

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



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 Jeebhoy Towers, Dalal Street Mumbai -400001 Trading Symbol: 543462
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Subject: Outcome of Board Meeting held on Friday, September 05, 2025:

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 **Friday, September 05, 2025** 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, 2025.
2. Considered and approved notice of the 28th Annual General Meeting of the company. The Board has decided to hold the 28th Annual General Meeting ('AGM') on Tuesday, 30th September, 2025 at 04:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). *Notice Annexed herewith.*
3. Decided to close the register of members of the company from Wednesday, 24th September, 2025 to Monday, 29th September, 2025 (both days inclusive), for the purpose of payment of dividend and Annual General Meeting.
4. Decided Tuesday, 23rd September, 2025 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 Tuesday, 23rd September, 2025 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 Tuesday, 23rd September, 2025 shall be eligible for e-voting.

The remote e-voting facility will commence from Friday, 26th September, 2025 and will end on Monday, 29th September, 2025. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.

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5. 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 28th Annual General Meeting of the Company. The e-voting facility shall start from Friday, 26th September, 2025 at 9:00 a.m. and shall end on Monday, 29th September, 2025 on 5:00 p.m.

6. Based on the recommendation of the Audit Committee and subject to the approval of members in 28th Annual General Meeting ('AGM'), the board has Considered and approved re-appointment of M/s Rinkesh Shah & Co., Chartered Accountant, (Firm Registration No. 129690W) as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the 28th Annual General Meeting (AGM) until the conclusion of the 33rd AGM of the Company.
The additional information as required pursuant to Regulation 30 of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as Annexure-A.

The Board Meeting Concluded at 05:45 P.M.

Kindly take this information on your records.

Thanking you,

On behalf of Board of Directors
DEV INFORMATION TECHNOLOGY LIMITED

Krisa Shah
Company Secretary & Compliance Officer

Place: Ahmedabad
Date: 05th September, 2025

Encl.: A/a.

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

Sr. No.	Particulars	Details
1.	Re-appointment of M/s Rinkesh Shah & Co	<p>Appointment of M/s Rinkesh Shah & Co., Chartered Accountants, as a Statutory Auditors of the Company.</p> <p>The Board of Directors, upon the recommendation of the Audit Committee and subject to the approval of the members at the ensuing 28th Annual General Meeting, has approved the re-appointment of M/s Rinkesh Shah & Co., Chartered Accountants (ICAI Firm Registration No. 129690W), as the Statutory Auditors of the Company, for a further term of five (5) consecutive years, commencing from the conclusion of the 28th AGM and continuing until the conclusion of the 33rd AGM.</p>
2.	Date of appointment & term of appointment	The appointment of M/s Rinkesh Shah & Co., Chartered Accountants as a Statutory Auditors will be effective for a period of five years from the conclusion of 28 th Annual General Meeting (AGM) until the conclusion of the 33 rd AGM.
3.	Brief profile	<p>M/s Rinkesh Shah & Co., Chartered Accountants (FRN: 129690W), is an India-based public accounting firm established in 2009 by CA Rinkesh Shah. Headquartered in Ahmedabad with an office in Mumbai, the firm is peer-reviewed by ICAI and empanelled with the Office of the Official Liquidator, High Court of Gujarat.</p> <p>The firm operates as a partnership of 7 partners supported by a team of 26 professionals, along with associated legal and technology experts, enabling delivery of comprehensive and customized financial solutions.</p> <p>With over 16 years of experience, the firm provides Domestic & International Accounting, Auditing & Assurance, Taxation, Business Start-up Consulting, Outsourcing,</p>

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		<p>Financial Reporting (Indian GAAP, US GAAP, Ind AS/IFRS), Management Advisory, Business Restructuring and Fund Raising services.</p> <p>Backed by international associations and presence in key markets such as New York, Chicago, and Hong Kong, <i>Rinkesh Shah & Co.</i> is well-positioned to cater to domestic, national, and transnational corporate needs, combining innovation, quality, and value-driven professional expertise.</p>
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On behalf of Board of Directors
DEV INFORMATION TECHNOLOGY LIMITED

