



ALLSEC TECHNOLOGIES LIMITED

CIN: L72300TN1998PLC041033

Registered Office: 46C, Velachery Main Road, Velachery, Chennai-600042

Tel: 044-42997070

Website: www.allsectech.com; E-mail: investorcontact@allsectech.com

NOTICE OF THE 25th ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of **ALLSEC TECHNOLOGIES LIMITED ("Company")** will be held on Friday, August 02, 2024 at 3.30 P.M. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

Ordinary Business:

Item No. 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Auditors' Report and Board's Report thereon and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company which includes the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with report of the Statutory Auditors and the Board of Directors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Auditors' Report thereon and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company which

includes the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with report of the Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 3

To confirm payment of interim dividend of ₹ 30/- per equity share and declare a final dividend of ₹ 15/- per equity share for the financial year ended March 31, 2024 and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT an interim dividend of ₹ 30/- per equity share of face value ₹ 10/- each, for the financial year 2023-24, which was approved by the Board of Directors in their meeting held on October 26, 2023 and already paid to members, be and is hereby noted and confirmed.

RESOLVED FURTHER THAT a final dividend of ₹ 15/- per equity share of face value ₹ 10/- each as recommended by the Board of Directors for the financial year ended March 31, 2024 be and are hereby approved."

Item No. 4

To appoint a Director in place of Mr. Ajit Isaac (DIN:00087168) who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be, and is hereby accorded for the reappointment of Mr. Ajit Isaac

(DIN: 00087168), who retires by rotation and being eligible, offers himself for re-appointment, as a director, liable to retire by rotation.”

Item No. 5

To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 008072S) (“Deloitte”) be and are hereby reappointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting (for financial year 2029), at such remuneration and expenses as may be determined by the Board of Directors of the Company (including its Committees thereof) from time to time.”

Special Business:

Item No. 6

To re-appoint Ms. Lakshmi Sarada (DIN: 07140433) as an Independent Director of the Company and pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Ms. Lakshmi Sarada (DIN: 07140433) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 29, 2019 till August 28, 2024 (both days inclusive), and who being eligible to be re-appointed as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act, rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of five consecutive years from August 29, 2024 upto August 28, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, as may be required, necessary, or expedient for the purpose of giving effect to this resolution.”

Item No. 7

To re-appoint Mr. Sanjay Anandaram (DIN: 00579785) as an Independent Director of the Company and pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Mr. Sanjay Anandaram (DIN: 00579785) who was appointed as an Independent Director

of the Company for a term of 5 (five) consecutive years commencing from June 6, 2019 till June 5, 2024 (both days inclusive), and who being eligible to be re-appointed as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act, rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of five consecutive years from June 06, 2024 upto June 05, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, as may be required, necessary, or expedient for the purpose of giving effect to this resolution."

Item No. 8

To re-appoint Mr. Milind Chalisgaonkar (DIN: 00057579) as an Independent Director of the Company and pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Milind Chalisgaonkar (DIN: 00057579) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from June 6, 2019 till June 5, 2024 (both days inclusive), and who being eligible to be re-appointed as

an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act, rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of five consecutive years from June 06, 2024 upto June 05, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, as may be required, necessary, or expedient for the purpose of giving effect to this resolution."

Item No. 9

To approve Change of Name of the Company and consequent change of name clause in Memorandum of Association and Articles of Association of the Company and pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and Regulation 45 read with other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions

as may be required from the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, as may be necessary and subject to all other necessary approvals, consents, sanction and permission as may be required under any other laws, rules and regulations, the approval of the members of the Company be and is hereby accorded to change the name of the Company from “**Allsec Technologies Limited**” to “**Alldigi Tech Limited**” as made available by the Ministry of Corporate Affairs (MCA) and the name clause in the Memorandum of Association be substituted as under:

I. The Name of the Company is ALLDIGI TECH LIMITED.

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation from the Registrar of Companies (ROC), consequent upon change of name of the Company and accordingly, the name “**Allsec Technologies Limited**” wherever appearing in the Memorandum of Association and Articles of Association and other relevant documents etc. be deleted and be substituted by the new name “**ALLDIGI TECH LIMITED**” in its place or instead.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which includes

any Committee of the Board, or any officer/ executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company.”

