% stake in M/s. Dhyey Consulting Services Private Limited, and M/s. Dynamics Stars LLC is a wholly owned subsidiary of M/s. Dhyey Consulting Services Private Limited. Accordingly, M/s. Dynamics Stars LLC is a step-down subsidiary of the Company.

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Our Company holds a 75% stake in M/s. Dhyey Consulting Services Private Limited, and M/s. Dynamics Stars LLC is a wholly owned subsidiary of M/s. Dhyey Consulting Services Private Limited. Accordingly, M/s. Dynamics Stars LLC is a step-down subsidiary of the Company.</td></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>(₹ in Lakhs)<table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>67.09</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought – (April-June 26)</td><td><table>
<tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Rendering of Services</td><td>19.26</td></tr>
<tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
<tr><td colspan="2">(A4) Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 50,00,00,000/- (Rupees Fifty Crore Only.)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>25.84%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>N.A.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>2420.95%</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Financial performance of the related party for the immediately preceding financial year:</td><td><table><tr><th>Particulars</th><th>FY2025-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>206.53</td></tr><tr><td>Profit After Tax</td><td>9.14</td></tr><tr><td>Net worth</td><td>25.42</td></tr></table></td></tr>
<tr><td colspan="2">(A5) Basic details of the proposed transaction</td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Rendering of services to M/s. Dynamics Stars LLC
2. Availing of services from M/s. Dynamics Stars LLC</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td>Dev Information Technology Limited (DEV IT) maintains a significant operational presence in Canada through its wholly-owned subsidiary, Dev Info-Tech North America Limited. Services extended to foreign clients are rendered either directly by DEV IT or through its subsidiary, with payments received in foreign currency as per invoice terms denominated in respective currencies.
Under this arrangement, DEV IT acts as the principal “service provider,” delivering services to its subsidiary, Dev Info-Tech North America Limited. Subsequently, Dev Info-Tech North America Limited (the “vendor”) supplies these services to the end customers in the ordinary course of business. All transactions arising therefrom are carried out at arm’s length prices equivalent to those charged to unrelated third parties, ensuring compliance with the arm’s length principle and applicable regulatory guidelines.
Given the recurring and repetitive nature of such transactions, the Audit Committee accorded omnibus approval on May 28, 2026 up to March 31, 2027. This approval supersedes the prior omnibus approval granted for transactions up to ₹18 crores. The current omnibus approval allows the Company to enter into transactions of availing and rendering services aggregating up to ₹25 crores, inclusive of the earlier sanctioned limit of ₹18 crores. This revised approval follows the recommendation of the Audit Committee, thereby enabling seamless operational flexibility while maintaining robust governance and oversight.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Availing and Rendering of services between DEVIT and M/s. Dynamics Stars LLC Limited will be for the period of one year i.e. Financial Year 2026-27; and</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td>Yes, Omnibus approval is only being sought for the transactions pertaining to Availing and Rendering of services between DEVIT and M/s. Dynamics Stars LLC</td></tr>
<tr><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>i. Rendering of services to M/s. Dynamics Stars LLC does not exceed ₹ 30 crores for the period of one year i.e. Financial Year2026-27; and
ii. Availing of services from M/s. Dynamics Stars LLC does not exceed ₹ 20 crores for the period of one year i.e. Financial Year 2026-27; and</td></tr>
</table>

Particulars	Details
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	DEV IT has a well-established presence in Canada through its subsidiary, Dev Info-Tech North America Limited. Services to foreign clients are rendered either directly by DEV IT or through its subsidiary. The consideration for these services is received in foreign currency, with customers remitting payment as per the terms of the invoices raised in the respective currencies. In this arrangement, DEV IT acts as the "service provider", delivering services to its subsidiary, Dev Info-Tech North America Limited, in the ordinary course of business and at arm's length pricing, determined in accordance with applicable transfer pricing regulations. Subsequently, Dev Info-Tech North America Limited (the "vendor") provides the services to end customers. All transactions under this arrangement are conducted at the same prices as would be applicable to any unrelated vendor or client, ensuring compliance with arm's length principles.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest/ directorship in related party
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest/ directorship in related party
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Availing and Rendering of services between DEVIT and M/s. Dynamics Stars LLC will be done at the same sale price at which Availing and Rendering of services from other distributors/vendors, thus, it will be done at arm's length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following: (a) Amount of Trade advance (b) Tenure (c) Whether same is self-liquidating?	The amount of any trade advance will be determined by the value of the corresponding purchase order. Typically, the Company makes advance payments for all purchase orders, with fulfillment of the order expected within a 90-day period. Given the repetitive nature of such transactions, the Company has obtained omnibus approval from its Audit Committee, ensuring proper oversight and compliance with applicable regulations.