Krisa Shah
Company Secretary & Compliance Officer

Place: Ahmedabad
Date: 05th September, 2025

Notice of the 28th Annual General Meeting

NOTICE is hereby given that the **Twenty-Eighth Annual General Meeting (AGM)** of the Members of **Dev Information Technology Limited** will be held on **Tuesday, 30th September, 2025, 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, 2025 together with Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares at the rate of 5% i.e. Rs.0.10/- per share on Equity Shares of the Company for the Financial Year ended March 31, 2025.
3. **Re-appointment of Director retiring by rotation:**
To re-appoint Whole-time Director in place of Mr. Vishal N. Vasu (DIN: 02460597), who retires by rotation and being eligible offers himself for re-appointment.
4. Re-appointment of M/s Rinkesh Shah & Co., Chartered Accountants as the Statutory Auditors of the Company;

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s Rinkesh Shah & Co., Chartered Accountant, (Firm Registration No. 129690W) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the 28th Annual General Meeting (AGM) until the conclusion of the 33rd AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board or the director or officials authorized by the Board, be and is hereby authorized to determine the remuneration of the Statutory Auditors including the revision in the remuneration during the tenure, if any, in consultation with the Statutory Auditors, certification fees and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS: -

5. Appointment of M/s. Murtuza Mandorwala & Associates, Practicing Company Secretaries as Secretarial Auditor 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 Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded for appointment of M/s. Murtuza Mandorwala & Associates, a Practicing Company Secretary (Firm Registration No. S2015GJ305800), as the Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the 28th Annual General Meeting (AGM) until the conclusion of the 33rd Annual General Meeting (AGM) of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors."

"RESOLVED FURTHER THAT the Board or the director or officials authorized by the Board, be and is hereby authorized to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, in consultation with the Secretarial Auditors, and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing 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 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 Company and M/s Dev Info- Tech North America Limited, a subsidiary of the Company, with respect to rendering & availing of services for an amount not exceeding Rs. 500,000,000/- (Rupees Fifty Crores) for the financial year 2025-26.

"RESOLVED FURTHER THAT the above related party transaction(s) to be entered and already been entered collectively may exceed the threshold for material related party transactions which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower and is done at 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, wholly owned 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 wholly owned subsidiary of the Company, with respect to rendering & availing of services for an amount not exceeding Replace: Rs. 300,000,000/- (Rupees Thirty Crore Only).

"RESOLVED FURTHER THAT the above related party transaction(s) to be entered and already been entered collectively may exceed the threshold for material related party transactions which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower and is done at 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 Minddeft Technologies Private Limited, a wholly owned 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 Minddefft Technologies Private Limited, a wholly owned subsidiary of the Company with respect to rendering & availing of services for an amount not exceeding Replace: Rs. 300,000,000/- (Rupees Thirty Crore Only).

"RESOLVED FURTHER THAT the above related party transaction(s) to be entered and already been entered collectively may exceed the threshold for material related party transactions which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower and is done at 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 the M/s Dev Info- Tech North America Limited, a subsidiary company and M/s Dynamics Stars LLC, a Wholly owned 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 Info- Tech North America Limited, a subsidiary company and M/s Dynamics Stars LLC, a Wholly owned step-down subsidiary of the Company, with respect to Rendering and Availing of services for an amount not exceeding Rs. 300,000,000/- (Rupees Thirty Crore Only).

"RESOLVED FURTHER THAT the above related party transaction(s) to be entered and already been entered collectively may exceed the threshold for material related party transactions which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower and is done at 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,**

Krisa Shah

(Company Secretary & Compliance Officer)

Place : Ahmedabad

Date : 5th September, 2025

Registered Office:

Dev Information Technology Limited,

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 09/2024, dated September 19, 2024 (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, 28th Annual General Meeting of the Members of Dev Information Technology Limited ("the Company") will be held on Tuesday, 30th September, 2025, 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. 5 to 9 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 AGM in the VC/OAVM mode 30 minutes before and 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com.
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, 2025, 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 05, 2025, 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 Tuesday, the 30th day of September, 2025, shall after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before 02nd day of October, 2025. The Result shall be announced by the Chairman of the Company on or before 02nd day of October, 2025 (**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 and General Circular No. 09/2024, dated September 19, 2024 (**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 Tuesday, 23rd September, 2025 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 26th day of September, 2025 and will end on Monday, the 29th day of September, 2025. 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 28th Annual General Meeting of the Company, remote-voting Post AGM and entitled for the dividend is Tuesday, 23rd September, 2025.