By Order of the Board of Directors of
Allsec Technologies Limited

Neeraj Manchanda
Company Secretary and Compliance Officer
Membership Number: ACS- 20060

Place: Chennai
Date: 02 July, 2024

NOTES:

1. The explanatory statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons thereof for the proposed resolutions set forth in the Notice is annexed and forms an integral part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19", General Circular nos. 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively in relation to "Clarification on holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") and The Securities and Exchange Board of India ("SEBI") also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 (hereinafter together referred as "Circulars"), has permitted the Companies to conduct the Annual General Meetings through VC/OAVM and the requirement of Regulation 44(4) of the Listing Regulations is dispensed with.
3. In compliance with these Circulars, the Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of members at a common venue. Accordingly, the facility for the appointment of proxies by the members will not be available for the Annual General Meeting and hence the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
4. In case of joint holders attending the Annual General Meeting, only such joint holder who is first by the order in which the names stand in the register of members will be entitled to vote.
5. The Registers of Members of the Company and Share Transfer Books thereof will be closed from Saturday, July 27, 2024 to Friday, August 02, 2024 (both days inclusive).
6. Interim Dividend - Members may note that the Board of Directors at their meeting held on October 26, 2023 had declared and paid an interim dividend at the rate of ₹ 30 per equity share on the face value of ₹ 10 each per equity share, during the financial year ended March 31, 2024.
7. Final Dividend - The Board at its meeting held on May 06, 2024, has also recommended a Final Dividend of ₹ 15 per equity share of face value of ₹ 10 each. The record date for the purpose of final dividend for financial year 2023-24 shall be July 05, 2024. The final dividend, once approved by the members in the ensuing Annual General Meeting, will be paid, electronically through various online transfer modes on or before August 19, 2024 or within 30 days from the date of declaration as per the provisions of the Companies Act.

2013, to those members who have updated their bank account details etc. In line with SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023; holders of physical securities with non-updated KYC details shall not be eligible for any payment including dividend, interest or redemption with effect from April 01, 2024. Hence, it is herewith requested that KYC details be updated against your respective holdings by following the instructions as given as part of this Notice for updation of KYC details.

8. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

*As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021.

*As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed ₹ 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by

the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962

- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a

non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The documents have to be uploaded on the portal <https://ris.kfintech.com/form15> of the RTA on or before Monday, July 22, 2024. Alternatively, physical documents may be sent to RTA at the following address to reach on or before July 22, 2024:

Kfn Technologies Limited, Kfintech, Tower B, Plot 31-32, Selenuim Building, Financial District Gachibowli, Nanakramguda, Gachibowli, Hyderabad – 500032.

9. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are annexed to this Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
10. At the 20th (twentieth) Annual General Meeting held on September 30, 2019, the members approved the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S) as Statutory Auditors of the Company to hold office from the conclusion of the twentieth Annual General Meeting until the conclusion of the 25th (twenty-fifth) Annual General Meeting of the Company. Statutory Auditors' will be completing their first term of five years at the ensuing Annual General Meeting. Based on assessment, Audit Committee and Board of Directors have recommended their re-appointment for the second term of five consecutive years. The details of their reappointment for second term forms part of this notice.
11. To support the 'Green Initiative', we urge members to support our commitment to environmental protection by choosing to receive the Company's communication

through e-mail. Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

12. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members may note that the Notice of AGM and Annual Report will also be available on the Company's website www.allsectech.com and website of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at <https://www.nseindia.com/> and <https://www.bseindia.com/> respectively and also on the website of NSDL at <https://www.evoting.nsdl.com/>.
13. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be made available for inspection at the Registered Office of the Company during normal business hours, in accordance with the applicable statutory requirements based on requests received by the Company upto the date of this Annual General Meeting.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management,

members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents ("RTA"), KFin Technologies Limited ("KFin") for assistance in this regard.