Particulars	Details
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	N.A.
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(a) Nature of indebtedness	
(b) Total cost of borrowing	
(c) Tenure	
(d) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	N.A.
Maturity / due date	N.A.
Repayment schedule & terms	N.A.
Whether secured or unsecured?	N.A.
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 10 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that, except for the parties mentioned hereinabove, to the extent of their respective shareholding and interest, and the Directors and Key Managerial Personnel mentioned hereinabove, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the aforesaid Item No. 10.

Annexure of Item No: 11:

The Audit Committee of the Company in its meeting held on May 28, 2026 has granted omnibus approval for availing and rendering of services from M/s Dhyey Consulting Services Private Limited, subsidiary of the Company for an amount not exceeding ₹ 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of ₹ 180,000,000/- for availing and rendering of services from M/s Dhyey Consulting Services Private Limited has already been approved by the Audit Committee of the Company and a fresh approval of ₹ 60,00,00,000/- (Rupees Sixty Crore Only) (including earlier omnibus approval of ₹ 180,000,000/-) as recommended by the Audit Committee of the Company; the related party transaction(s), already entered into and/or proposed to be entered into, individually or collectively, may exceed the applicable materiality thresholds specified under Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for availing and rendering of services from M/s Dhyey Consulting Services Private Limited, for an amount of ₹ 180,000,000/- .

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such transactions proposed to be undertaken by the Company. The below mentioned transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Further, The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given hereinbelow:

Amount (₹ In Lakhs)

Particulars	Details
(A1) Basic Details	
Name of the related party	M/s Dhyey Consulting Services Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	M/s Dhyey Consulting Services Private Limited, subsidiary of our company, the Company is specialized in providing with an established capability in Microsoft Dynamics 365 and related enterprise technologies.
(A2) Relationship and ownership of the related party	
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	M/s Dhyey Consulting Services Private Limited is a subsidiary of our Company.

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Our Company holds 75% stake in M/s Dhyey Consulting Services Private Limited</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Our Company holds 75% stake in M/s Dhyey Consulting Services Private Limited</td></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>(₹ in Lakhs)<table><tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr><tr><td>1</td><td>Rendering of Services</td><td>136.07</td></tr><tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr></table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought – (April-June 26)</td><td><table><tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr><tr><td>1</td><td>Rendering of Services</td><td>4.62</td></tr><tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr></table></td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
<tr><td colspan="2">(A4) Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 60,00,00,000/- (Rupees Sixty Crore Only.)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>31.00%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>N.A.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>230.11%</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Financial performance of the related party for the immediately preceding financial year:</td><td><table><tr><th>Particulars</th><th>FY2025-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>2607.42</td></tr><tr><td>Profit After Tax</td><td>149.46</td></tr><tr><td>Net worth</td><td>951.42</td></tr></table></td></tr>
<tr><td colspan="2">(A5) Basic details of the proposed transaction</td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Rendering of services to M/s Dhyey Consulting Services Private Limited
2. Availing of services from M/s Dhyey Consulting Services Private Limited</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td>1. Rendering of services to Dhyey
DEVIT proposes to provide specified IT and technology-enabled services to Dhyey on an arm's length basis. The engagement is intended to leverage DEVIT's domain expertise, delivery capabilities, and skilled resources to support Dhyey's client projects and business growth. Services may include cloud advisory and managed services, application development and modernization, enterprise applications (Microsoft Dynamics 365 / Power Platform), cybersecurity, data & analytics, AI/ML solutions, and other agreed deliverables, with pricing based on mutually agreed commercial terms and market benchmarks.
2. Availing of services from Dhyey:
DEVIT proposes to avail certain IT and consulting services from Dhyey to augment its own service delivery, technology, and operational capabilities. This may include access to specialized Microsoft Dynamics 365 implementation expertise, project execution support, resource sharing/secondment, and process support to enhance scalability, improve efficiency, and support customer engagements. Consideration will be on normal commercial terms, benchmarked to prevailing market rates.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Availing and Rendering of services between DEVIT and M/s Dhyey Consulting Services Private Limited will be for the period of one year i.e. Financial Year 2026-27; and</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td>Yes, Omnibus approval is only being sought for the transactions pertaining to Availing and Rendering of services between DEVIT and M/s Dhyey Consulting Services Private Limited</td></tr>
<tr><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>i. Rendering of services to M/s Dhyey Consulting Services Private Limited does not exceed ₹ 30 crores for the period of one year i.e. Financial Year 2026-27; and
ii. Availing of services from M/s Dhyey Consulting Services Private Limited does not exceed ₹ 30 crores for the period of one year i.e. Financial Year 2026-27; and</td></tr>
</table>

