



**December 28, 2024**

To  
Listing Compliance Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (E), Mumbai 400051  
(Symbol: DTL)  
(ISIN: INE0JRD01019)

**Subject: Disclosure of Voting Results - Postal Ballot Notice dated November 13, 2024.**

Dear Sir(s),

In furtherance to our letter dated November 26, 2024, it is hereby informed that the Ordinary/ Special Resolutions proposed in the Postal Ballot Notice has been passed by the shareholders through remote e-voting on Friday, December 27, 2024 (last date of remote e-voting).

In this regard, please find enclosed:

- 1) Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) Report of Scrutinizer dated December 27, 2024.
- 3) Minutes of proceedings of the Postal Ballot.

The resolutions as set out in the postal ballot notice have been duly passed by the shareholders through remote e-voting process with requisite majority. The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.dienstentech.com>

You are requested to take the same on record.  
Thanking you

**For and on Behalf of  
Diensten Tech Limited**

**Sonia Vaid**  
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**CS Sonia Vaid**  
**Company Secretary and Compliance Officer**  
**Membership No: A68854**  
Enclosed as above

Company Name	DIENSTEN TECH LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	599
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	NOT APPLICABLE
Public:	
No. of Shareholders attended the meeting through Video Promoters and Promoter Group:	NOT APPLICABLE
Public:	0
	0

Resolution required: (Ordinary/ Special)	ORDINARY - Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum and Articles of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5780271	5780270	100.0000	5780270	0	100.0000	0.0000
	Poll	5780271	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5780271	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	32400	0	0.0000	0	0	0.0000	0.0000
	Poll	32400	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	32400	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2447975	476371	19.4598	476371	0	100.0000	0.0000
	Poll	2447975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2447975	0	0.0000	0	0	0.0000	0.0000
Total		8260646	6256641	75.7403	6256641	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Diensten Tech Ltd Employee Stock Option Plan 2024 and grant of stock options to the Eligible Employees/ Directors of the Company under the Scheme							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5780271	5780270	100.0000	5780270	0	100.0000	0.0000
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	Postal Ballot (if applicable)	5780271	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	32400	0	0.0000	0	0	0.0000	0.0000
	Poll	32400	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	32400	0	0.0000	0	0	0.0000	0.0000
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	Poll	2447975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2447975	0	0.0000	0	0	0.0000	0.0000
Total		8260646	6256641	75.7403	6256641	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Diensten Tech Ltd Employee Stock Option Plan and grant of stock options to the Eligible Employees/ Directors of the Company's subsidiaries under the Scheme							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5780271	5780270	100.0000	5780270	0	100.0000	0.0000
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	Postal Ballot (if applicable)	5780271	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	32400	0	0.0000	0	0	0.0000	0.0000
	Poll	32400	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	32400	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2447975	476371	19.4598	476371	0	100.0000	0.0000
	Poll	2447975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2447975	0	0.0000	0	0	0.0000	0.0000
Total		8260646	6256641	75.7403	6256641	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)	SPECIAL - Authorization to use the IPO Proceeds reserved for Working Capital to the following purposes: 1.General Corporate Purpose or 2.The payment of the existing/ fresh business acquisitions or 3.The payments of the existing/ fresh Business Transfer Agreement or 4.The repayment of the company's existing/ fresh loans.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5780271	5780270	100.0000	5780270	0	100.0000	0.0000
	Poll	5780271	0	0.0000	0	0	0.0000	0.0000
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Public- Institutions	E-Voting	32400	0	0.0000	0	0	0.0000	0.0000
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	Postal Ballot (if applicable)	32400	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2447975	476371	19.4598	476371	0	100.0000	0.0000
	Poll	2447975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2447975	0	0.0000	0	0	0.0000	0.0000
Total		8260646	6256641	75.7403	6256641	0	100.0000	0.0000



**REPORT OF SCRUTINIZER**

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]*

To  
Mr. Vipul Prakash  
Chairman  
Diensten Tech Limited  
CIN: L74140DL2007PLC160160  
Registered Office: 7th Floor, A-2, LSC, Masjid Moth, Greater Kailash-II,  
New Delhi -110048

Dear Sir,

**Sub: Scrutinizer's Report on postal ballot through remote e-voting in respect of passing of resolution set-out in the notice dated November 13, 2024**

I, Karm Sawhney, Proprietor of Karm Sawhney & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Diensten Tech Limited pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the postal ballot through e-voting in respect of the below-stated resolutions as proposed in the Postal Ballot Notice dated November 13, 2024, and I submit my report as under:

**1. Management Responsibility**

The management is responsible for ensuring compliance under the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules, and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting.