15. As per the provisions of Section 72 of the Act and SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the facility for making nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.allsectech.com/investor-information/> (Investor Forms tab). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

Members holding shares of the Company in physical form are required to furnish/update their PAN, KYC details and Nomination pursuant to the above SEBI Circular in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.allsectech.com/investor-information/> (Investor Forms tab). Attention of the members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of

attorney registration, bank mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to the above SEBI Circular. Further, members may note that SEBI has mandated the submission of PAN by every participant in securities market.

Members may also please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.allsectech.com/investor-information/> (Investor Forms tab), and on the website of the Company's RTA, KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.allsectech.com/investor-information/>.

17. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS facility is available. Hence, the members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, ECS mandates, power of attorney, change of address / name, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will help the Company and its Registrars to provide efficient and better services to the Members.
18. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or KFin cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
19. Members are requested to note that, if dividend amounts are not encashed for a period of seven (7) consecutive years from the date of transfer to the Unpaid Dividend Account of the Company, then such unclaimed / unpaid dividend amount shall

be liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all shares in respect of which dividend amount has remained unclaimed for seven (7) consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline.

20. Members seeking any information with regard to the financial statements or any matter to be placed at the Annual General Meeting are requested to write to the Company at least seven (7) days before the meeting, through e-mail on investorcontact@allsectech.com. The same will be replied by the Company suitably.

Voting through electronic means

21. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 and the MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility ("remote e-voting") to all its members to cast their votes on all resolutions set out in the Notice of the Annual General Meeting through e-voting services provided by National Securities Depository Limited (NSDL). Additionally, the Company is providing the facility of voting through an e-voting system during the 25th Annual General Meeting ("e-voting").
22. The remote e-voting period commences on Tuesday, July 30, 2024 (9:00 A.M. IST) and ends on Thursday, August 01, 2024 (5:00 P.M. IST). During this period, members holding shares either in physical form or in dematerialized form, as on Friday, July 26, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it shall not be allowed to change the vote subsequently.
23. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period as mentioned above or e-voting during the Annual General Meeting. Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend/participate in the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote on such resolution again. However, members who have voted on some of the resolutions during the remote e-voting period are also eligible to vote on the remaining resolutions during the Annual General Meeting.
24. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. A person, whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting through remote e-voting. Any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.
25. The Company has appointed M/s. DPV & Associates LLP as the Scrutinizer for conducting the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.
26. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the USER ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing user ID and password for casting the vote.

MEMBERS/ SHAREHOLDER INSTRUCTIONS FOR E-VOTING

NSDL e-Voting System – For e-voting and Joining Virtual meetings.

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM/EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM/EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
4. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the Annual General Meeting will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.allsectech.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Annual General Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No.

17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, July 30, 2024 at 09:00 A.M. and ends on Thursday, August 01, 2024 at 05:00 P.M.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 26, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, July 26, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen

Type of shareholders	Login Method
	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio

number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the

relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dpv@dpvassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investorcontact@allsectech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of

Aadhar Card) to investorcontact@allsectech.com. If you are an **Individual shareholders** holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING ARE AS UNDER: -

1. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Annual General Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Annual General Meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at investorcontact@allsectech.com.
6. Shareholders who do not wish to speak during the Annual General Meeting but have queries may send their queries in advance 7

(seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorcontact@allsectech.com. These queries will be replied to by the company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Act read with Regulation 17(11) of the Listing Regulations, the following statement sets out all material facts relating to ordinary business (wherever applicable) and special businesses mentioned in the accompanying Notice:

Item No. 5 – To re-appoint M/s Deloitte Haskins & Sells as Statutory Auditors of the Company:

This explanatory statement is in terms of Regulation 36(5) of the Listing Regulations. This is not required under Section 102 of the Act.

The Members at the 20th (twentieth) Annual General Meeting of the Company held on September 30, 2019, had approved the appointment of M/s. Deloitte Haskins & Sells ("Deloitte"), Chartered Accountants (Firm Registration No. 008072S), as Statutory Auditors of the Company, to hold office till the conclusion of the 25th (twenty-fifth) Annual General Meeting.