Particulars	Details
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions between DEVIT and Dhyey aim to create operational and business synergies by leveraging the complementary strengths, resources, and capabilities within the group. This is expected to enhance business growth, expand market opportunities, optimize resource utilization, improve operational efficiency, strengthen service delivery capabilities, and deliver greater value to customers and stakeholders. It will facilitate resource deployment, talent sharing, employee secondment, project execution support, and cross-functional collaboration, enabling both parties to leverage a larger pool of skilled resources and ensure efficient deployment of talent across geographies and business opportunities.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	Mr. Jaimin J. Shah, Managing Director of the Company and Mr. Prerak Pradyumna Shah Whole-time Directors of the Company
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Except directorship, the interest directors as abovementioned does not holds any shareholding in M/s Dhyey Consulting Services Private Limited.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Availing and Rendering of services between DEVIT and M/s Dhyey Consulting Services Private Limited will be done at the same sale price at which Availing and Rendering of services from other distributors/ vendors, thus, it will be done at arm's length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order. Typically, the Company makes advance payments for all purchase orders, with fulfillment of the order expected within a 90-day period. Given the repetitive nature of such transactions, the Company has obtained omnibus approval from its Audit Committee, ensuring proper oversight and compliance with applicable regulations.
(a) Amount of Trade advance	
(b) Tenure	
(c) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	N.A.

Particulars	Details
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(a) Nature of indebtedness	
(b) Total cost of borrowing	
(c) Tenure	
(d) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	N.A.
Maturity / due date	N.A.
Repayment schedule & terms	N.A.
Whether secured or unsecured?	N.A.
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 11 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that, except for the parties mentioned hereinabove, to the extent of their respective shareholding and interest, and the Directors and Key Managerial Personnel mentioned hereinabove, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the aforesaid Item No. 11.

Annexure of Item No: 12:

The Audit Committee of the Company in its meeting held on May 28, 2026 has granted omnibus approval for availing and rendering of services from M/s Byte Technosys Private Limited, an Associate company of the Company for an amount not exceeding ₹ 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of ₹ 180,000,000/- for availing and rendering of services from M/s Byte Technosys Private Limited has already been approved by the Audit Committee of the Company and a fresh approval of ₹ 50,00,00,000/- (Rupees Fifty Crore Only) (including earlier omnibus approval of ₹ 180,000,000/-) as recommended by the Audit Committee of the Company; the related party transaction(s), already entered into and/or proposed to be entered into, individually or collectively, may exceed the applicable materiality thresholds specified under Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for availing and rendering of services from M/s Byte Technosys Private Limited, for an amount of ₹ 180,000,000/- .

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such transactions proposed to be undertaken by the Company. The below mentioned transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Further, The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given hereinbelow:

Amount (₹ In Lakhs)

Particulars	Details
(A1) Basic Details	
Name of the related party	M/s Byte Technosys Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	M/s Byte Technosys Private Limited, an Associate company of our company, the Company is specialized in providing in the business of IT infrastructure management services, including remote server monitoring, helpdesk support, and other computer-related services.
(A2) Relationship and ownership of the related party	
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	M/s Byte Technosys Private Limited is a Associate company of our Company.

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Our Company holds 28.50% stake in M/s Byte Technosys Private Limited</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Our Company holds 28.50% stake in M/s Byte Technosys Private Limited</td></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>(₹ in Lakhs)
<table><tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr><tr><td>1</td><td>Rendering of Services</td><td>Nil</td></tr><tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr></table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought – (April-June 26)</td><td><table><tr><th>Sr No.</th><th>Nature of transactions</th><th>Amount</th></tr><tr><td>1</td><td>Rendering of Services</td><td>38.52</td></tr><tr><td>2</td><td>Availing of Services</td><td>Nil</td></tr></table></td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
<tr><td colspan="2">(A4) Amount of the proposed transaction(s)</td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 50,00,00,000/- (Rupees Fifty Crore Only.)</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year</td><td>25.84%</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>N.A.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>230.11%</td></tr>
</table>

