



May 26, 2025

Scrip Code - 533520
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

YAARI
National Stock Exchange of India Limited
'Exchange Plaza',
Bandra-Kurla Complex, Bandra (East)
MUMBAI – 400 051

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed a copy of Postal Ballot Notice dated May 23, 2025, for seeking approval of the Members of Yaari Digital Integrated Services Limited (“**the Company**”), to the special businesses as contained in the said Notice.

In compliance with relevant circulars issued by the Ministry of Corporate Affairs, the said Postal Ballot Notice, together with Explanatory Statement, has been sent through permitted mode, to the shareholders of the Company whose names appear on the Register of Members / list of Beneficial Owners received from the Registrar and Transfer Agent, National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”), as on Friday, May 23, 2025 i.e. the Cut-off date.

The Company has engaged the services of KFin Technologies Limited for providing the e-voting facility to all the holders of equity shares. The e-voting will commence at 10:00 AM on Tuesday, May 27, 2025 and shall end at 5:00 PM on Wednesday, June 25, 2025. The results of postal ballot will be declared on or before, June 27, 2025.

This is for your information and records.

for **Yaari Digital Integrated Services Limited**

Sachin Ghanghas
Company Secretary
Membership No. A53430

Encl: as above

Yaari Digital Integrated Services Limited

Registered Office: 5th Floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Gurgaon – 122016, Haryana | Tel/Fax: 0124 6685800
Corporate Office: One International Center (formerly IFC), Tower - 1, 4th Floor, S. B. Marg, Elphinstone (W), Mumbai – 400013, Maharashtra | Tel: 022 62498580 | Fax: 022 61899600
CIN: L51101HR2007PLC077999, Website: www.yaari.com, Email: ghanisecretarial@dhani.com



Yaari Digital Integrated Services Limited

Registered Office: 5th Floor, Plot No. 108, IT Park, Udyog Vihar Phase 1, Gurgaon, Haryana – 122016

CIN: L51101HR2007PLC077999

Email: ghanisecretarial@dhani.com, Tel: 0124-6685800 Website: www.yaari.com

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Members,

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, read with the General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA**”) (“collectively referred as “**MCA Circular**”), to transact the Special Businesses, set out in this Notice, as Ordinary Resolutions, for passing by mean of Postal Ballot through voting by electronic means only (“**remote E-voting** or “**E-Voting**”), by the members of Yaari Digital Integrated Services Limited (“**the Company**” or “**Yaari**”).

Members are requested to read the instructions in the Notes under the section “Procedure/Instructions for E-Voting”. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company’s Registrar and Share Transfer Agent (RTA)/Depositories. If Member’s e-mail address is not registered with the RTA/Depositories, then please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for e-voting. An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

The Company has appointed Mr. Raj Kumar (Membership No. 501863), Partner of M/s. AMRK & Associates, Practicing Chartered Accountants, Gurgaon, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The e-voting period commences at 10:00 a.m. on Tuesday, May 27, 2025 and will end on 5:00 p.m. on Wednesday, June 25, 2025 and thereafter the e-voting module shall be disabled for voting. The Scrutinizer, after completion of scrutiny, will submit his report to the Company on or before Friday, June 27, 2025. **The result of the Postal Ballot will be announced on or before Friday, June 27, 2025** at the Company’s registered office. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer’s report will also be placed on Company’s website i.e. www.yaari.com and the website of KFin Technologies Limited (“**KFINTECH**”) i.e. <https://evoting.kfintech.com> and shall also be displayed at the Company’s Registered Office.

SPECIAL BUSINESSES:

Item No. 1:

Approval to the appointment of Mr. Vikas Sachdeva (DIN: 07346167) as Non-Independent, Non-Executive Director of the Company w.e.f. March 27, 2025.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 and any other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Articles of Association of the Company, appointment of Mr. Vikas Sachdeva (DIN: 07346167), as Non-Independent, Non-Executive Director of the Company, w.e.f. March 27, 2025, be and is hereby approved AND THAT he shall be liable to retire by rotation.”

Item No. 2:

Approval to the appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497) as Non-Independent, Non-Executive Director of the Company w.e.f. April 09, 2025.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 and any other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Articles of Association of the Company, appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497), as Non-Independent, Non-Executive Director of the Company, w.e.f. April 09, 2025, be and is hereby approved AND THAT he shall be liable to retire by rotation.”