After evaluating and considering various factors such as industry experience, competency of the auditors, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company, based on the recommendations of the Audit Committee, at its meeting held on May 06, 2024, has proposed the re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), as the Statutory Auditors of the Company, for a second term of five (5) consecutive years, starting from the conclusion of twenty-fifth Annual General Meeting till the conclusion of thirtieth Annual General Meeting to be held for FY 2029, at a remuneration

as may be decided by the Board of Directors/ or committee thereof from time to time.

Auditor Profile

Deloitte is registered with the Institute of Chartered Accountants of India with Registration No.008072S and has its Registered Office at 8th Floor, ASV N Ramana Towers, 52, Venkatanarayana Road, T.Nagar, Chennai – 600017. Deloitte is one of the world's largest professional services firms with the scale and capacity to serve across locations. They provide professional services to some of the largest and most reputed companies across industries and sectors including the sectors in which the Company operates.

Deloitte have shared their willingness and confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Memorandum of Interest

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this Item of the Notice.

Item No.6: To re-appoint Ms. Lakshmi Sarada (DIN: 07140433) as an Independent Director of the Company

Ms. Lakshmi Sarada (DIN: 07140433) was appointed as an Independent Director of the Company with effect from August 29, 2019, to hold office up to August 28, 2024, which was approved by the members of the Company at the 20th Annual General Meeting of the Company held on September 30, 2019. In accordance with the provisions of Section 149(10) the Companies Act, 2013, Ms. Lakshmi Sarada is eligible to be re-appointed as an Independent Director for the second term of 5

(five) consecutive years commencing from August 29, 2024 to August 28, 2029 (both days inclusive).

As per the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of members of the Company. Further, in terms of Regulation 17(1C) of the Listing Regulations, a Listed Entity shall ensure that approval of members is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Regulation 25(2A) of the Listing Regulations provides that the appointment of an Independent Director of a listed entity, shall be subject to the approval of members by way of a special resolution.

Brief Resume - Ms. Lakshmi Sarada has vast exposure in the field of Secretarial, Finance, Direct and Indirect Taxation. She is a qualified Company Secretary, Associate member of Insurance Institute of India and holds a Bachelor Degree in Commerce. Ms. Lakshmi Sarada is level 3 Certified Member in NCFM conducted by NSEIT. She provides advisory services on Company Law matters. Ms. Lakshmi Sarada is an expert and represent before NCLT, RBI and Regional Director on various matters as a practitioner.

Keeping in view, the valuable contribution made by Ms. Lakshmi Sarada, during her tenure of first 5 (five) years, as an Independent Director of the Company, her performance evaluation based on her knowledge, huge expertise as well as extensive experience and possession of requisite skills and capabilities, the Board of Directors of the Company at its meeting held on May 06, 2024, upon recommendation of the Nomination and Remuneration Committee, has considered and recommended the re-appointment of Ms. Lakshmi Sarada as an Independent Director on the Board, not liable to retire by rotation, for the second term of 5 (five) consecutive years commencing from August 29, 2024 to August 28, 2029, subject to the approval of members by means of a Special Resolution. The Company has received a notice in writing under Section 160(1) of the Act.

Ms. Lakshmi Sarada has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management. Ms. Lakshmi Sarada does not hold any shares in the Company in her individual capacity or on a beneficial basis for any other person.

A brief profile and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, is enclosed as Annexure to this notice.

The Board recommends the Special Resolution for approval by the Members.

Memorandum of Interest

Ms. Lakshmi Sarada is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Ms. Lakshmi Sarada, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Item of the Notice.

