



Yaari Digital Integrated Services Limited

(CIN: L51101HR2007PLC077999)

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

Website: www.yaari.com, E-mail: secretarial@indiabulls.com, Tel: 01246685800

NOTICE

NOTICE is hereby given that the **EIGHTEENTH ANNUAL GENERAL MEETING** of the Members of **Yaari Digital Integrated Services Limited** will be held on **Thursday the 25th day of September, 2025 at 11:30 A.M. ("AGM")** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to seek the consent of the shareholders of the Company ("**Members**"), on the agenda herein below through remote electronic voting ("**E-voting**").

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2025, and the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Kubeir Khera (DIN: 03498226), a Whole Time Director & Key Managerial Personnel, designated as Executive Director & Chief Executive Officer, who retires by rotation and being eligible, offers himself for re-appointment and to consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT Mr. Kubeir Khera (DIN: 03498226), Whole Time Director & Key Managerial Personnel, designated as Executive Director & Chief Executive Officer of the Company, who retires by rotation at this 18th Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as a Special Resolution, for appointment of Ms. Surina Rajan, IAS (Retd.) (DIN: 06699602), as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "**Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Surina Rajan, IAS (Retd.) (DIN: 06699602), be and is hereby appointed as an Independent Director of the Company for a period of three years from August 18, 2025 up to August 17, 2028 AND THAT she shall not be liable to retire by rotation."

4. To consider and if thought fit, to pass the following resolution as a Special Resolution, for re-appointment of Mr. Gurinder Singh, IPS (Retd.) (DIN: 08183046), as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "**Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gurinder Singh, IPS (Retd.) (DIN: 08183046), whose current term expires on September 04, 2025, be and is hereby re-appointed as an Independent Director of the Company for a second term of 2 (two) years from September 05, 2025 up to September 04, 2027 AND THAT he shall not be liable to retire by rotation."

5. To consider and if thought fit, to pass the following resolution as a Special Resolution, for re-appointment of Mr. Aishwarya Katoch (DIN: 00557488), as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "**Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Aishwarya Katoch (DIN: 00557488), whose current term expires on September 04, 2025, be and is hereby re-appointed as an Independent Director of the Company for a second term of 2 (Two) years from September 05, 2025 up to September 04, 2027 AND THAT he shall not be liable to retire by rotation."

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for the appointment of M/s Sukesh & Co., Practicing Company Secretaries (Firm Registration No. S2014HR239100), as Secretarial Auditors of the Company and to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including Companies (Appointment and Remuneration of Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, and on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, M/s Sukesh & Co., Company Secretaries (Firm Registration No. S2014HR239100 and ICSI Peer Review Certificate No. 3473/2023) be and are hereby appointed as the Secretarial Auditors of the Company, for a period of 5 (Five) consecutive years, for financial year 2025-26 to financial year 2029-30, subject to their continuity of fulfillment of the applicable eligibility norms, for a fee of upto INR 3,00,000/- (Rupees Three Lacs only) plus applicable taxes and reimbursement of out of pocket expenses, for each financial year, during their tenure.”

7. To consider and if thought fit, to pass the following resolution as a Special Resolution, for approval of Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025 and grant of Employee Stock Options to the employees/directors of the Company:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SBEB Regulations”) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Compensation Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to launch / create ‘Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025’ (hereinafter referred to as the “Scheme”), to be implemented by the Company, in compliance with SBEB Regulations and to create, offer, issue and grant employee stock options, convertible into fully paid-up equity shares of the Company (“ESOPs”), upto an aggregate of 3,00,00,000 (Three Crores), in compliance with SBEB Regulations, to the benefit of the eligible employees or directors of the Company, as may be permissible under the SBEB Regulations (the “Employees”), from time to time in one or more tranches, at such price or prices or such formula and on such terms and conditions, as may be determined by the Board.

