

Date: October 27, 2025

To,

National Stock Exchange of India Limited

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

Scrip Symbol: DEVIT

BSE Limited

Phiroze Jejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 543462

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting of the Company

We would like to inform you that the Extraordinary General Meeting of the Company ("**EGM**") is scheduled to be held on **Tuesday, the 18th November, 2025 at 04:00 P.M. at through Video Conferencing (VC) / Other Audio Visual Means (OAVM)** to transact the business set out in the notice.

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), please find enclosed herewith a copy of the Notice dated October 18, 2025, together with the Explanatory Statement thereto, seeking approval of the Members of Dev Information Technology Limited on the following item of business in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**") in this regard.

Sr. No.	Particulars	Type of Resolution
1.	Approval for Issuance of upto 1,50,00,000 fully Convertible Warrants on Preferential Basis and matters related therewith	Special Resolution

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with Depositories, Company and/or Link Intime India Private Limited ("**RTA**") as on Monday, October 27, 2025. The aforesaid Notice is also uploaded on the Company's website i.e., www.devitpl.com.

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

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



Cut-off date to vote on EGM Resolution	Tuesday, 11th November, 2025
Commencement of remote e-voting	From 9.00 a.m. (IST) on 14th November, 2025
Closure of remote e-voting	Upto 5.00 p.m. (IST) on 17th November, 2025
EGM	Tuesday, November 18, 2025, at 04:00 p.m. (IST)

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

Thanking you,

Yours faithfully,

for Dev Information Technology Limited

Krisa Shah

(Company Secretary & Compliance Officer)

Encl: Notice of EGM



DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ('EGM') of the Members of Dev Information Technology Limited (the "Company") will be held on Tuesday, the 18th November, 2025 at 04:00 P.M. at 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:

Special Businesses:

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

1. Approval for Issuance of upto 1,50,00,000 fully Convertible Warrants on Preferential Basis and matters related therewith :

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") on which the equity shares of the Company having face value of Rs. 2/- (Indian Rupees Two) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company is hereby authorised to accept, the consent and approval of the Members be and is hereby accorded to create, issue, offer and allot from time to time in one or more tranches, up to 1,50,00,000 (One Crore Fifty Lakhs) warrants, each convertible into, or exchangeable for 1 (one) fully paid up equity share of the Company of face value of Rs. 2/- each ("Warrants") at a price of Rs. 45.45/- each payable in cash ("Issue Price"), aggregating up to Rs. 68,17,50,000 (Rupees Sixty Eight Crores Seventeen Lakhs and Fifty Thousands Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months to the

Aeroflex Enterprises Limited ("Proposed Allottee") by way of a preferential issue in accordance with terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein below:

Sr. No	Name of the Allottee	Category	Number of Convertible Warrants
1.	Aeroflex Enterprises Limited (Formerly known as SAT Industries Limited)	Non-promoter	1,50,00,000

"RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of Convertible Warrants to the Proposed Allottee under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Proposed Allottee of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Issue Price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2018.
- b) The balance 75% of the Issue Price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof.
- c) The Proposed Allottee of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 2/- (Rupees Two only) each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment thereof (the "Warrant Exercise Period"), in one or more tranches.
- d) Warrants to be allotted upon conversion shall be under lock in for such periods as may be specified in the provisions of Chapter V of the ICDR Regulations, 2018.
- e) Warrants so allotted under this resolution shall not be sold or transferred, in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- f) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;
- g) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time; Each Convertible Warrant carries a right to subscribe to 1 (One) Fully Paid – up Equity Share of the Company.
- h) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.

- i) In the event the rights attached to the Convertible Warrants are not exercised within 18 (Eighteen) months from the date of allotment, then such Convertible Warrants shall lapse and the consideration paid/adjusted thereupon shall be forfeited.
- j) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- k) Warrants shall be issued and allotted by the Company only in dematerialized form;

"RESOLVED FURTHER THAT in accordance SEBI ICDR Regulations, the "Relevant Date", for determining the minimum price of the Share Warrants being allotted to the Proposed Allottee, on a preferential basis, is Friday i.e., 17th October, 2025, being the date, which is 30 (Thirty) days prior to the EGM and where the *Relevant Date* falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned to be the Relevant Date in accordance with the SEBI ICDR Regulations.

"RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form No. PAS-5, and issue a Private Placement Offer cum Application Letter in Form No. PAS-4, to the Proposed Allottee inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/conversion/exchange of the Warrants, without requiring any further approval of the Members;
- ii. to negotiate, finalize and execute all necessary agreements/documents/form filings/applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the

Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

- v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

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

SD/-

**Date: October 18, 2025
Place: Ahmedabad**

**Krisa Shah
(Company Secretary & Compliance Officer)**

**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 03/2025, dated September 22, 2025 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India (SEBI) Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, circular dated October 3, 2024 ('SEBI Circulars') and all other relevant circulars issued from time to time by MCA and SEBI, Extraordinary General Meeting ('EGM') of the Members of Dev Information Technology Limited ("the Company") will be held on Tuesday, 18th November, 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 EGM.**
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. 1 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 Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM 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 EGM 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 EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
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 EGM Notice along 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/investor-news-and-notices/extra-ordinary-general-meetings/>, 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 EGM 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 October 18, 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 18th day of November, 2025, shall after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before 20th day of November, 2025. The Result shall be announced by the Chairman of the Company on or before 20th day of November, 2025 (**within 2 working days from the conclusion of the EGM**) at Company's Registered Office and the resolution will be taken as passed effectively on the date of EGM.
10. 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 EGM 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.
11. 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, 11th November, 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 14th day of November, 2025 and will end on Monday, the 17th day of November, 2025. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.
12. 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).