By Order of the Board of Directors
For Yaari Digital Integrated Services Limited

Sd/-

Sachin Ghanghas

Company Secretary

Membership No.: ACS 53430

Place: Gurgaon

Date: May 23, 2025

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons for the aforesaid special businesses is annexed hereto.
2. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by KFINTECH. The instructions for electronic voting are annexed to this Notice.
3. In compliance with MCA Circulars and in conformity with the applicable regulatory requirements, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form), as on **Friday, May 23, 2025 (cut-off date)**.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.yaari.com, websites of BSE at www.bseindia.com and NSE at www.nseindia.com and also, on the website of Registrar and Share Transfer Agent at <https://evoting.kfintech.com>.
5. Members whose e-mail ids are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. These members may also cast their vote by following the e-voting process given in this notice
6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being May 23, 2025.
7. Only a member holding shares as on the cut-off date is entitled to exercise vote through e-voting.
8. The Company has appointed Mr. Raj Kumar (Membership No. 501863), Partner of M/s. AMRK & Associates, Practicing Chartered Accountants, Gurgaon, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
9. Members can cast their votes online from **Tuesday, May 27, 2025 at 10:00 a.m. onwards till Wednesday, June 25, 2025 upto 05:00 P.M.** as the e-voting module shall be disabled for voting thereafter, no voting shall be allowed beyond 05:00 P.M. of Wednesday, June 25, 2025. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. For e-voting, please read carefully the "**Procedure/instructions for e-voting**" enumerated herein below.
10. All material documents related to the abovementioned resolutions and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 4:00 P.M. till Wednesday, June 25, 2025.
11. Resolutions passed by the members through e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members subject to receipt of the requisite number of votes in favour of the resolution(s). The Scrutinizer's decision on the validity of e-voting shall be final.
12. The Scrutinizer will submit his report to the Chairman/CEO/Whole-time Director/Director after the completion of scrutiny on or before Friday, June 27, 2025.
13. The Results shall be declared along with the Scrutinizers' Report on or before **Friday, June 27, 2025** at the Registered Office of the Company and shall also be placed on the Company's website at www.yaari.com and on the website of KFINTECH at <https://evoting.kfintech.com> and shall be communicated to the Stock Exchanges wherein the Company's shares are listed.
14. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Wednesday, June 25, 2025.

15. "PROCEDURE/INSTRUCTIONS FOR E-VOTING" is as under:**Step 1:**

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2:

Access to KFINTECH e-Voting system in case of shareholders holding shares in physical and non- individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	User already registered for IDeAS facility: - Visit URL: https://eservices.nsdl.com - Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. - On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” - Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. User not registered for IDeAS e-Services - To register click on link : https://eservices.nsdl.com - Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - follow steps given in points 1 Alternatively by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/ - 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 16 digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. - Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. - On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. Using NDSL Mobile App By scanning the QR Code provided below Members can download the NSDL Mobile App “NSDL Speede” for seamless E-voting experience NSDL Mobile App is available on  App Store  Google Play 
Individual Shareholders holding securities in demat mode with CDSL	Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com - Click on New System Myeasi - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. - Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Proceed with completing the required fields.

	III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFINTECH where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFINTECH and you will be redirected to e-Voting website of KFINTECH for casting your vote during the remote e-Voting period without any further authentication.

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

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no: 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Yaari Digital Integrated Services Limited – Postal Ballot’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, to the Scrutinizer at email id raj@macroconsulting.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

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

Procedure for Registration of email and Mobile: securities in physical mode:

Physical shareholders are hereby notified that based on SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37, dated May 07, 2024, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx#>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

16. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instdemat-kyc-nomination/#/login>.

- For shares held in physical form by submitting to Company's RTA the forms given below along with requisite supporting documents available on Company's website at <https://www.yaari.com/investor/kyc-updation>:

S. No	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof.	ISR -1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

17. Non-Resident Indian members are requested to inform the Company/ Company's RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

18. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation. Members may please note that the SEBI Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, 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 dematerialised 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 for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 (available at Company's website at <https://yaari.com/api/static/Investors/1693037807173Form-ISR-4.pdf>) along with requisite supporting documents to Company's RTA as per the requirement of the aforesaid circular.

The aforesaid forms can also be downloaded from the website of Company's RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx#>. All aforesaid documents/requests should be submitted to Company's RTA, at the address mentioned herein above.

19. Members in case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for members, available at the download section of <https://evoting.kfintech.com> or contact to KFin Technologies Limited at Tel No. 1-800-309-4001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Ms. C Shobha Anand, Dy. Vice President, KFin Technologies Limited at Selenium Building, Tower B, Plot No.31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Tel no. +91 40 67162222, and e-mail ID: evoting@kfintech.com.
20. Members are requested to keep their depository participants/Company's Registrar- KFINTECH informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Act and Rules made thereunder to enable the members holding Equity Shares of the Company to consider and approve the proposed Resolutions:

Item No. 1: Ordinary Resolution, for approval to the appointment of Mr. Vikas Sachdeva (DIN: 07346167) as Non-Independent, Non-Executive Director of the Company w.e.f. March 27, 2025:

Mr. Vikas Sachdeva (DIN: 07346167), was appointed by the Board of Directors of the Company as Additional Director designated as Non-Independent, Non-Executive Director of the Company, w.e.f. March 27, 2025. In compliance with applicable provisions under the Companies Act, 2013 (the 'Act') and SEBI Listing Regulations, members approval by way of Ordinary Resolution, in respect of his appointment w.e.f. March 27, 2025, is required in the manner as set out at Item No. 1 of this Notice.

