



**DIGITIDE SOLUTIONS LIMITED**

CIN: U62099KA2024PLC184626

Registered Office: 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560103

Tel No.: 080- 6105 600; Website: [www.digitide.com](http://www.digitide.com);

Email: [corporatesecretarial@digitide.com](mailto:corporatesecretarial@digitide.com)

## **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 Members,

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"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking the consent of the members, to pass the proposed resolution appended below by way of a special resolution by the members of the Company as on the Cut-off date through the Postal Ballot only by way of voting through electronic means ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The Board of Directors of the Company have appointed M/s. DPV & Associates LLP, Practising Company Secretary, as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as such. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The remote e-voting period commences on Friday, June 20, 2025 from 9:00 a.m. (IST) and ends on Saturday, July 19, 2025 at 5:00 p.m. (IST). The e-voting module will be disabled/blocked after business hours i.e., at 5:00 PM on Saturday, July 19, 2025 for voting by the Members. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently.

The Scrutinizer will submit his report, after the completion of Scrutiny, to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the e-voting will be announced as per statutory timelines.

Consent of the members is hereby sought for the proposals contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed resolution, is annexed to this Postal Ballot Notice for member's consideration.

**SPECIAL BUSINESS:**

**Item No. 1: Appointment of Ms. Robin Jill Thomashauer (DIN: 11032811) as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as the ‘Board’), Ms. Robin Jill Thomashauer (DIN: 11032811), who was appointed as an Additional Director (in the category of Non-Executive Independent Director) by the Board with effect from April 21, 2025, and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years with effect from the date of appointment, i.e., April 21, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for continuation of directorship of Ms. Robin Jill Thomashauer (DIN: 11032811) as an Independent Director of the Company beyond the age of 75 years till the expiry of her term i.e. April 20, 2030.

**RESOLVED FURTHER THAT** that any Director or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**By Order of the Board of Directors**

**For Digitide Solutions Limited**

**Sd/-**

**Place: Bengaluru**

**Date: June 11, 2025**

**Neeraj Manchanda**  
**Company Secretary & Compliance Officer**

Registered Office:

3/3/2, Bellandur Gate,  
Sarjapur Main Road, Bengaluru 560103  
CIN: U62099KA2024PLC184626  
Website: [www.digitide.com](http://www.digitide.com);  
Email: [corporatesecretarial@digitide.com](mailto:corporatesecretarial@digitide.com)  
Tel No.: 080- 6105 6001

**NOTES:**

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Regulation 17(11) of the Listing Regulations setting out material facts concerning the aforesaid business of the accompanying Notice is annexed hereto. The relevant details as required under Regulation 26(4) and Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, of the person seeking re-appointment as Director is also annexed.

2. In compliance with MCA Circulars, the Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on, Friday, June 13, 2025 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot, as permitted under the MCA Circulars.

If your e-mail address is not registered with the Company/Depositories, please follow the process provided herein to receive this Postal Ballot Notice. Shareholders are requested to read the instructions in the Notes under the section "Voting Instructions" in this Postal Ballot Notice to cast their vote electronically.

3. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.digitide.com](http://www.digitide.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), being the agency providing the remote e-voting facility.

4. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular") and SS-2 and the MCA Circulars and SEBI Circulars the Company is pleased to provide remote e-voting facility to its members to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by CDSL. The instructions for electronic voting are annexed to the Notice.

5. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through a remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. Shareholders are requested to cast their vote through the remote e-voting process not later than 5:00 P.M. on Saturday, July 19, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

6. All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till Friday, July 18, 2025.

**INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:**

Step 1: Access through Depositories e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

Details on Step 1 are as below:

**The instructions for Members for remote e-voting are as under:**

- (i) The voting period begins on Friday, June 20, 2025 from 09:00 a.m. (IST) and ends on Saturday, July 19, 2025 at 05:00 p.m. (IST). During this period shareholders' of the

Company, holding shares either in physical form or in dematerialized form, as on the cut-off date June 13, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on</li></ol>

	<p>login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></p>	<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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporatesecretarial@digitide.com](mailto:corporatesecretarial@digitide.com)(designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

#### **GENERAL GUIDELINES FOR SHAREHOLDERS:**

1. During the voting period, members can login to e-voting platform any number of times till they have voted on all the resolutions for a particular “Event”.
2. Shareholders holding multiple folios/Demat account shall choose the voting process separately for each of the folios/Demat account.
3. In case the shareholders have any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (“FAQs”) and e-Voting manual available on the CDSL website.

#### **OTHER INSTRUCTIONS:**

- a. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman or any one of the Key Managerial Personnel of the Company as authorized by the Board.
- b. The results, together with the Scrutinizer’s report, will be displayed at the registered office and on the website of the Company i.e., [www.digitide.com](http://www.digitide.com) and also on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed. The resolutions, if approved, shall be deemed to have been duly passed on the last date of e-voting i.e., Saturday, July 19, 2025 and will become effective on and from the date mentioned herein.

**EXPLANATORY STATEMENT**  
[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

**Item No. 1:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 21, 2025 appointed Ms. Robin Jill Thomashauer (DIN: 11032811) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years from April 21, 2025 to April 20, 2030, subject to the approval of the members.

