DTL®
Diensten Tech Ltd.

www.dienstentech.com
info@jkdtl.com
01140562187

**November 26, 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: Postal Ballot Notice**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed a copy of the postal ballot notice seeking approval of the Shareholders of the Company for:

| 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:<br>1. General Corporate Purpose or<br>2. The payment of the existing/ fresh business acquisitions or<br>3. The payments of the existing/ fresh Business Transfer Agreement or<br>4. The repayment of the company's existing/ fresh loans. |

In compliance with the applicable circulars, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Friday, November 22, 2024

The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to enable the members to cast their votes electronically. The remote e-voting period shall commence from 9:00 a.m. (IST) on Wednesday, November 27, 2024, and shall end at 5:00 p.m. (IST) on Friday, December 27, 2024.

Sonia Vaid

Digitally signed by Sonia Vaid
Date: 2024.11.26 14:53:02 +05'30'

The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website at www.dienstentech.com/.

You are requested to take the same on record.

Thanking you

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

Sonia Vaid Digitally signed by Sonia Vaid Date: 2024.11.26 14:52:40 +05'30'

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

Enclosed: Postal Ballot Notice

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## NOTICE OF POSTAL BALLOT

**Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014**

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022,General Circular No. 09/2023 dated 25th September 2023, General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The resolutions appended below are proposed to be passed by the Members of Diensten Tech Limited ("the Company"), by way of Postal Ballot, only through remote e-voting process. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 22nd November, 2024 ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, a physical copy of the

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Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company has 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.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of KFin Technologies Limited ('RTA") for the purpose of providing remote e-voting facility to all its Members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes in this Notice. The remote e-voting period commences on Wednesday, November 27, 2024, from 09.00 a.m. (IST) and ends on Friday, December 27, 2024, at 5.00 p.m. (IST). After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman. The results of the Postal Ballot shall be announced on or before Monday, December 30, 2024. The said results along with the Scrutinizer's Report shall be placed on the Company's website www.Dienstentech.com and on the website of the RTA https://evoting.kfintech.com. immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Friday December 27, 2024.

**Item No.1**

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

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

**"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

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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 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;

**Item 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**

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

**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 initialed 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 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.

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**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.”

**Item 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**

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

**“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

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thousand two hundred forty five) options, each Option giving the right but not the obligation 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."

**Item 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.**

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

The Company has issued a Prospectus in connection with the use of IPO proceeds (the "Issue"), which outlines the intended use of proceeds, including the allocation towards Payment of liability raised against outstanding payment of consideration for “Professional Services and Training Division” business acquired from J K Techno soft Limited, vide Business Transfer Agreement Dated April 30, 2022, Issue Expenses, working capital requirements and GCP (General Corporate Purpose).

As per the terms and details disclosed in the Prospectus, the objects of the Issue were specified, and the proceeds of the Issue were primarily intended for working capital purposes.

The Company intends 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.

**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.

**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.

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**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.

**By Order of the Board**
**For Diensten Tech Limited**

**Sd/-**
**Vipul Prakash**
**Managing Director**
**DIN NO: 01334649**
**Address: 204/1, Neb Valley, Sainik Farms,**
**Neb Sarai, New Delhi-110068**

**Date:13-11-2024**
**Place: New Delhi**

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**Notes:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.

2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, November 22, 2024 ("cut-off date") and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).

3. All the Members of the Company as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company /Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.

4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of KFin Technologies Limited the RTA to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.

5. A copy of this Postal Ballot Notice shall also be available on the Company's website at www.dienstentech.com, on the websites of the Stock Exchange i.e. National Stock Exchange of India Limited("NSE") at www.nseindia.com respectively, and on the website of RTA at https://evoting.kfintech.com .

6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Delhi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at www.dienstentech.com.

7. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only

8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to acskarmsawhney@gmail.com with a copy marked to Sonia.vaid@jkdtl.com.

9. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. Friday, December 27, 2024.

10. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on Sonia.vaid@jkdtl.com

11. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members

12. In case of any queries, you may contact Ms. Sonia Vaid, Company Secretary and compliance officer at Sonia.vaid@jkdtl.com

13. Voting through Electronic Means, In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting

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facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to its members.

14. The remote e-voting period commences on Wednesday, November 27, 2024, from 09.00 a.m. (IST) and ends on Friday December 27, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by a member, the same will not be allowed to change subsequently.