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 Tuesday, 23rd September, 2025 , 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, MUFG Intime India Private Limited 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, atleast 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 28th 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 28th 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 26th day of September, 2025** and will end on **Monday, the 29th day of September, 2025**. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.
21. Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 24th day of September, 2025 to Monday, the 29th day of September, 2025 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting and for Annual General Meeting.
 22. 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, 2025 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 Tuesday, 23rd September, 2025 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 Tuesday, 23rd September, 2025.
 23. 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.**
 24. 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.
 25. 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.

26. 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 2024-25 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/](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: 136539

The remote e-voting period begins on Friday, the 26th day of September, 2025 at 09:00 A.M. and will end on Monday, the 29th day of September, 2025 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. Tuesday, the 23rd September, 2025, 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 Tuesday, the 23rd September, 2025.

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.	<ol style="list-style-type: none">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.nsd.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.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>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.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 136539 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 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 28TH 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. Visha Nagendra Vasu [Whole-time Director] is as under:

NAME	Vishal Nagendra Vasu (DIN: 02460597)		
AGE	53		
Qualification	<ul style="list-style-type: none"> o Bachelor of Commerce (B.Com) o Certified Cyber Forensics Consultant o Microsoft Certified IT Professional (MCITP) o Microsoft Certified Technology Specialist (MCTS) o Microsoft Certified Solutions Expert (MCSE) o Microsoft Certified Solutions Associate (MCSA) o MCSE (Microsoft Certified Systems Engineer) 		
Date of Appointment	01/07/2014		
Relationship with Other Director	NONE		
Brief Resume, Functional expertise and experience	<p>Vishal Vasu is a Whole-time Director and Chief Technology Officer (CTO) at DEV IT and leads the company's Technology and Innovation ecosystem. He is responsible for managing DEV IT's innovation portfolio and creating new growth drivers for the company. In addition to planning and executing DEV IT's technology roadmap and strategy, Vishal has responsibility for driving innovation through Research & Development activities in DEVLabs and leveraging emerging technologies to bring the newest innovations to clients globally. He provides technical direction across the company in areas of managed services, architecture designs, software technology, and cybersecurity thus supporting project development that fuels business growth. Along with this, he is also leading the Information Technology function for DEV IT, including its infrastructure, systems, processes, and security. Prior to joining DEV IT, Vishal was the Founder Director of Byte Technosys Pvt. Ltd., a company, specializing in delivering solutions and services in Infrastructure Management Services. Post the merger in 2010, Byte Technosys Pvt. Ltd., is now a subsidiary of Dev Information Technology Ltd. (DEV IT). Vishal brings with him extensive systems engineering, software development and information management expertise from over two decades of experience. He is a certified technology specialist on Microsoft platforms, a certified Cybersecurity Expert and carries a diploma of Management in e-Business. He is a frequent speaker, publication contributor and an avid blogger on information technology. His articles have been published in a variety of publications.</p>		
No. of Shares held in the Company	15,00,000*		
Directorship in other Company	<ol style="list-style-type: none"> 1. Minddefft Technologies Private Limited 2. MAS Financial Services Limited 		
Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	Name of the Company	Committee	Chairperson / Member
	MAS Financial Services Limited	IT Strategy Committee	Chairperson
		Nomination & Remuneration Committee	Member

No. of Board Meeting attended during the year	Eight Meetings
Remuneration drawn during year	₹ 32.12 lacs

**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 9 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:

The Members of the Company at the 23rd Annual General Meeting held on 30th December, 2020 had approved the appointment of M/s Rinkesh Shah & Co., Chartered Accountant, (Firm Registration No. 129690W), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the said Annual General Meeting till the conclusion of the 28th Annual General Meeting of the company. They have completed their one consecutive term of five year as Statutory Auditors of the Company on the conclusion of this Annual General Meeting.