13. 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.
14. 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, 11th November, 2025, only shall be entitled to avail of the facility of e-voting.
15. 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.
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. 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.
19. 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 EGM 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 EGM ("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 EGM in fair and transparent matter.
 - III. The remote e-voting facility will commence from **Friday, the 14th day of November, 2025** and will end on **Monday, the 17th day of November, 2025**. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.

Instructions for shareholders to vote electronically:

EVENT NUMBER:- 137497

The remote e-voting period begins on Friday, the 14th day of November, 2025 at 09:00 A.M. and will end on Monday, the 17th day of November, 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 11th November, 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 11th November, 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.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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 137497 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 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 EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

Item No. 1:

The Board of Directors of the Company, at its meeting held on October 18, 2025, approved, subject to approval of the members and such other approvals as may be required from regulatory authorities, the proposal to raise funds by way of issue and allotment of up to 1,50,00,000 (One Crore Fifty Lakh) Warrants to be convertible at an option of Warrant holder in one or more tranches of face value of ₹ 2/- each ("Warrants") at a price of Rs. 45.45/- each payable in cash ("Issue Price"), aggregating up to Rs. 68,17,50,000 (Rupees Sixty-Eight Crores Seventeen Lakhs and Fifty Thousands Only) on a preferential basis to the Aeroflex Enterprises Limited ("Proposed Allottee") in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder, the SEBI ICDR Regulations, SEBI LODR Regulations, and other applicable laws.

1. Objects of the Preferential Issue

The proceeds of the Preferential Issue are proposed to be utilized for:

Sr. No.	Object of the Issue	Amount (₹ In Crore)
1.	Working Capital Purpose	35.00
2.	Investment in subsidiaries via Loan or any convertible or non-convertible security	11.78
3.	Capital Expenditure towards: a. R&D /CoE (including setup) b. Technology expansion c. Geographical expansion	5.00
4.	General Corporate Purpose	16.40
	Total	68.18

2. Maximum number of specified securities to be issued

The Company shall issue 1,50,00,000 Fully Convertible Warrants.

3. Relevant date

The "Relevant Date" as per Regulation 161 of the SEBI ICDR Regulations is *Friday i.e., 17th October, 2025* (i.e., 30 days prior to the date of EGM and where the *Relevant Date* falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned to be the Relevant Date in accordance with the SEBI ICDR Regulations).

4. Pricing of the Preferential Issue

The Equity Shares of the Company are listed at the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The issue of convertible warrants to the Proposed Allottee will be at Rs. 45.45 per warrant which is higher than the calculated

price in accordance with Regulation 164 of the SEBI (ICDR) Regulations. (Being frequently traded shares).

Hence, based on the above, the Board of Directors of the Company has decided the issue price of Convertible Warrants on preferential basis shall be at Rs. 45.45/- each.

5. Basis for Preferential Allotment

The issue is being made to the Proposed Allottee, who have expressed interest in subscribing to the Convertible Warrants and have agreed to bring in the required funds.

6. The Name and Address of Monitoring Agency

Not Applicable

7. Intent of the Promoters/Directors/Key Managerial Personnel or senior management of the issuer to subscribe to the offer

None of the Promoter Group, Directors or Key Managerial Personnel or Senior Management of the Company intend to subscribe to the offer.

8. Tenure

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

9. Lock-in Period

The Convertible Warrants to be allotted will be subject to lock-in as per the provisions of Chapter V of the SEBI ICDR Regulations.

The Proposed Allottee does not hold any equity shares in the Company prior to the proposed preferential issue. Accordingly, the requirement of lock-in of pre-preferential shareholding under Regulation 167(6) of the SEBI (ICDR) Regulations, 2018 is not applicable.

10. Listing

The Equity Shares proposed to be allotted shall be listed on BSE Limited and National Stock Exchange of India Limited, subject to the receipt of necessary regulatory approvals.