**FOR REMOTE E-VOTING, PLEASE READ CAREFULLY THE"PROCEDURE/INSTRUCTIONS FOR REMOTE EVOTING" ENUMERATED HEREIN.**

**Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | 1. **User already registered for IDeAS facility:**<br><br>I. Visit URL: https://eservices.nsdl.com.<br>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.<br>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".<br>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.<br><br>2. **User not registered for IDeAS e-Services**<br><br>I. To register click on link : https://eservices.nsdl.com.<br>II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.<br>III. Proceed with completing the required fields.<br>IV. Follow steps given in points 1.<br><br>3. **Alternatively, by directly accessing the e-Voting website of NSDL**<br><br>I. Open URL: https://www.evoting.nsdl.com/. |

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|---|---|
| | II. Click on the icon "Login" which is available under 'Shareholder/Member' section.<br>III. 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.<br>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. M/s. KFin Technologies Limited (service provider)<br>V. On successful selection, you will be redirected to KFin Technologies Limited (Service Provider) e-Voting page for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | **1. Existing user who have opted for Easi / Easiest**<br><br>I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com<br>II. Click on New System Myeasi.<br>III. Login with your registered User ID and Password.<br>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. M/s. Kfin Technologies Limited (Kfintech) e-Voting portal.<br>V. Click on e-Voting service provider name to cast your vote.<br><br>2. **User not registered for Easi/Easiest**<br><br>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br>II. Proceed with completing the required fields.<br>III. Follow the steps given in point 1.<br><br>3. **Alternatively, by directly accessing the e-Voting website of CDSL**<br><br>I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin.<br>II. Provide your Demat Account Number and PAN No.<br>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.<br>IV. After successful authentication, user will be provided links for the respective ESP, i.e. M/s. Kfin Technologies Limited (Kfintech) where the e- Voting is in progress. |
| Individual Shareholder login through their demat | I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.<br>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository |

| | |
|---|---|
| accounts / Website of Depository Participant | site after successful authentication, wherein you can see e-Voting feature.<br>III. Click on options available against company name or e-Voting service provider – M/s. Kfin Technologies Limited (Kfintech) and you will be redirected to e-Voting website of M/s. Kfin Technologies Limited (Kfintech) for casting your vote during the remote e-Voting period without any further authentication. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID / Forgot Password option available at respective websites.

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

| Login type | Helpdesk details |
|---|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free Number: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

**Step 2: Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you

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are already registered with M/s. Kfin Technologies Limited (Kfintech) for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it**. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'XXXX – Postal Ballot" and click on "Submit".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Notice of Postal Ballot and e-voting instructions cannot be served, will have to follow the following process:

I. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.

II. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678

2. Example for CDSL : MYEPWD <SPACE> 1402345612345678

3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call K-fintech toll free number 1-800-309-4001 for all e-voting related matters. Member may send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

If the member is already registered with K-fintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of Kfintech's website for e-voting: https://evoting.kfintech.com or contact Kfintech as per the details given below.

**CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

Members are requested to note the following contact details for addressing e-voting related grievances:

**Mr. Mohammed Shanoor**
KFin Technologies Limited Selenium
(Unit: Andhra Paper Limited)
Tower B, Plot 31 & 32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad 500 032
Toll-free No.: 1800 309 4001
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
E-mail: einward.ris@kfintech.com

## ANNEXURE TO NOTICE

## EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos.1 to 4 of the accompanying Notice dated: 13th November 2024:

**Item No.1**

**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The present Authorized Share Capital of the Company is ₹15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore and Fifty Lacs) shares of Rs. 10 each. The Paid-up Share Capital of the Company is ₹ 8,26,06,460 (Rupees Eight Crores Twenty-Six Lakhs Six Thousand Four Hundred and Sixty Only) comprising 82,60,646(Eighty-Two Lakh Sixty Thousand Six Hundred and Forty-Six) Equity Shares of Rs. 10/- (Rupees Ten) each.

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares in future after passing of six months from the date of listing on National Stock Exchange, it is proposed to increase the Authorized Share Capital of the Company from ₹ 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore and fifty lacs) shares of Rs. 10 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 ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of the increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members via postal Ballot.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above ordinary resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except to the extent of their shareholding are, in anyway, concerned or interested in the above resolution.

**Item No.2 & 3**

**Approval of the Diensten Tech Limited "Employee Stock Option Plan 2024" for eligible employees of Diensten Tech Limited and its subsidiaries**

The Diensten Tech Ltd Employee Stock Option Plan 2024 envisages the grant of share options to eligible employees of the company and its subsidiaries.

The terms of the Scheme are as follows:

1.**Brief description of the Scheme**

The objective of Diensten Tech Ltd Employee Stock Option Plan is to reward employees for their contribution, and retain the best performing, critical talent to achieve target valuation. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.

2.**Total Number of Options to be granted**

The total number of Options will not exceed 5,78,245 (five lakhs seventy-eight thousand two hundred forty-five) options which will be available for grant to eligible employees of the Company under the Scheme. Each option (after it is vested) will be exercisable for one Equity share of Rs. 90 (Rupees ninety only) each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granting at a future date.

In case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division or such other event, a fair and reasonable adjustment shall be made to the options granted.

The options granted to an employee shall not be transferred, pledged, hypothecated, mortgaged or otherwise alienated in any manner.

**3.Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

**The following employees would be entitled to participate in the Scheme**:

a) Permanent employees of the Company working in India or out of India;

b) A director of the company, whether a whole-time director or not but excluding an independent director;

c) An employee as defined in clause (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company.