The Board of Directors of the Company (the Board), at its meeting held on September 05th, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the members of the Company, re-appointment of M/s Rinkesh Shah & Co., Chartered Accountant, (Firm Registration No. 129690W), as Statutory Auditors of the Company. The proposed appointment is for the next term of 5 (five) consecutive years from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

The remuneration to be paid to M/s Rinkesh Shah & Co. will be decided mutually between the Statutory Auditor and Board of directors for the purpose of Statutory Audit. In addition to the Statutory Audit, the Company may also obtain certifications from M/s Rinkesh Shah & Co. under various statutory regulations and other permissible non-audit services as required from time to time, in accordance with the provisions of Sections 142 and 144 of the Act. The Board of Directors/Audit Committee/officers authorized by the Board, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Brief Profile:

M/s. Rinkesh Shah & Co. is an India based Public Accounting firm which provides Domestic & International Accounting, Auditing, Taxation, Business start-up & Outsourcing Services. The Firm Founded in 2009 by CA Rinkesh Shah. It's an M/s. Rinkesh Shah & Co. is a peer-reviewed firm by the Institute of Chartered Accountants of India (ICAI) (peer review certificate no.: 017399) and is empaneled with the Office of the Official Liquidator, High Court of Gujarat.

The firm operates as a partnership and comprises 7 partners and a dedicated team of 26 professionals. Additionally, the firm collaborates with software engineers and legal experts to provide comprehensive services tailored to client needs. The firm Delivers customized and high-quality financial solutions. Having Headquarter at Ahmedabad with an office in Mumbai. Associated with International firms for global reach.

M/s. Rinkesh Shah & Co. is capable of catering to domestic, National and Transnational Corporate needs. The firm is driven by the innovations and ideas of young Chartered Accountants. The team comprising of professional's work regularly to provide Corporate with value added services. The firm is also peer reviewed at regular intervals to assure the quality of the service we provide.

The firm provide Domestic Accounting Services

In today's globalized economy, domestic firms must build strong competencies to compete both locally and internationally. At Rinkesh Shah & Co. they offer expert, personalized accounting services tailored to enhance efficiency and ensure full compliance.

- Book Keeping Services
- General Ledger Maintenance
- Bank Reconciliation
- Financial Statement Preparation
- Account Receivable Management
- Account Payable Management
- Inventory Reconciliation Services
- Fixed asset Reconciliation Services
- MIS Reports and Customized Reports
- Tax related services including assessments and compliances
- Conversion of financial statements between Indian GAAP, US GAAP, and IFRS (Ind AS).

Service Offerings

The firm offers a comprehensive range of services, including:

- Domestic & International Accounting
- Auditing & Assurance Services
- Taxation (Direct & Indirect)
- Business Start-up Consulting
- Outsourcing Services
- Financial Reporting (Indian GAAP, US GAAP, IFRS/Ind AS)
- Management Advisory & Due Diligence
- Business Restructuring & Fund Raising

With over 16 years of experience, Rinkesh Shah & Co. has expanded its reach beyond India, establishing a presence in key international markets, including New York, Chicago, and Hong Kong.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Annexure of Item No: 05:

As per section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Further, the Company may obtain certifications and avail other permissible professional services from M/s. Murtuza Mandorwala and Associates as may be required under statutory regulations from time to time. The remuneration for such certifications and services will be paid on mutually agreed terms.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years,, with the approval of the shareholders in annual general meeting.

The Board of Directors of the Company at its meeting held on May 29, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the members of the Company for the appointment of M/s. Murtuza Mandorwala & Associates, Practicing Company Secretary (CP No: 14284 and Peer Review Certificate No. PRC:1615/2021) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company. While recommending M/s. Murtuza Mandorwala &

Associates for appointment, the Audit Committee and the Board considered the past audit experience of the particularly in auditing large companies, valuated various factors, including the Murtuza Mandorwala & Associates capability to handle a diverse and complex business environment, his existing experience in the various business segments, the clientele it serves, and his technical expertise.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment and brief profile of M/s. Murtuza Mandorwala & Associates, are as under:

Profile:

M/s. Murtuza Mandorwala & Associates is a leading Practising Company Secretary Firm with a distinguished track record extending over 10 Years, with the team being led by a senior professional of considerable repute, possessing extensive experience in providing services to both listed and unlisted clients.