RESOLVED FURTHER THAT the Scheme shall be administered by the Compensation Committee of the Board (“the Committee”) who shall have all the necessary powers as defined in the Scheme, in pursuance of the SBEB Regulations, for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, sub-division or consolidation or any other change in capital structure, merger and/or demerger or other re-organization, the Board may decide on the fair and reasonable adjustment to be made to the ESOPs granted earlier and/or its exercise price, in compliance with the applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the fully paid up equity shares, to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT upon the Scheme of Arrangement by and among the Company and Dhani Services Limited and others coming into effect, upon its approval from Hon’ble NCLT, Chandigarh Bench (“the Scheme of Arrangement”/“SOA”), to ensure compliance of the terms of the SOA, the ESOPs to be granted to such Transferred Employees and Other Employees as defined in the SOA (“Eligible Employees”), pursuant to and in terms of the Scheme shall be on the terms and conditions not less favourable than those provided under Dhani Services Limited Employees Stock Option Scheme – 2008 and Dhani Services Limited Employees Stock Option Scheme – 2009 (“Dhani ESOP Schemes”).

RESOLVED FURTHER THAT the number of ESOPs and the Exercise Price for the ESOPs to be granted to Eligible Employees under the Scheme, shall be determined after taking into account the Share Exchange Ratio specified under the SOA and Exercise Price under Dhani ESOP Schemes, and further that the vesting period served by the Eligible Employees, under Dhani ESOP Schemes, prior to the effectiveness of the SOA shall be taken into account while determining the Vesting and Exercise Period under the Scheme.

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RESOLVED FURTHER THAT the Board be and is hereby authorized, on behalf of the Company, without requiring any further consent or approval of the members of the Company in this regard, to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of grant of ESOPs and/or re-grant of lapsed ESOPs, for the benefit of Eligible Employees and/or other Employees of the Company, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws and to make such modifications, changes, variations, alterations or revisions in the Scheme, from time to time, or to suspend, withdraw or revive the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as may be necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant/re-grant and allotment of ESOPs under the Scheme."

8. **To consider and if thought fit, to pass the following resolution as a Special Resolution, for approval to extend the benefits of Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025 to the employees and directors of the subsidiary company(ies), if any, of the Company:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the **"SBEB Regulations"**) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include the Compensation Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of **'Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025'** (hereinafter referred to as the **"Scheme"**) set up by the Company, in Compliance with SBEB Regulations, to such Transferred Employees and Other Employees, as defined in the Scheme of Arrangement, as defined in resolution at item no. 7 of this notice (**"Eligible Employees"**) who will become employees or directors of any existing and/or future subsidiary company(ies) of the Company, whether in or outside India, upon the said Scheme of Arrangement coming into effect, and to such other employees and/or directors of any existing and/or future subsidiary company(ies) of the Company, whether in or outside India, as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) (**the "Employees"**), on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized, on behalf of the Company, without requiring any further consent or approval of the members of the Company in this regard, to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of grant of ESOPs and/or re-grant of lapsed ESOPs, for the benefit of Eligible Employees and/or other Employees of the Company, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws and to make such modifications, changes, variations, alterations or revisions in the Scheme, from time to time, or to suspend, withdraw or revive the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as may be necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant/re-grant and allotment of ESOPs under the Scheme."

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

Sd/-

Sachin Ghanghas

Company Secretary

(Membership No. A53430)

Place: Gurgaon

Date: August 22, 2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) 2015, in respect of the businesses as set out in the AGM Notice is annexed hereto.
2. The Ministry of Corporate Affairs (**"MCA"**) has vide its circular no. 09/2024 dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December

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28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/PoD2/P/CIR/2024/0133, dated October 3, 2024, permitted convening the Annual General Meeting (“AGM” / “Meeting” / “e-AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Company has made arrangements through KFin Technologies Limited (“KFin” / “KFintech”), to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for conducting of the e-AGM. The Members can join the e-AGM 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) intending to depute their authorized representatives to attend the Meeting through VC/ OAVM are requested to send to the Company a certified true copy of the Board Resolution/Letter of Authorisation together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 18th AGM.
9. As mandated by the 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 Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 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/1693380012226Form-ISR-4.pdf>) along with requisite supporting documents to Company’s RTA as per the requirement of the aforesaid circular.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, September 19, 2025 to Thursday, September 25, 2025** (both days inclusive) for the purpose of 18th AGM of the Company.
11. The Company has appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountants, Gurugram, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf

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13. 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/instademat-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

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 hereinafter.

14. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, the unclaimed dividend of Rs. 2.38 lakhs pertaining to Financial Year 2018-19 got transferred to Investor Education and Protection Fund after giving due notice to the members. Also, the Company has transferred 70,621 fully paid-up equity shares pertaining to Financial Year 2018-19 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
15. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for financial year 2024-25 is being sent through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with applicable regulations, a letter providing the web-link, including the exact path, where the said Annual Report is available, is being sent to those shareholders who have not registered their email addresses with the Company/RTA or Depository Participant(s).

Members may note that the Notice and Annual Report for financial year 2024-25 will also be available on the Company's website at <https://www.yaari.com/> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and www.nseindia.com respectively and on the website of Registrar and Share Transfer Agent at <https://evoting.kfintech.com>, for those members whose email ids are not registered with the Company/Kfintech.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, Members are requested to follow the process set out in Note No. 13 in this Notice.

16. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
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. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.
19. **PROCEDURE FOR REMOTE E-VOTING**
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in relation to e-Voting Facility Provided by Listed

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Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. However, pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. **The remote e-Voting period commences Friday, September 19, 2025 at 10.00 A.M. and ends on Wednesday, September 24, 2025 at 5.00 P.M.**
- v. **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 Thursday, September 18, 2025.**
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “**Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility:
	I. Visit URL: https://eservices.nsdl.com
	II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
	IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services
	I. To register click on link : https://eservices.nsdl.com
	II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. 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.

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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 : 1800 102 0990
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:

II) 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:

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

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- 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 attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id nishantmittal1995@gmail.com 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 Participants(s), 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 No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, 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://karisma.kfintech.com/downloads/2Form_ISR-1.pdf 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, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 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.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- Facility for joining AGM though VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at secretarial@indiabulls.com. Questions /queries received by the Company till Sunday, September 21, 2025 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- xi. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Sunday, September 21, 2025 to Tuesday, September 23, 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Sunday, September 21, 2025 to Tuesday, September 23, 2025.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 18, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**
- V. This AGM Notice and Annual Report of FY 2024-25 are being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, August 22, 2025**. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting accordingly.

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- VII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at <https://www.yaari.com> and Service Provider's website at <https://evoting.kfintech.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited, within the prescribed time limit.
- VIII. SEBI vide Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023, as amended, 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 at <https://smartodr.in/login>.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the ordinary/special business mentioned at Item Nos. 2 to 8 of the accompanying Notice dated August 22, 2025.

Item No. 2: Appointment of Mr. Kubeir Khara (DIN: 03498226), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment, as a director:

Mr. Kubeir Khara, aged about 43 years, is on the Board of the Company since January 1, 2021. He is a distinguished & committed professional with rich & varied experience of over 19 years in brand-building, marketing & sales across advertising, financial services and real estate sectors. Mr. Khara is associated with the 'Yaari' platform from its inception including conceptualizing, launch, transition and expansion along with implementing innovative plans for accomplishment of targets and through his keen insights and extensive cross-functional experience, he has developed a deep understanding of digital businesses.

Mr. Khara holds a B. Tech degree in Electronics & Communication Engineering and an MBA in Marketing. He has been associated with the Company for over last 18 years at middle and senior management positions. With cross-functional experience in strategizing and executing on corporate vision, Mr. Khara has successfully demonstrated track record in overcoming complex business challenges and delivering on high-impact decisions. Prior to joining Indiabulls he was responsible for business development and communication for a leading MNC in India.

The shareholders of the Company vide their authorization dated September 30, 2021, had approved the appointment of Mr. Kubeir Khara (DIN: 03498226), Whole Time Director & Key Managerial Personnel, designated as Executive Director & Chief Executive Officer of the Company, for a period of 5 (five) years w.e.f. January 1, 2021, liable to retire by rotation.

The remuneration paid to Mr. Khara, during the financial year 2024-25, is mentioned in the Annual Return as on March 31, 2025, which is available on the Company's website.