Brief Profile of Mr. Vikas Sachdeva (DIN: 07346167) is as under:

Mr. Vikas Sachdeva aged about 51 years, undertook integrated 5 year Law course BA (Law) LLB from Maharshi Dayanand University Rohtak. He is an Experienced Professional with demonstrated acumen detailed oriented approach and rich experience of working of around 25 years out of which more than 16 years are in corporate sector providing legal advisory services on various legal issues inter alia by furnishing legal opinions on Criminal Law Corporate Law Contract Matters, Arbitration, IPR Matters, etc. With advent of digitization has also gained experience in digital solutions in Healthcare especially teleconsultation and telemedicine platforms fintech solutions & e-commerce. He is competent professional and well experienced exhibiting a high level of personal commitment and focus on meeting challenges and achieving business and project objectives. He possess the ability to select, establish and lead teams of professional and support personnel to create focussed and harmonious project organisations.

The main terms and conditions of appointment of Mr. Sachdeva, as Non-Independent Non-Executive Director of the Company, are as under:-

Nature	Director, liable to retire by rotation
Designation	Non Independent Non-Executive Director
Remuneration	Nil
Performance related incentive	Nil
Sitting Fees	Rs. 50,000 per Board Meeting

Keeping in view of his vast experience, knowledge and skills, the Board constituted Nomination & Remuneration Committee had recommended seeking shareholders' approval in respect of his appointment as Non-Independent Non-Executive Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Sachdeva does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. He is also on the Board of Indiabulls Life Insurance Company Limited, Indiabulls Pharmacare Limited and Tridev Retail Private Limited.

Except the proposed appointee, in resolution set out at Item No. 1 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Personnel (KMP) of the Company or any relatives of such Promoters, Directors or KMP, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 2: Ordinary Resolution, for approval to the appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497) as Non-Independent, Non-Executive Director of the Company w.e.f. April 09, 2025:

Mr. Praveen Kumar Tripathi (DIN: 02167497) was associated with the Company as an Independent Director for 6 consecutive years upto March 27, 2025. Taking into consideration his valuable inputs during the Board Meetings on various Company related matters, his business vision and acumen ship, excellent leadership and guidance abilities skills, vast professional experience in diversified fields including administration, regulatory, public policy matters etc., he was appointed by the Board of Directors of the Company as Additional Director designated as Non-

Independent, Non-Executive Director of the Company, w.e.f. April 09, 2025. In compliance with applicable provisions under the Companies Act, 2013 (the 'Act') and SEBI Listing Regulations, members approval by way of Ordinary Resolution, in respect of his appointment w.e.f. April 09, 2025, is required in the manner as set out at Item No. 2 of this Notice.

Brief Profile of Mr. Praveen Kumar Tripathi (DIN: 02167497) is as under:

Mr. Praveen Kumar Tripathi, aged about 72 years, is a retired IAS and Ex-Chief Secretary, Govt. of NCT Delhi. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and centre level such as Principal Secretary to Chief Minister, Govt. of NCT Delhi; Chief Secretary – Govt. of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc.

Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organisation, with which he was associated, emerge a winner at all times.

Mr. Tripathi is a post graduate in political science from Allahabad University and a gold medallist for securing highest marks in political science at under-graduate level in the University.

The main terms and conditions of appointment of Mr. Tripathi, as Non-Independent Non-Executive Director of the Company, are as under:-

Nature	Director, liable to retire by rotation
Designation	Non Independent Non-Executive Director
Remuneration	Nil
Performance related incentive	Nil
Sitting Fees	Rs. 50,000 per Board Meeting

Keeping in view of his business vision and acumen ship, excellent leadership and guidance abilities skills, vast professional experience in diversified fields including administration, regulatory, public policy matters etc., the Board constituted Nomination & Remuneration Committee had recommended seeking shareholders' approval in respect of his appointment as Non-Independent Non-Executive Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Tripathi does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. He is also on the Board of various other companies namely Religare Enterprises Limited, JBM Auto Limited, Care Health Insurance Limited, Religare Finvest Limited, Religare Housing Development Finance Corporation Limited, JBM Electric Vehicles Private Limited and VT Emobility Private Limited.

Except the proposed appointee, in resolution set out at Item No. 2 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Personnel (KMP) of the Company or any relatives of such Promoters, Directors or KMP, are in any way concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
For Yaari Digital Integrated Services Limited

Sd/-

Sachin Ghanghas

Company Secretary

Membership No.: ACS 53430

Place: Gurgaon
Date: May 23, 2025