M/s. Murtuza Mandorwala & Associates offers a full spectrum of corporate, secretarial, regulatory, compliance services, and legal & regulatory services relating to various Corporate Laws and SEBI Laws and stock exchange related matters. As specializes in Corporate Consultancy in the areas of Legal Compliances, Board management, Secretarial Audits, Corporate Governance Audit, Public issue of Securities, Legal Due Diligence, Mergers, Acquisitions, Takeovers, Joint ventures and Collaborations.

The firm is peer reviewed / Quality reviewed (Peer Review No.: 1615/2021) and is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Profile Link: <https://g.co/kgs/Vpdr4u>

Terms of appointment:

M/s. Murtuza Mandorwala & Associates, Practicing Company Secretary Firm is proposed to be appointed for the term of five consecutive years conducting secretarial audit from FY 2025-26 to FY 2029-30.

M/s. Murtuza Mandorwala and Associates have given their consent to act as Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limits prescribed under applicable provisions. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors and that they comply with the independence requirements under the Auditing Standards issued by the Institute of Company Secretaries of India and other relevant rules and regulations. The remuneration payable to M/s. Murtuza Mandorwala and Associates for the Secretarial Audit will be decided by the Board of Directors. Any revision in remuneration for subsequent year(s) of their term shall be approved by the Board of Directors (including its Committee(s) thereof) from time to time, as may be required.

The Board of Directors recommends the ordinary resolution, as set out in item 05 of this Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Annexure of Item No: 06:

The Audit Committee of the Company in its meeting held on May 29, 2025 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 Rs. 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of Rs. 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 Rs. 500,000,000/- (Rupees Fifty Crores) (including earlier omnibus approval of Rs. 180,000,000/-) as recommended by the Audit Committee of the Company; the transactions as per Regulation 18 & 23 of SEBI Listing Regulations, would exceed the threshold of Material Related Party transactions i.e. which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower.

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 Rs. 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, RPT Industry Standards, effective from September 01, 2025, the listed entity shall provide the Minimum information to the Shareholders for the approval of Material Related Party Transactions. The information as required under the said standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

Amount (Rs. 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	
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 Dev Info- Tech North America Limited is a subsidiary of our Company.
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Our Company holds 74.42% stake in M/s Dev Info-Tech North America Limited
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).	Our Company holds 74.42% stake in M/s Dev Info-Tech North America Limited

Particulars	Details									
(A3) Details of previous transactions with the related party										
Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	(₹ in Lakhs) <table border="1"> <thead> <tr> <th>Sr No.</th> <th>Nature of transactions</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Rendering of Services</td> <td>1,518.46</td> </tr> <tr> <td>2</td> <td>Availing of Services</td> <td>Nil</td> </tr> </tbody> </table>	Sr No.	Nature of transactions	Amount	1	Rendering of Services	1,518.46	2	Availing of Services	Nil
Sr No.	Nature of transactions	Amount								
1	Rendering of Services	1,518.46								
2	Availing of Services	Nil								
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 25)	<table border="1"> <thead> <tr> <th>Sr No.</th> <th>Nature of transactions</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Rendering of Services</td> <td>324.20</td> </tr> <tr> <td>2</td> <td>Availing of Services</td> <td>Nil</td> </tr> </tbody> </table>	Sr No.	Nature of transactions	Amount	1	Rendering of Services	324.20	2	Availing of Services	Nil
Sr No.	Nature of transactions	Amount								
1	Rendering of Services	324.20								
2	Availing of Services	Nil								
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	5000 lakhs									
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	29.30%									
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)	N.A.									
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.	253.17%									
Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY2024-25 (₹ in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1974.97</td> </tr> <tr> <td>Profit After Tax</td> <td>3.20</td> </tr> <tr> <td>Net worth</td> <td>55.28</td> </tr> </tbody> </table>	Particulars	FY2024-25 (₹ in Lakhs)	Turnover	1974.97	Profit After Tax	3.20	Net worth	55.28	
Particulars	FY2024-25 (₹ in Lakhs)									
Turnover	1974.97									
Profit After Tax	3.20									
Net worth	55.28									
(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.)	<ol style="list-style-type: none"> 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 									