Mr. Kubeir Khara (DIN: 03498226), Executive Director, is retiring by rotation and being eligible, has offered himself for re-appointment, as a Director liable to retire by rotation. Keeping in view his vast experience and managerial skills, the Board recommends the resolution as set out at Item No. 2 of this Notice, for the approval by the shareholders, as an Ordinary resolution.

He is also a director on the Board of YDI Consumer India Limited, Devata Tradelink Limited, KUKK Infra and Realty Private Limited, SMVM Infra and Realty Private Limited, KKSM Infra and Realty Private Limited, Prosperity Real Estate Solutions Private Limited and Prosperity Infra and Realty Private Limited. He is a Chairman of Risk Management Committee, Management Committee, Reorganization Committee and Issuance Committee of the Company and a member of Audit Committee and Stakeholders Relationship Committee of the Company.

Mr. Khara does not hold any equity shares in the Company and is neither related to any other director or key managerial personnel of the Company nor is debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority. Number of board meetings attended by Mr. Khara during FY 2024-25, is provided in Corporate Governance Report, forming part of the Annual Report 2024-25.

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

Item No. 3: Appointment of Ms. Surina Rajan, IAS (Retd.) (DIN: 06699602), as an Independent Director:

Ms. Surina Rajan, IAS (Retd.) (DIN: 06699602), aged about 66 years, is an accomplished civil servant of Haryana cadre with 37 years of experience and retired from Government of India in apex scale of Secretary. She is a Gold Medalist in BA Hons (Economics) with a Distinction in M.Phil. She topped Indian Economic Service and Indian Administrative Service (rank 2) in 1985. An alumni of Panjab University, she has also done courses on Sustainable Development & Public Private Partnership at University of Delaware and Harvard University (USA).

During her tenure as a civil servant, she was associated with several departments of the State of Haryana including Rural & Urban Development, Irrigation, Power, Renewable Energy, PWD (B&R), Science & Technology, Labour & Employment; Technical, Higher & School Education. In Govt. of India, she worked in Ministries of Defence /Defence Production & Consumer Affairs (as DG BIS). She has also worked in International Labour Organization, a specialized agency of the United Nations for six years. She has the credit of coordinating 30 publications relating to Public Policy and Project Management. She was duly recognized for her illustrious work in different fields like Skill-Training,

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Swachh Bharat Abhiyan, Solar Power Installations, National Apprenticeship Schemes, Start-up Promotion work, e-governance and Literacy Mission.

Currently she is Chairperson/ Member Dispute Resolution Board (NHAI) and Member of National Committee (NSTC) set up by Govt. of India for National Education Policy; and Chairperson of Vocational Education Group therein.

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, had appointed Ms. Surina Rajan, IAS (Retd.) (DIN: 06699602), as an Additional Independent Director of the Company w.e.f. August 18, 2025 for a term of 3 (three) years up to August 17, 2028. In compliance with applicable provisions under the Companies Act, 2013 and SEBI Listing Regulations, shareholders' approval by way of Special Resolution, in respect of her appointment w.e.f. August 18, 2025 up to August 17, 2028, is required in the manner as set out at Item No. 3 of this Notice.

Period	3 (Three) years from August 18, 2025 up to August 17, 2028
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 50 thousand per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

The Company has received a declaration from Ms. Surina Rajan confirming that she fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, she fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and she is independent of the Management of the Company. Keeping in view of her vast experience, knowledge and skills, the Board constituted Nomination & Remuneration Committee had recommended seeking shareholders' approval in respect of her appointment as an Independent Director of the Company which the Board has recommended in the best business interest of the Company.

Ms. Rajan does not hold any shares in the Company and is not related to any other director or Key Managerial Personnel of the Company nor is debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority. She does not hold any directorship in any other Company.