**Following persons are not eligible:**

a) An employee who is a Promoter or belongs to the Promoter Group.

b) a director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and

c) an Independent Director

In case of a startup company recognised by Department for Promotion of industry and Internal Trade, the conditions mentioned in sub-clauses (a) and (b) shall not apply up to ten years from the date of its incorporation or registration. The Board or the Committee of the Board will determine the specific employees or class of employees who will be eligible for award of stock options based on the performance criteria and such other criteria as may be decided.

4.**Requirements of vesting and period of vesting**

Vesting of the options shall take place over one to five years from the date of grant. The Board at the time of grant may specify certain criteria linked to the individual and/or organisational performance or any other criteria as it may deem fit for all or a part of the Options, the fulfilment of which might be a requisite for the options to vest. The minimum vesting period will be 1 (one) year from the date of grant.

5. **Maximum Period in which the Options will be vested**

Vesting of the options shall take place over one to five years from the date of Grant.

6**. Exercise Price**

www.dienstentech.com
info@jkdtl.com
01140562187

The exercise price shall be decided by the Board in line with the Companies Act Regulations. The Exercise price shall not be below the Face Value of the share.

7. **Exercise Period and Process**

The Exercise period shall commence from the date of the Grant of Options. The Exercise period shall be decided by the Board subject to a maximum period of 4 years from the date of vesting of options.

The options shall be exercisable by the employees by a written application or through any mode as may be prescribed by the Board or the Committee, to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board or the Committee at its sole discretion.

8. **The appraisal process for determining the eligibility of employees for the scheme(s);**

The appraisal process for determining the eligibility of the employee will be specified by the Board and may be based on criteria such as seniority of employee, length of service, past performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Board.

9. **Lock-in period, if any;**

The shares arising out of exercise of vested options under the Plan would not be subject to any lock-in-period after such exercise, except if any lock-in is required pursuant to applicable law.

10. **Maximum number of options to be issued per employee and in aggregate**

The Board will decide the maximum number of options to be granted per employee and in aggregate. The aggregate number of options under the plan shall not exceed 5,78,245 (five lakhs seventy-eight thousand two hundred forty-five). However, the above ceiling from time to time shall be adjusted in case of any corporate action as defined in the Plan Document.

11. **Method which the company shall use to value its options**

The Board and or the Committee shall determine from time to time the valuation and accounting methodology for the options issued under the Plan as per changes in the applicable law. The company shall comply with all the relevant disclosures as per the applicable laws.

12**.Conditions under which option vested in employees may lapse**

Vested options may lapse due to non-exercise of options within exercise period or where termination of employment is for cause, then all options vested (but not exercised) or unvested, shall stand cancelled.

Cause shall mean, as determined by the Board, which shall include but will not be limited to the points as defined in the Plan document. All decisions made by the Board in determining the cause and subsequent actions shall be final and binding on the employees. Any vested options not exercised within the specified period shall lapse, and the shares covered by such option shall again become available for issuance under the Plan under the ESOP Pool.

13. **Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee**

On voluntary resignation on the part of the Employee or termination of employment without a cause, all vested options have to be exercised before their last working day since date of submission of resignation, post which they will be considered forfeited. However, all unvested options will lapse the day the resignation is submitted.

14. **Whether the scheme(s) is to be implemented and administered directly by the company or through a trust**

The Scheme will be implemented by the Company directly

15. **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both**

The Scheme will involve issue of new shares by the Company and will not involve any secondary acquisition

16. **The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.**

Not Applicable

17. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)**

Not Applicable

18. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**

The Company shall follow the Guidance as mentioned under the 'Indian Generally Accepted Accounting Principles' or the relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

The Board of Directors recommends the above Special resolution for your approval.

None of the Directors are concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the Scheme.

**Item 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.**

The purpose of the above resolution is to seek the approval of the shareholders to confirm the Company's intended use of proceeds reserved for working capital purposes, as disclosed in the Prospectus. Specifically, the Company intends 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 per the terms of the Issue outlined in the Prospectus, the Company committed to using the proceeds primarily for working capital requirements. Given that the Company plans to allocate these proceeds for specific purposes, it is imperative that shareholders provide their authorization to ensure transparency and compliance with the terms set out in the Prospectus.

Additionally, the Company confirms that it will not vary or change the use of the proceeds from the Issue without obtaining prior shareholder approval, in line with the regulatory framework governing such variations.

This resolution is intended to ensure the appropriate and lawful use of the Issue proceeds and safeguard the interests of the shareholders.

The Board of Directors recommends the above Special resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except to the extent of their shareholding are, in anyway, concerned or interested in the above resolution.

**By Order of the Board**
**For Diensten Tech Limited**

**Sd/-**
**Vipul Prakash**
**Managing Director**
**DIN NO: 01334649**
**Address: 204/1, Neb Valley, Sainik Farms, Neb Sarai, New Delhi-110068**

**Date:13-11-2024**
**Place: New Delhi**