Particulars	Details
Details of each type of the proposed transaction	<p>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.</p> <p>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.</p> <p>Given the recurring and repetitive nature of such transactions, the Audit Committee accorded omnibus approval on May 29, 2025, valid till March 31, 2026. 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 ₹50 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.</p>
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 2025-26
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
<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>i. Rendering of services to M/s Dev Info- Tech North America Limited does not exceed Rs. 30 crores for the period of one year i.e. Financial Year 2025-26; and</p> <p>ii. Availing of services from M/s Dev Info- Tech North America Limited does not exceed Rs. 20 crores for the period of one year i.e. Financial Year 2025-26; and</p>

Particulars	Details
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>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.</p> <p>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.</p> <p>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.</p>
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.
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.

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. 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 do hereby confirm that except the parties as aforementioned involved in this resolution to the extent of their shareholding, along with Mr. Jaimin J. Shah, Managing Director of the Company and Mr. Pranav N. Pandya, Chairman & Whole-time Directors of the Company, none of its Director or Key Managerial Personnel and their immediate relatives are 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 29, 2025 has granted omnibus approval for Rendering and Availing of services between M/s Dhyey Consulting Services Private Limited , a wholly owned subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company and for an amount not exceeding Rs. 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of Rs. 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 Rs. 300,000,000/- (Rupees Thirty Crores) (including earlier omnibus approval of Rs. 180,000,000/-) as recommended by the Audit Committee of the Company; the transactions as per Regulation 18 & 23 of SEBI Listing Regulations, would exceed the threshold of Material Related Party transactions i.e. transactions i.e. which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower.

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 wholly owned subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company for an amount of Rs. 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, RPT Industry Standards, effective from September 01, 2025, the listed entity shall provide the Minimum information to the Shareholders for the approval of Material Related Party Transactions. The information as required under the said standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

Amount (Rs. 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	
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 wholly owned subsidiary company of DEVIT. M/s Dev Info- Tech North America Limited is a subsidiary of the Company of DEV IT – Related Party of M/s Dhyey Consulting Services Private Limited .
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	M/s Dhyey Consulting Services Private Limited is a wholly owned 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

Particulars	Details									
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 Dhyey Consulting Services Private Limited.									
(A3) Details of previous transactions with the related party										
Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	(₹ in Lakhs)									
	<table border="1"> <thead> <tr> <th>Sr No.</th> <th>Nature of transactions</th> <th>Amount</th> </tr> </thead> <tbody> <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> </tbody> </table>	Sr No.	Nature of transactions	Amount	1	Rendering of Services	Nil	2	Availing of Services	Nil
	Sr No.	Nature of transactions	Amount							
1	Rendering of Services	Nil								
2	Availing of Services	Nil								
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Sr No.	Nature of transactions	Amount								
1	Rendering of Services	Nil								
2	Availing of Services	Nil								
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										
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	3000 lakhs									
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	17.58%									
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)	168.29%									
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.	151.90%									
Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY2024-25 (₹ in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1974.97</td> </tr> <tr> <td>Profit After Tax</td> <td>3.20</td> </tr> <tr> <td>Net worth</td> <td>55.28</td> </tr> </tbody> </table>	Particulars	FY2024-25 (₹ in Lakhs)	Turnover	1974.97	Profit After Tax	3.20	Net worth	55.28	
	Particulars	FY2024-25 (₹ in Lakhs)								
	Turnover	1974.97								
	Profit After Tax	3.20								
Net worth	55.28									