11. Shareholding Pattern before and after the preferential issue

The Shareholding Pattern giving the present position and also considering full allotment of Convertible Warrants to promoter and non-promoter, as per Resolution of the Notice is given below: SHP as on 30.09.2025:

Sr. No	Category	Pre-Issue		Post Issue after Convertible Warrants*	
		No. of Shares	(%) of Holding	No. of Shares*	(%) of holding*
A. Promoter Holding					
(A)	Shareholding of Promoter and Promoter Group				
1	Indian	-	-	-	-
(a)	Individuals/ Hindu Undivided Family	3,54,12,550	62.86	3,54,12,550	49.64
(b)	Bodies Corporate	-	-	-	
(c)	Financial Institutions/ Banks	-	-	-	
(d)	Any Others	-	-	-	
	Sub Total(A)(1)	3,54,12,550	62.86	3,54,12,550	49.64
2	Foreign				
A	Individuals (Non Residents Individuals/ Foreign Individuals)	-	-	-	
B	Bodies Corporate	21,22,475	3.77	21,22,475	2.98
C	Institutions	-	-	-	-
D	Any Other	-	-	-	-
	Sub Total(A)(2)	21,22,475	3.77	21,22,475	2.98
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3,75,35,025	66.63	3,75,35,025	52.62
B. Non- Promoter's/Public Holding					
1	Institutions (Domestic)				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Any Other	-	-	-	-
	Sub Total(B)(1)	0	0	0	0
2	Institutions (Foreign)				
	Foreign Portfolio Investors Category I	1,87,501	0.33	1,87,501	0.26
	Sub Total(B)(2)	1,87,501	0.33	1,87,501	0.26
3	Non-institutions				
(a)	Bodies Corporate	9,80,572	1.74	1,59,80,572	22.40
(b)	Non-Resident Indians (NRIs)	4,27,847	0.76	4,27,847	0.60
(c)	Foreign Companies	-	-	-	-
(d)	Individuals	1,59,62,519	28.33	1,59,62,519	22.38
(e)	IEPF	-	-	-	-

(f)	Any other (Unclaimed or Suspense or Escrow Account; LLP; HUF and Clearing Members)	12,41,768	2.20	12,41,768	1.74
	Sub Total(B)(3)	1,86,12,706	33.04	3,36,12,706	47.12
	Total Public Shareholding (B)= (B)(1)+(B)(2) +(B)(3)	1,88,00,207	33.37	3,38,00,207	47.38
	GRAND TOTAL (A)+(B)	5,63,35,232	100.00	7,13,35,232	100.00

** the figures in the shareholding pattern are based on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said Warrants will be exercised / converted into equity shares. However, if any Warrants are not subscribed or exercised, the figures will change accordingly.*

12. Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee

Sr. No.	Name of the Allottee	Ultimate Beneficial owner
1.	Aeroflex Enterprises Limited (Formerly known as SAT Industries Limited)	Mr. Asad Daud & Mrs. Shehnaz D. Ali

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

Sr No.	Name of the Allottee	Category	Pre- Preferential Holding		Number of shares to be allotted	Post – Preferential Holding*	
			Number of Shares	% of Shares		Number of Shares*	% of Shares*
1	Aeroflex Enterprises Limited (formerly known as SAT Industries)	Non-promoter (Public)	-	-	1,50,00,000	1,50,00,000	21.03

** the figures in the shareholding pattern are based on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said*

Warrants will be exercised / converted into equity shares. However, if any Warrants are not subscribed or exercised, the figures will change accordingly.

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

15. Material terms of issue of Equity Shares, to be issued upon conversion of Convertible Warrants, on Preferential Basis

The Equity Shares to be issued, upon conversion of convertible warrants shall rank pari – passu with the existing Equity Shares of the Company in all respects.

16. Undertaking

The Company hereby undertakes that:

- a) Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

17. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

As mentioned above, the Proposed Allottee is non-promoter and such status will continue to remain the same post the Preferential Issue.

18. Practicing Company Secretary's Certificate:

The certificate from M/s. Murtuza Mandorwala & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

This certificate is also placed on the website of the Company : <https://www.devitpl.com/investor-relations/investor-relations/investor-news-and-notice/extra-ordinary-general-meetings/>

19. Other Disclosures

- a) The Company is in compliance with the conditions of continuous listing under SEBI LODR Regulations.
- b) Neither the Company nor its directors or promoters are categorized as wilful defaulters or fraudulent borrowers as per applicable SEBI guidelines.
- c) The Company has not made any preferential allotment of equity shares/convertible warrants during the year preceding the date of this notice.
- d) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- e) The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottee. None of the proposed allottees are Qualified Institutional Buyers (QIB).
- f) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- g) The Company shall make an application to the Stock Exchange for seeking their In-principal approval for the proposed preferential issue.

20. The Proposed Allottee have confirmed that:

- i. they have not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
- ii. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- iii. they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

21. Principal terms of assets charged as securities

Not Applicable

22. Valuation Report from an Independent Registered Valuer

The Proposed Preferential Issue results in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, so the Company has obtained a valuation report pursuant to Regulation 166A of SEBI (ICDR) Regulations, 2018 from Mr. Akshay Dodiya, Registered Valuer- (Reg No: IBBI/RV/11/2024/15552) and considered the same for determining the price.

Further the Proposed Preferential Issue is not expected to result in change of control.

This certificate is also placed on the website of the Company : <https://www.devitpl.com/investor-relations/investor-relations/investor-news-and-notices/extra-ordinary-general-meetings/>

The Board of Director believe that the proposed preferential issue is in the best interest of the company and its members and therefore recommends the Special Resolution as set out in this notice, to the members for their approval.

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

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

Sd/-

Krisa Shah
Company Secretary

Place: Ahmedabad
Date: October 18, 2025