As per the provisions of Section 161(1) of the Act, she hold office up to the date of next Annual General Meeting of the Company, and is eligible for appointment as an Independent Director to hold office for a term of 5 (five) consecutive years.

In terms of Section 152 of the Act, she is not liable to retire by rotation. Her brief profile is mentioned in the table herein.

Ms. Robin has given the consent to act as Non-Executive Independent Directors of the Company and has furnished necessary declarations to the Board of Directors that she meets the criteria of independence as provided under Section 149(6) of the Act read with Listing Regulations. Further, as per the declarations received by the Company, she is not disqualified under Section 164 of the Act. In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past.

She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The draft letter of appointment containing the terms and conditions of her appointment as Non-Executive Independent Directors is available for inspection by members at the Registered Office of the Company on any working day during working hours.

She does not hold any equity shares in the Company. She is not related to any of the Directors of the Company. The directorships held by her are within the limits prescribed under Section 165 of the Act.

The disclosures relating to her, as required under the provisions of Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

Pursuant to the BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, we hereby affirm that she is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

Pursuant to Regulation 17(1A) of the Listing Regulations, no listed Company shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect.

The Board considered that, given her vast expertise, professional integrity, and proven leadership capabilities, the continued association of Ms. Robin Jill Thomashauer as an Independent Director after the age of 75 years, till the completion of her term of 5 years, would be of immense benefit to the Company. The Board believes that her global perspective and strategic insight are well aligned with the Company's long-term vision on expansion plans in

global market including USA and healthcare/ insurance market. It is noteworthy that she brings significant experience across various segments of the healthcare ecosystem, including start-ups, non-profit organizations, and for-profit enterprises.

Accordingly, the Board recommends passing of the Special Resolution set out in Item 1 in relation to appointment of Ms. Robin as an Independent Director for a term of 5 years irrespective of her attaining the age of 75 years (till the expiry of her term on April 20, 2030) for the approval by the members of the Company.

Ms. Robin shall be eligible to receive sitting fees for attending meetings of the Board and Committee. She shall also be eligible for commission as percentage of profit, as may be approved by the Board of Directors and members of the Company. The total compensation (excluding the sitting fees) shall not exceed overall 1% of the net profits of the Company as calculated under Section 198 of Companies Act, 2013. In the event of any loss, absence or inadequacy of any profits of the Company in the financial year, commission or yearly remuneration will be paid to the Independent Director with the prior approval of the Members of the Company in terms of Section II of Part II of Schedule V of Companies Act, 2013.

Except the director concerned, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution, by virtue of their directorship and to the extent of their shareholding in the Company.

Additional information of Director seeking appointment, in pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2):

<b>Name of Director</b>	Ms. Robin Jill Thomashauer
<b>Age</b>	72
<b>Date of First Appointment</b>	21.04.2025
<b>Qualifications</b>	Master of Arts in Health Services Administration from the George Washington University and Bachelor of Arts from Colgate University.
<b>Experience and Expertise in specific functional areas</b>	<p>She is a proven executive with strong record of leadership success in diverse healthcare environments including start-up, growth stage, not-for-profit and for-profit. Board experience, including leadership roles in a wide range of organizations. She is the founder CEO of CAQH, Washington, DC, dedicated for alliance of health plans that serves as a catalyst for industry collaboration on initiatives that simplify the business of healthcare. Her expertise included full P &amp; L development and management, Board relations, strategic planning, new product initiatives, hiring and management of senior leadership, and development and evolution of organizational structure.</p> <p>She partnered with a wide range of industry stakeholders, resulting in the collective development and implementation of solutions that provide meaningful, concrete value for the healthcare industry.</p> <p>Previously, she was associated with organisations like Pricewaterhousecoopers, Washington, DC, and Kaiser Permanente. She is also on the board of various government committees and Board of Trustees in the field of strategic planning, healthcare sector and public initiatives.</p>
<b>Directorship and Membership of</b>	<b>Directorship: NIL</b> <b>Membership: NIL</b>

<b>Committees of the Board held in other listed companies along with listed entities from which the person has resigned in the past three years</b>	
<b>Directorships held in other public limited companies</b>	NIL
<b>Remuneration proposed to be paid (Including sitting fees, if any)</b>	Sitting fees of Rs. 1,00,000 for each Board meeting and Rs. 50,000 for each Committee meeting
<b>Relationship with other Directors and Key Managerial Personnel</b>	Not Applicable
<b>Shareholding in the Company including shareholding as a beneficial owner as on date of the Notice</b>	Nil
<b>Number of meetings of the Board attended during FY 2025-26</b>	1
<b>Terms and conditions of appointment</b>	As per the resolution set out at Item No. 1 of this Notice read with statement pursuant to Section 102 of the Act.

**Place: Bengaluru**

**Date: June 11, 2025**

Registered Office:  
3/3/2, Bellandur Gate,  
Sarjapur Main Road, Bengaluru 560103  
CIN: U62099KA2024PLC184626  
Website: [www.digitide.com](http://www.digitide.com)  
Email: [corporatesecretarial@digitide.com](mailto:corporatesecretarial@digitide.com)  
Tel No.: 080-6105 6001

**By Order of the Board of Directors  
For Digitide Solutions Limited**

Sd/-

**Neeraj Manchanda  
Company Secretary & Compliance Officer**