Particulars	Details
(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.)	<ol style="list-style-type: none"> 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	<p>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.</p> <p>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.</p> <p>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 29, 2025 up to March 31, 2026. The Committee has verified that the transaction structure—whether availing or rendering services—does not exceed Rs. 30 crores and maintains compliance with regulatory requirements and shareholder interests.</p> <p>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</p>
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 2025-26
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 wholly owned 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.	<ul style="list-style-type: none"> i. Rendering of services to M/s Dev Info- Tech North America Limited does not exceed Rs. 20 crores for the period of one year i.e. Financial Year 2025-26; and ii. Availing of services from M/s Dev Info- Tech North America Limited does not exceed Rs. 10 crores for the period of one year i.e. Financial Year 2025-26; 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 wholly owned 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	<ul style="list-style-type: none"> 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 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.
Basis of determination of price.	Rendering and Availing of services between M/s Dhyey Consulting Services Private Limited , a wholly owned 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
(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.

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. 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 do hereby confirm that except the parties as aforementioned involved in this resolution to the extent of their shareholding, along with Mr. Jaimin J. Shah, Managing Director of the Company and Mr. Prerak P. Shah, Whole-time Directors of the Company, none of its Director or Key Managerial Personnel and their immediate relatives are 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 29, 2025 has granted omnibus approval for Rendering and Availing of services Between M/s Minddefft Technologies Private Limited, a wholly owned subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company for an amount not exceeding Rs. 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of Rs. 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 Rs. 300,000,000/- (Rupees Thirty Crores) (including earlier omnibus approval of Rs. 180,000,000/-) as recommended by the Audit Committee of the Company; the transactions as per Regulation 18 & 23 of SEBI Listing Regulations, would exceed the threshold of Material Related Party transactions i.e. which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for Rendering and Availing of services from M/s Dev Info- Tech North America Limited, a subsidiary company an amount of Rs. 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, RPT Industry Standards, effective from September 01, 2025, the listed entity shall provide the Minimum information to the Shareholders for the approval of Material Related Party Transactions. The information as required under the said standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

Amount (Rs. 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	
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 Minddefft Technologies Private Limited is a wholly owned subsidiary company of DEVIT. M/s Dev Info- Tech North America Limited is a subsidiary of our Company of DEVIT – Related Party of M/s Minddefft Technologies Private Limited .
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	M/s Minddefft Technologies Private Limited is a wholly owned 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.

Particulars	Details									
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 Minddeft Technologies Private Limited.									
(A3) Details of previous transactions with the related party										
Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	(₹ in Lakhs)									
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1	Rendering of Services	Nil								
2	Availing of Services	Nil								
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	3000 lakhs									
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	17.57%									
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)	1258.49%									
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.	151.90%									
Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY2024-25 (₹ in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1974.97</td> </tr> <tr> <td>Profit After Tax</td> <td>3.20</td> </tr> <tr> <td>Net worth</td> <td>55.28</td> </tr> </tbody> </table>	Particulars	FY2024-25 (₹ in Lakhs)	Turnover	1974.97	Profit After Tax	3.20	Net worth	55.28	
	Particulars	FY2024-25 (₹ in Lakhs)								
	Turnover	1974.97								
	Profit After Tax	3.20								
Net worth	55.28									

Particulars	Details
(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.)	<ol style="list-style-type: none"> 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	<p>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.</p> <p>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.</p> <p>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 29, 2025 up to March 31, 2026. The Committee has verified that the transaction structure—whether availing or rendering services—does not exceed Rs. 30 crores and maintains compliance with regulatory requirements and shareholder interests.</p> <p>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</p>
Tenure of the proposed transaction (tenure in number of years or months to be specified)	Rendering and Availing of services Between M/s Minddefft Technologies Private Limited, a wholly owned 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 2025-26
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 Minddefft Technologies Private Limited, a wholly owned 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.	<p>i. Rendering of services to M/s Dev Info- Tech North America Limited does not exceed Rs. 20 crores for the period of one year i.e. Financial Year 2025-26; and</p> <p>ii. Availing of services from M/s Dev Info- Tech North America Limited does not exceed Rs. 10 crores for the period of one year i.e. Financial Year 2025-26; and</p>
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	M/s Minddefft Technologies Private Limited is a wholly owned 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:	
(c) Name of the director / KMP	<p>i. Mr. Jaimin J. Shah, Managing Director of listed entity is a director in M/s Minddefft Technologies Private Limited</p> <p>ii. Mr. Pranav N. Pandya, Chairman & Whole-time Directors of the Company is a director in M/s Minddefft Technologies Private Limited</p> <p>iii. Mr. Prerak Shah, Whole-time Directors of the Company is a director in M/s Minddefft Technologies Private Limited</p> <p>iv. Mr. Vishal Vasu, Whole-time Directors of the Company is a director in M/s Minddefft Technologies Private Limited</p>
(d) 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 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.
Basis of determination of price.	Rendering and Availing of services between M/s Minddefft Technologies Private Limited , a wholly owned 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
(g) Amount of Trade advance	
(h) Tenure	
(i) Whether same is self-liquidating?	