Item No.7: To re-appoint Mr. Sanjay Anandaram (DIN: 00579785) as an Independent Director of the Company

Mr. Sanjay Anandaram (DIN: 00579785) was appointed as an Independent Director of the Company with effect from June 06, 2019, to hold office up to June 05, 2024, which was approved by the members of the Company at the 20th Annual General Meeting of the Company held on September 30, 2019. In accordance with the provisions of Section 149(10) the Companies Act, 2013, Mr. Sanjay Anandaram is eligible to be re-appointed as an Independent Director for the second term of 5 (five) consecutive years commencing from June 06, 2024 to June 05, 2029 (both days inclusive).

As per the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of members of the Company. Further, in terms of the Regulation 17(1C) of the Listing Regulations, a Listed Entity shall ensure that approval of members is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Regulation 25(2A) of the Listing Regulations provides that the appointment of an Independent Director of a listed entity, shall be subject to the approval of members by way of a special resolution.

Brief Resume - Mr. Sanjay Anandaram holds a Bachelor's degree in Electrical Engineering from Jadavpur University in Kolkata and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. He has over 32 years of experience as a corporate executive, investor, teacher and advisor to funds and entrepreneurs.

Keeping in view, the valuable contribution made by Mr. Sanjay Anandaram, during his tenure of first 5 (five) years as an Independent Director, his performance evaluation based on vast knowledge, huge expertise as well as extensive experience and possession of requisite skills and capabilities, the Board of Directors of the Company at its meeting held on May 06, 2024, upon recommendation of the Nomination and Remuneration Committee, has considered and recommended the re-appointment of Mr. Sanjay Anandaram as an Independent Director on the Board, not liable to retire by rotation, for the second term of 5 (five) consecutive years commencing from June 06, 2024 to June 05, 2029, subject to the approval of members by means of a Special Resolution. The Company has received a notice in writing under Section 160(1) of the Act.

Mr. Sanjay Anandaram has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent

Director and is independent of the management. Mr. Sanjay Anandaram does not hold any shares in the Company in his individual capacity or on a beneficial basis for any other person.

A brief profile and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, is enclosed as Annexure to this notice.

The Board recommends the Special Resolution for approval by the Members.

Memorandum of Interest

Mr. Sanjay Anandaram is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. Sanjay Anandaram, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Item of the Notice.

Item No.8: To re-appoint Mr. Milind Chalisgaonkar (DIN: 00057579) as an Independent Director of the Company

Mr. Milind Chalisgaonkar (DIN: 00057579) was appointed as an Independent Director of the Company with effect from June 06, 2019, to hold office up to June 05, 2024, which was approved by the members of the Company at the 20th Annual General Meeting of the Company held on September 30, 2019. In accordance with the provisions of Section 149(10) of the Companies Act, 2013, Mr. Milind Chalisgaonkar is eligible to be re-appointed as an Independent Director for the second term of 5 (five) consecutive years commencing from June 06, 2024 to June 05, 2029 (both days inclusive).

As per the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Regulation 17(1C) of the Listing Regulations, a Listed Entity shall ensure that approval of members is taken at

the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Regulation 25(2A) of the Listing Regulations provides that the appointment of an Independent Director of a listed entity, shall be subject to the approval of members by way of a special resolution.

Brief Resume - Mr. Milind Chalisgaonkar is a Management Consultant / Independent Director / Mentor with experience in Insurance, BPO, Call center, Software, Manufacturing & Banking Sectors. His experience has been in building winning teams in start-up companies as well as existing organizations. He mentors senior leaders in various industries (IT / BPO / Manufacturing / FMCG / Startups) and also works with teams to help evolve their vision / strategy / business plans.

Keeping in view, the valuable contribution made by Mr. Milind Chalisgaonkar, during his tenure of first 5 (five) years as an Independent Director of the Company, his performance evaluation based on his vast knowledge, huge expertise as well as extensive experience and possession of requisite skills and capabilities, the Board of Directors of the Company at its meeting held on May 06, 2024, upon recommendation of the Nomination and Remuneration Committee, has considered and recommended the re-appointment of Mr. Milind Chalisgaonkar as an Independent Director on the Board, not liable to retire by rotation, for the second term of 5 (five) consecutive years commencing from June 06, 2024 to June 05, 2029, subject to the approval of members by means of a Special Resolution. The Company has received a notice in writing under Section 160(1) of the Act.