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The Postal Ballot Notice dated November 13, 2024, along with explanatory statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories.

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## **2. Scrutiniser's Responsibility**

My responsibility as the Scrutinizer of the voting process is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by KFIN Technologies Limited ("KFIN") the service provider.

The Company had availed the e-voting facility offered by KFIN for conducting e-voting by electronic means.

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## **3. Cut-off Date**

The shareholders of the Company holding shares as on the cut-off date of November 22, 2024, were entitled to vote on the resolution as contained in the postal ballot notice.

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## **4. Postal Ballot Process**

i. In accordance with the Postal Ballot Notice and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, the Postal ballot through e-voting commenced at 9.00 A.M. IST, Wednesday, November 27, 2024, and closed at 5.00 P.M. IST, Friday, December 27, 2024, and the e-voting module was blocked by KFIN thereafter.

ii. The Votes cast under e-voting were thereafter unblocked and downloaded on Friday, December 27, 2024, at 8:27 P.M. from the portal of KFIN, and was witnessed by two witnesses, Mr. Yash Chopra and Mr. Chitrang Jain who are not in the employment of the Company and / or the KFIN. They have signed below in confirmation of the same.



  
(Signed)  
**Yash Chopra**

  
(Signed)  
**Chitrang Jain**

iii. I have scrutinized and reviewed the remote e-voting based on the data downloaded from the KFIN e-voting system, at <https://evoting.kfintech.com/>

**5. Postal Ballot Result**

I now submit my report as under on the results of the remote e-voting in respect of the Resolutions:

**Resolution No. 1 - As an Ordinary Resolution**

**Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum and Articles of Association of the Company.**

**(i) Voting "in favour" of resolution**

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
11	62,56,641	100.00%

**(ii) Voting "against" of resolution**

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 2 - As a Special Resolution**

**Approval of Diensten Tech Ltd Employee Stock Option Plan 2024 and grant of stock options to the Eligible Employees/ Directors of the Company under the Scheme**

(i) Voting "in favour" of resolution

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
11	62,56,641	100.00%

(ii) Voting "against" of resolution

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 3 - As a Special Resolution**

**Approval of Diensten Tech Ltd Employee Stock Option Plan and grant of stock options to the Eligible Employees/ Directors of the Company's subsidiaries under the Scheme**

(i) Voting "in favour" of resolution



Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
11	62,56,641	100.00%

(ii) Voting "against" of resolution

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 4 - As a Special Resolution**

**Authorization to use the IPO Proceeds reserved for Working Capital to the following purposes:**

- 1. General Corporate Purpose or**
- 2. The payment of the existing/ fresh business acquisitions or**
- 3. The payments of the existing/ fresh Business Transfer Agreement or**
- 4. The repayment of the company's existing/ fresh loans.**

(i) Voting "in favour" of resolution

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
11	62,56,641	100.00%

(ii) Voting "against" of resolution



**CS KARM SAWHNEY**

ACS, IICA- Registered Independent Director,  
B. Com

Number of Members	of	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL		NIL	NIL

(iii) Invalid votes:

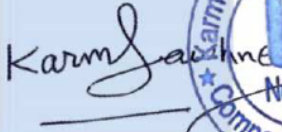
Number of Members	of	Number of votes cast by them (shares)	% of total number of valid votes cast
NIL		NIL	NIL

**6. Custody of Records**

All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safekeeping.

Based on the above information, you may kindly announce the results.

Thanking you,  
Yours Faithfully,

  
Karm Sawhney



CS Karm Sawhney  
Scrutinizer  
Membership No: A64986  
C.P. No: 24726

Proprietor  
Karm Sawhney & Associates  
Company Secretary  
ICSI Unique Code: S2023DE934900  
Peer Review Certificate. No. 5616/2024  
UDIN: A064986F003511407

Date: December 27, 2024  
Place: New Delhi





**MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING  
CONCLUDED ON DECEMBER 27, 2024**

The Board of Directors vide their resolution dated November 13, 2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Item No.	Description of Resolution
1	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum and Articles of Association of the Company.
2	Approval of Diensten Tech Ltd Employee Stock Option Plan 2024 and grant of stock options to the Eligible Employees/ Directors of the Company under the Scheme
3	Approval of Diensten Tech Ltd Employee Stock Option Plan and grant of stock options to the Eligible Employees/ Directors of the Company's subsidiaries under the Scheme
4.	Authorization to use the IPO Proceeds reserved for Working Capital to the following purposes: 1. General Corporate Purpose or 2. The payment of the existing/ fresh business acquisitions or 3. The payments of the existing/ fresh Business Transfer Agreement or 4. The repayment of the company's existing/ fresh loans.