Particulars	Details
Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY2025-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>28.75</td></tr><tr><td>Profit After Tax</td><td>(5.27)</td></tr><tr><td>Net worth</td><td>52.33</td></tr></table>
(A5) Basic details of the proposed transaction	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Rendering of services to M/s Byte Technosys Private Limited 2. Availing of services from M/s Byte Technosys Private Limited
Details of each type of the proposed transaction	1. Rendering of services to Byte Technosys Private Limited DEVIT proposes to provide specified professional/technical services to Byte Technosys Private Limited on an arm's length basis. The engagement is intended to leverage DEVIT's domain expertise, delivery capabilities and skilled resources to support Byte Technosys' product development, R&D initiatives and commercialization of intellectual properties (IPs). Services may include project execution support, technology consulting, solution delivery, and other agreed deliverables, with pricing based on mutually agreed commercial terms and market benchmarks. 2. Availing of services from Byte Technosys Private Limited DEVIT proposes to avail certain services from Byte Technosys Private Limited to augment its own service delivery, technology, and operational capabilities. This may include access to specialized expertise, technology platforms, R&D outputs, and process support to enhance scalability, improve efficiency, and support customer engagements. Consideration will be on normal commercial terms, benchmarked to prevailing market rates.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	Availing and Rendering of services between DEVIT and M/s Byte Technosys Private Limited will be for the period of one year i.e. Financial Year 2026-27; and
Whether omnibus approval is being sought?	Yes, Omnibus approval is only being sought for the transactions pertaining to Availing and Rendering of services between DEVIT and M/s Byte Technosys Private Limited

Particulars	Details
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	i. Rendering of services to M/s Byte Technosys Private Limited does not exceed ₹ 25 crores for the period of one year i.e. Financial Year 2026-27; and ii. Availing of services from M/s Byte Technosys Private Limited does not exceed ₹ 25 crores for the period of one year i.e. Financial Year 2026-27; and
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	DEVIT's investment in Byte Technosys is aimed at boosting the startup ecosystem and fostering innovation in India's technology landscape. The proposed RPTs operationalize this strategic intent by enabling active collaboration, resource sharing, and joint value creation, thereby maximizing the return on DEVIT's equity stake. Through the rendering and availing of services, DEVIT can directly contribute to and benefit from accelerated research and development activities at Byte Technosys. This facilitates the protection and commercialization of key intellectual properties (IPs), positioning DEVIT as a leader in emerging technology areas such as AI/ML and enhancing its long-term competitive advantage. The transactions are expected to generate incremental revenue streams for DEVIT through service rendering, while also enabling cost efficiencies and capability augmentation through availing specialized services from Byte Technosys. This dual approach supports improved operational leverage and profitability. The proposed transactions will be executed on normal commercial terms, benchmarked to prevailing market rates, ensuring fairness to DEVIT and compliance with regulatory requirements under the Companies Act, 2013 and SEBI LODR Regulations.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	Mr. Hrashil Shah (CFO of the company)
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Except directorship, the interest directors as abovementioned does not holds any shareholding in M/s Byte Technosys Private Limited. However, Mr. Jaimin Shah Managing Director of the company hold _ shares.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.

Particulars	Details
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Availing and Rendering of services between DEVIT and M/s Byte Technosys Private Limited will be done at the same sale price at which Availing and Rendering of services from other distributors/vendors, thus, it will be done at arm's length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order. Typically, the Company makes advance payments for all purchase orders, with fulfillment of the order expected within a 90-day period. Given the repetitive nature of such transactions, the Company has obtained omnibus approval from its Audit Committee, ensuring proper oversight and compliance with applicable regulations.
(d) Amount of Trade advance	
(e) Tenure	
(f) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	N.A.
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(e) Nature of indebtedness	
(f) Total cost of borrowing	
(g) Tenure	
(h) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	N.A.
Maturity / due date	N.A.
Repayment schedule & terms	N.A.
Whether secured or unsecured?	N.A.
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.

Particulars	Details
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 12 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that, except for the parties mentioned hereinabove, to the extent of their respective shareholding and interest, and the Directors and Key Managerial Personnel mentioned hereinabove, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the aforesaid Item No. 12.

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

Place: Ahmedabad
Date: September 03, 2026

SD/-

Krisa Shah
(Company Secretary & Compliance Officer)