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.
(i) Nature of indebtedness	
(j) Total cost of borrowing	
(k) Tenure	
(l) 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 do hereby confirm that except the parties as aforementioned involved in this resolution to the extent of their shareholding, along with Mr. Jaimin J. Shah (Managing Director), Mr. Pranav N. Pandya (Chairman & Whole-time director),

Mr. Vishal Vasu (Whole-time Director) and Mr. Prerak P. Shah (Whole-time Director) of the Company, none of its Director or Key Managerial Personnel and their immediate relatives are 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 August 08, 2025 has granted omnibus approval for Rendering and Availing of services Between M/s Dynamics Stars LLC, a Wholly owned step-down subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company for an amount not exceeding Rs. 180,000,000/- (Rupees Eighteen Crores) for the financial year 2025-26.

Considering the earlier omnibus approval of Rs. 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 Rs. 300,000,000/- (Rupees Thirty Crores) (including earlier omnibus approval of Rs. 180,000,000/-) as recommended by the Audit Committee of the Company; the transactions as per Regulation 18 & 23 of SEBI Listing Regulations, would exceed the threshold of Material Related Party transactions i.e. which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower.

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 Wholly owned step-down subsidiary of the Company and M/s Dev Info- Tech North America Limited, a subsidiary company an amount of Rs. 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, RPT Industry Standards, effective from September 01, 2025, the listed entity shall provide the Minimum information to the Shareholders for the approval of Material Related Party Transactions. The information as required under the said standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

Amount (Rs. 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.

Particulars	Details									
(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, Wholly owned 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 Wholly owned 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.									
(A3) Details of previous transactions with the related party										
Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	(₹ in Lakhs)									
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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										
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	3000 lakhs									
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	17.57%									
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)	621.13%									

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.	151.90%								
Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY2024-25 (₹ in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1974.97</td> </tr> <tr> <td>Profit After Tax</td> <td>3.20</td> </tr> <tr> <td>Net worth</td> <td>55.28</td> </tr> </tbody> </table>	Particulars	FY2024-25 (₹ in Lakhs)	Turnover	1974.97	Profit After Tax	3.20	Net worth	55.28
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	Profit After Tax	3.20							
Net worth	55.28								
(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.)	<ol style="list-style-type: none"> 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	<p>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.</p> <p>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.</p> <p>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 29, 2025 up to March 31, 2026. The Committee has verified that the transaction structure—whether availing or rendering services—does not exceed Rs. 30 crores per transaction type and maintains compliance with regulatory requirements and shareholder interests.</p> <p>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</p>								
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 wholly owned 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 2025-26								

Particulars	Details
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 wholly owned 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 Rs. 20 crores for the period of one year i.e. Financial Year 2025-26; and ii. Availing of services from M/s Dev Info- Tech North America Limited does not exceed Rs. 10 crores for the period of one year i.e. Financial Year 2025-26; 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 wholly owned 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:	
(e) Name of the director / KMP	None
(f) 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 wholly owned 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.
(j) Amount of Trade advance	
(k) Tenure	
(l) 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.
(m) Nature of indebtedness	
(n) Total cost of borrowing	
(o) Tenure	
(p) 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 do hereby confirm that except the parties as aforementioned involved in this resolution to the extent of their shareholding none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no.09

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

Place : Ahmedabad
Date : 5th September, 2025

Krisa Shah
(Company Secretary & Compliance Officer)