Mr. Milind Chalisgaonkar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management. Mr. Milind Chalisgaonkar does not hold any shares

in the Company in his individual capacity or on a beneficial basis for any other person.

A brief profile and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, is enclosed as Annexure to this notice.

The Board recommends the Special Resolution for approval by the Members.

Memorandum of Interest

Mr. Milind Chalisgaonkar is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. Milind Chalisgaonkar, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Item of the Notice.

Item No. 9: To Consider Change of Name of the Company and Consequent change of name clause in Memorandum of Association and Articles of Association of the Company

The proposed change in the name of the Company is resulting from the contractual obligations under Share Purchase Agreement ("SPA") dated April 17, 2019, whereby the Company is authorised to use "Allsec" brand and name for a limited period and ownership of brand/ trademark "Allsec" was not transferred to the Company or its promoters. Upon completion of the permitted/ agreed period or extension thereof, the Company and its promoters are under obligation to change the name from "Allsec" to a new name.

The agreed/ extended period for use of the brand/ name "Allsec" is expiring and accordingly, it is proposed to consider new name for the Company (other than "Allsec").

Pursuant to the Form RUN (Reserve Unique Name) for reservation of name, the Central Registration Centre, Ministry of Corporate Affairs, has approved

the said form and reserved the proposed name, i.e. **ALLDIGI TECH LIMITED**.

The proposed name, "Alldigi Tech Limited" relates to the technology driven approach of the Company and reflects the digital operations of the Company.

The Board of Directors of the Company has approved the change in name of the Company from "**Allsec Technologies Limited**" to **Alldigi Tech Limited**, subject to the approval of the members by way of special resolution and requisite approvals from statutory, regulatory or governmental authorities under applicable laws, along with consequent amendment to the Memorandum of Association and the Articles of Association of the Company.

The Company has complied with the requirements of Regulation 45 of the Listing Regulations and has obtained certificate from Mukesh Manish & Kalpesh, Practicing Chartered Accountants (Firm Registration No. 015069S), which is annexed and forms part of this Notice.

The proposed change of name will not affect any of the rights of the Company or of the members/ stakeholders of the Company. All existing share certificates bearing the current name of the

Company will, after the change of name, continue to be valid for all purposes. Members may please note that there is change only in the name of the Company and the objects and the line of business activities remains unaltered.

As per the provisions of Sections 13 and 14 of the Act, approval of the members is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Accordingly; the Board hereby recommends the resolutions set forth at Item No. 9 above for approval of the members as a Special Resolution.

Memorandum of Interest

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this Item set out in the Notice.

All the documents and resolutions passed in this regard are available for inspection by the members of the Company, at the Registered Office of the Company on any working day.

DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Mr. Ajit Abraham Isaac

Name	Mr. Ajit Abraham Isaac
Age	57 years
Date of first appointment	Appointed on May 29, 2019 as a rotationally retiring director and re-appointed on September 19, 2022.
Qualification	A British Chevening Scholar from Leeds University, UK and a gold medalist in PG – HR from Madras University.
Experience and expertise in specific functional areas	<p>Ajit Isaac, the founder of Quesse Corp, is an entrepreneur who over a period of 20 years, has been involved in creating market-leading enterprises in the business services sector in India. He has accelerated the transition of informal jobs to formal platforms, helping bring financial and social security to many not-so-privileged sections of Indian society and abroad.</p> <p>Socially committed, he set up Care Works Foundation, which today supports over 13,500 students across 75 schools. His strong social commitment to the larger cause is demonstrated in the partnership with the Indian Institute of Science (IISc), Bangalore to set up The Isaac Centre of Public Health (ICPH).</p> <p>Before becoming an entrepreneur in the year 2000, he has worked for 10 years in leadership roles in the private sector including companies like Adecco, IDFC, Godrej and Boyce. He serves on the Board of Allsec Technologies, Net Resources Investments and Isaac Enterprises LLP. In addition, he serves on the Board of Governors of the St. Joseph's University in Bangalore.</p>
Remuneration last drawn	Not applicable
Directorships and Memberships of Committees of the Board held in other listed Companies	<p>Directorship: Quesse Corp Limited</p> <p>Membership:</p> <p>Member of CSR Committee, Stakeholders Relationship Committee and Risk Management Committee of Quesse Corp Limited.</p> <p>Chairman: Administration & Investment Committee of Quesse Corp Limited.</p>
Directorships held in other public limited Companies	Nil
Inter se relationship with any Director	Nil
The number of Meetings of the Board attended during the year	5
Terms and conditions of appointment/re-appointment	Terms and Conditions of original appointment shall remain unchanged.
Shareholding in the Company	Nil