- a) The Company had engaged the services of KFin Technologies Limited for the purpose of providing evoting facility and technical services relating to the Postal Ballot to all its members.
- b) The Company had appointed M/s. Karm Sawhney & Associates, Company Secretaries represented by Mr. Karm Sawhney, Practicing Company Secretary (Membership No. A64986 and CP No. 24726) as the Scrutinizer to conduct the voting process (e-voting and poll) in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date November 22, 2024, seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 599.

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- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on Friday, November 22, 2024.
- f) A Public advertisement was published on November 26, 2024, in Financial Express (English) Delhi Edition and Jansatta Delhi Edition in Hindi.
- g) The e-voting commenced on 9:00 a.m. (IST) on Wednesday, November 27, 2024, and shall end at 5:00 p.m. (IST) on Friday, December 27, 2024.
- h) The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at 5.05 PM IST on December 27, 2024, from Kfintech portal in the presence of two witnesses.
- i) The Scrutinizer then rendered his report to the Chairman.
- j) The Scrutinizer's report was circulated to the Board. The Board noted that the resolutions set out in the postal ballot notice dated November 13, 2024 have been duly passed with requisite majority.

Resolutions	Total Shares as on the cut-off date	No. of votes polled	No. of votes in favour	% of Votes in favour	No. of votes against	% of Votes against
Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum and Articles of Association of the Company.	8260646	6256641	6256641	75.74%	0.00	0.00%
Approval of Diensten Tech Ltd Employee Stock Option Plan 2024 and grant of stock options to the Eligible Employees/ Directors of the Company under the Scheme	8260646	6256641	6256641	75.74%	0.00	0.00%

Approval of Diensten Tech Ltd Employee Stock Option Plan and grant of stock options to	8260646	6256641	6256641	75.74%	0.00	0.00%
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the Eligible Employees/ Directors of the Company's subsidiaries under the Scheme						
Authorization to use the IPO Proceeds reserved for Working Capital to the following purposes: 1.General Corporate Purpose or 2.The payment of the existing/ fresh business acquisitions or 3.The payments of the existing/ fresh Business Transfer Agreement or 4.The repayment of the company's existing/ fresh loans.	8260646	6256641	6256641	75.74%	0.00	0.00%

**Note –**

1. None of the promoter / promoter group members were interested in aforementioned resolutions
2. In terms of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), have not voted to approve the above-mentioned resolutions

The text of resolutions as set out in the postal ballot notice dated November 13, 2024, that were passed by the shareholders were as follows:

**1) Resolution No.1: Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum and Articles of Association of the Company.**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 (1)(a), 64 and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing ₹15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore and fifty lacs) shares

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of Rs. 10 each to ₹ 25,00,00,000 (Rupees Twenty-five Crore) divided into 2,50,00,000 (Two Crore and fifty Lacs) shares of Rs. 10 each and consequently the existing Clause V of the Memorandum

of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

**‘The Authorized Share Capital of the Company is ₹ 25,00,00,000 (Rupees Twenty-five Crores only) divided into 2,50,00,000 (Two Crore and fifty Lacs) shares of Rs. 10 each, with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify, from time to time, such shares into any class of shares.’**

**RESOLVED FURTHER THAT** the said Equity shares shall rank pari-passu in all respects with the fully paid-up Equity shares of the Company.

**RESOLVED FURTHER THAT** Mr. Vipul Prakash- Managing Director or Ms. Sonia Vaid- Company Secretary of the Company be and are hereby severally authorized to do all act(s), deed(s), matter(s) and thing(s) as may be necessary, proper or expedient for giving effect to the aforesaid resolution and to settle any question(s) or doubt(s) that may arise in relation thereto, and to file such necessary form(s) or submit any document(s) as required with the Registrar of Companies, Delhi and Haryana at New Delhi or any other Authority and to pay such stamp duty and Registration fees as prescribed under the applicable law and to do all act(s), deed(s) and thing(s) in connection therewith and incidental thereto, that may be required to give effect to the aforesaid resolution.