Independent Directors

Particulars	Sanjay Anandaram	Lakshmi Sarada	Milind Chalisgaonkar
DIN	00579785	07140433	00057579
Age	59 years	51 years	58 years
Date of first appointment on the Board	June 06, 2019	August 29, 2019	June 06, 2019
Qualifications	B.Tech (Ceramics) from Indian Institute of Technology at Banaras Hindu University, Varanasi (1981-85). He has Post Graduate Diploma in Business Management (MBA) from XLRI, Jamshedpur with 1st rank (1987-89)	Bachelor in Commerce- Nagarjuna University, ACS from ICSI, Associate (Insurance Institute of India)	Bachelor's degree in Electrical Engineering from Jadavpur University in Kolkata and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore
Experience	33 years	25 years	33 years
Expertise in specific functional areas	Marketing and Systems	Corporate laws	Corporate executive, investor, teacher, and advisor to funds and entrepreneurs
Terms and conditions of the appointment / reappointment	As per the resolution provided in the Notice read with the explanatory statement there to, Mr. Sanjay Anandaram is re-appointed as an Independent Director of the Company w.e.f. June 06, 2024 for a term of five consecutive years, and is not liable to retire by rotation.	As per the resolution provided in the Notice read with the explanatory statement there to, Ms. Lakshmi Sarada is re-appointed as an Independent Director of the Company w.e.f. August 29, 2024 for a term of five consecutive years, and is not liable to retire by rotation.	As per the resolution provided in the Notice read with the explanatory statement there to, Mr. Milind Chalisgaonkar is re-appointed as an Independent Director of the Company w.e.f. June 06, 2024 for a term of five consecutive years, and is not liable to retire by rotation.
Remuneration last drawn (including sitting fee)*	₹ 9 lakhs	₹ 8 lakhs	₹ 11.60 lakhs
Remuneration sought to be paid	Sitting Fees and Commission, if any as may be approved by the Board and Shareholders	Sitting Fees and Commission, if any, as may be approved by the Board and Shareholders	Sitting Fees and Commission, if any, as may be approved by the Board and Shareholders

NOTICE OF THE 25th ANNUAL GENERAL MEETING

Shareholding in the Company (including beneficial ownership)	Nil	Nil	Nil
No of Meetings of the Board attended during the year	5	5	5
Directorship and Membership of Committees of the Board held in other listed companies	<i>Directorship:</i> Quesse Corp Limited <i>Membership of Committees:</i> Quesse Corp Limited - Member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee Chairman of Stakeholders Relationship Committee	<i>Directorship:</i> Coromandel Agro Products and Oils Limited <i>Membership of Committees:</i> Coromandel Agro Products and Oils Limited - Audit Committee	NA
Directorships held in other public limited companies	-	-	Infrasoft Technologies Limited
Listed Company from which he resigned the directorship during the past three years	Nil	Nil	Nil
Inter-se relationship with any Director / Key Managerial personnel	Nil	Nil	Nil

*Non-Executive Independent Directors are being paid sitting fees for attending meetings of Board of Directors and Committees thereof. Apart from sitting fees, they are paid commission approved by Board/ Shareholders:

By Order of the Board of Directors of
Allsec Technologies Limited

Neeraj Manchanda
 Company Secretary and Compliance Officer
 Membership Number: ACS- 20060

Place: Chennai
 Date: 02 July, 2024

INDEPENDENT CHARTERED ACCOUNTANT'S CERTIFICATE

Certificate under Regulation 45 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

June 28, 2024

To,
The Board of Directors
Allsec Technologies Limited
46 C, Velachery Main Road, Velachery,
Chennai – 600 042

Independent Chartered Accountant's Certificate

1. This certificate is issued in accordance with the terms of our engagement letter dated 17th June 2024.

2. We have been requested by the management of **Allsec Technologies Limited** (herein referred to as 'the Company'), to certify that the Company has complied with the following conditions as specified in regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulation, 2015 ('SEBI (LODR)') with respect to proposed change in the name of the Company from 'ALLSEC TECHNOLOGIES LIMITED' to 'ALLDIGI TECH LIMITED'(herein referred as 'proposed new name'):

- 45(1)(a) - Time period of at least one year has elapsed from the last name change.
- 45(1)(b) - At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name.
- 45(1)(c) - The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.

3. This certificate is required pursuant to regulation 45(3) of the SEBI (LODR) for onward submission to:

- a) The Shareholders of the Company as part of explanatory statement to the notice for seeking approval of shareholders for proposed change in the name of the Company.

- b) Bombay Stock Exchange Limited (BSE Limited) and National Stock Exchange of India Limited (NSE Limited) where the equity shares of the Company are listed.

Management's Responsibility

4. Compliance with respect to conditions specified under regulation 45(1) of SEBI (LODR) and relevant provision of the Companies Act 2013 ('the Act') for proposed change in name of the Company, is the responsibility of the Management of the Company. This responsibility includes providing access to books of accounts and relevant documents for our verification.
5. The Management of the Company is also responsible for design, implementation and maintenance of internal control relevant to the preparation and presentation of the required details and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

6. Pursuant to the requirements as given in para 2 & 3 above, it is our responsibility to provide reasonable assurance that the Company has complied with the conditions specified under regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulation, 2015 ('SEBI (LODR)') with respect to proposed change in the name of the Company from 'ALLSEC TECHNOLOGIES LIMITED' to

'ALLDIGI TECH LIMITED' based on our review of the relevant records produced and the management representations provided by the Company.

7. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India ("the Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. We have been given to understand by the Management that:
 - i) The Company has not altered its name from the date of incorporation (August 24th, 1998). Accordingly, the Company has complied with the condition specified under regulation 45(1)(a) of SEBI (LODR).
 - ii) The Company had renamed the existing business segments from Digital Business Services and Human Resources Outsourcing to Customer Experience Management and Employee Experience Management in September 2023 and the Company is continuing with the existing business activities i.e., providing Customer Experience Management and Employee Experience Management Services provided using the digital technologies. The proposed new name does not reflect any changes in the existing business activities, hence conditions specified under the regulation 45(1)(b) & 45(1)(c) of SEBI (LODR) are not applicable.

Conclusion

10. Based on the information and explanations given to us and verification of the records and documents of the Company as mentioned in para 6 and 9 above, we hereby certify that the Company is in compliance with the following conditions as specified in regulation 45(1) of SEBI (LODR):
 - i) The Company has not altered its name from the date of incorporation (August 24th, 1998). Accordingly, the condition as specified in regulation 45(1)(a) of a time period of at least one year being elapsed from the last name change does not arise.
 - ii) The Company is continuing with the existing business activities i.e., providing Customer Experience Management and Employee Experience Management Services, and the proposed new name does not reflect any changes in the existing business activities. Accordingly, the conditions specified under regulation 45(1)(b) & 45(1)(c) of SEBI (LODR) are not applicable to the Company.

Restriction on use

11. Our certification is solely for the purpose set forth in para 2 & 3 above and it is not to be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **Mukesh Manish & Kalpesh**
Chartered Accountants
Firm Registration No: 015069S

Kalpesh Jain
Partner
Membership No: 227392
UDIN: 24227392BKASPV7739

Date: 28 June 2024
Place: Chennai