## **2) Resolution No. 2: Approval of Diensten Tech Ltd Employee Stock Option Plan 2024 and grant of stock options to the Eligible Employees/ Directors of the Company under the Scheme.**

**RESOLVED THAT** approval be and is hereby granted to the Diensten Tech Ltd Employee Stock Option Plan 2024 (the “Plan” or “Scheme”), tabled at the meeting and initialled by the Managing Director for identification.

**“RESOLVED THAT** pursuant to the provisions of Section 62, and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall include any committee of the Board (hereinafter referred to as the “Committee”) to adopt the Diensten Tech Ltd Employee Stock Option Plan 2024 (the Plan/ the Scheme) and to create, offer and grant from time to time such number of options to eligible employees whether working in India or out of India and to Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time, as may be decided by the Committee of the Board or the Board under the Plan, exercisable into not more than 5,78,245 (five lakhs seventy-eight thousand two hundred forty-five) options, each Option giving

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the right but not the obligation to the holder to subscribe to one fully paid-up Equity Share in the Company, of discounted share price of Rs. 90 (ninety) each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board or a Committee in accordance with the provisions of the Diensten Tech Ltd Employee Stock Option Plan 2024 and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division or such other event, the Board or the Committee be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under Diensten Tech Ltd Employee Stock Option Plan 2024 are passed on to the Eligible Employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board or the Committee be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Plan as it may deem fit subject to approval from shareholders and in conformity with the provisions of the Companies Act 2013, the Articles of Association and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions any Director be or Company Secretary is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto.

### **3) Resolution No. 3: Approval of Diensten Tech Ltd Employee Stock Option Plan and grant of stock options to the Eligible Employees/ Directors of the Company's subsidiaries under the Scheme**

**“RESOLVED THAT** pursuant to the provisions of Section 62, and other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee of the Board to adopt the Diensten Tech Ltd Employee Stock Option Plan 2024 (the Plan/ the Scheme) and to create, offer and grant from time to time such number of options to eligible employees of the subsidiary(ies) Companies whether working in India or out of India and to Directors of the subsidiaries (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time, as may be decided by the Board under the Plan, exercisable into not more than 5,78,245 (five lakhs seventy-eight thousand two hundred forty five) options, each Option giving the right but not the obligation

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to the holder to subscribe to one fully paid-up Equity Share in the Company, of discounted share value of Rs. 90 (ninety) each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board or the Committee in accordance with the provisions of the Diensten Tech Ltd Employee Stock Option Plan 2024 and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division or such other event, the Board or the Committee of the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under Diensten Tech Ltd Employee Stock Option Plan 2024 are passed on to the Eligible Employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Plan as it may deem fit subject to approval from shareholders and in conformity with the provisions of the Companies Act 2013, the Articles of Association and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions any Director be and Company Secretary is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto.”

**4) Resolution No. 4: Authorization to use the IPO Proceeds reserved for Working Capital to the following**

**purposes:**

- 1. General Corporate Purpose or**
- 2. The payment of the existing/ fresh business acquisitions or**
- 3. The payments of the existing/ fresh Business Transfer Agreement or**
- 4. The repayment of the company’s existing/ fresh loans.**

**RESOLVED THAT** the Company is authorized to utilize the IPO Proceeds reserved for Working Capital to the following purposes:

1. General Corporate Purpose or
2. The payment of the existing/ fresh business acquisitions or
3. The payments of the existing/ fresh Business Transfer Agreement or
4. The repayment of the company’s existing/ fresh loans as described in the Prospectus.

**Sonia Vaid** Digitally signed  
by Sonia Vaid  
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**RESOLVED FURTHER THAT** The objects of the Issue, as outlined in the Prospectus, shall not be varied without the prior approval of the shareholders via postal Ballot, and any proposed changes to the utilization of the proceeds must be approved in accordance with the applicable laws and the rules governing such variations.

**RESOLVED FURTHER THAT** The Board of Directors or Company secretary of the Company is hereby severally authorized to take all necessary steps and actions to implement the provisions of this resolution, including making the necessary filings with regulatory authorities and informing the shareholders.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions any Director be and Company Secretary is hereby authorized to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto.

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.

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Vaid**  Digitally signed  
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