Except the proposed appointee, in resolution set out at Item No. 3 of this Notice, proposing her 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. 4: Re-appointment of Mr. Gurinder Singh, IPS (Retd.) (DIN: 08183046), as an Independent Director

Mr. Gurinder Singh, IPS (Retd.) Officer, aged about 76 years, has been a committed professional with strong leadership qualities, expertise in management and administrative matters. During his distinguished career of 36 years, he handled various key senior positions at State and Centre level and international levels including Consul in the Consulate - General of India in Vancouver, Counsellor in the Embassy of India in Vienna, Counsellor in the Embassy of India in Cairo and Minister in the High Commission of India in London. He also assisted the Prime Minister of Mauritius, Mr. Naveen Ramgoolam as his National Security Advisor. For his meritorious services, he was awarded the Police Medal in 1995 and the Sarvottam Seva Praman Patra (Distinguished Service Medal for Intelligence Officers) in 2004. Mr. Singh is an Arts Graduate with specialization in History & Economics from Panjab University and also holds a Bachelors' degree in law from Panjab University.

In terms of members authorisation dated September 30, 2022, the existing first term of Mr. Gurinder Singh, IPS (Retd.) (DIN: 08183046) as Non-Executive Independent Director of the Company is upto September 04, 2025. As a member of the Board of Directors, Mr. Singh has provided valuable guidance to the Company. Taking into consideration performance and contributions of Mr. Singh, in the Board meetings, during his current tenure and on the recommendation of the Nomination & Remuneration Committee, the Board through its authorisation dated August 18, 2025 has re-appointed Mr. Gurinder Singh, IPS (Retd.) (DIN: 08183046) as Non-Executive Independent Director of the Company for second consecutive term of 2 (Two) years effective from September 05, 2025 up to September 04, 2027. In compliance with applicable provisions under the Companies Act, 2013 and SEBI Listing Regulations, shareholders' approval by way of Special Resolution, in respect of his re-appointment w.e.f. September 05, 2025 up to September 04, 2027, is required in the manner as set out at Item No. 4 of this Notice.

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The main terms and conditions of re-appointment of Mr. Gurinder Singh, as an Independent Director of the Company, are as under:-

Period	2 (Two) years from September 05, 2025 up to September 04, 2027
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 50 thousand per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

The Company has received a declaration from Mr. Gurinder Singh confirming that he fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and he is independent of the Management of the Company. Further, Mr. Singh had attained age of 75 years in February 2024, to continue the benefits of his leadership and governance abilities, his re-appointment and continuation as Independent Director of the Company post attaining age of 75 years is recommended by the Board of Directors for approval of the shareholders of the Company as a Special Resolution, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Gurinder Singh does not hold any equity shares in the Company and is not related to any other director or Key Managerial Personnel of the Company nor is debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority. Mr. Singh is also on the Board of Indiabulls Enterprises Limited. He is member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee, Compensation Committee, Management Committee, Risk Management Committee and Reorganisation Committee of the Company. He has ceased to be Independent Director of Embassy Developments Limited (erstwhile Equinox India Developments Limited and earlier Indiabulls Real Estate Limited) w.e.f. March 23, 2023.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice, as a Special resolution, for approval by the shareholders.

Except the proposed appointee, in resolution set out at Item No. 4 of this Notice, proposing his re-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. 5: Re-appointment of Mr. Aishwarya Katoch (DIN: 00557488), as an Independent Director:

Mr. Aishwarya Katoch, aged about 55 years, has over 33 years of rich and varied experience in the areas of business management, marketing, hospitality, supply chain management and administration. Mr. Katoch runs a successful business of leisure and heritage hotels and resorts. He holds bachelor's degree in Business Administration and Merchandising from the American College for Applied Arts, London, U.K.

In terms of members authorisation dated September 30, 2022, the existing first term of Mr. Aishwarya Katoch (DIN: 00557488) as Non-Executive Independent Director of the Company is upto September 04, 2025. As a member of the Board of Directors, Mr. Katoch has provided valuable guidance to the Company. Taking into consideration performance and contributions of Mr. Katoch, in the Board/Committee meetings including Stakeholders Relationship Committee, during his current tenure and on the recommendation of the Nomination & Remuneration Committee, the Board through its authorisation dated August 18, 2025 has re-appointed Mr. Aishwarya Katoch (DIN: 00557488) as Non-Executive Independent Director of the Company for second consecutive term of 2 (two) years effective from September 05, 2025 up to September 04, 2027. In compliance with applicable provisions under the Companies Act, 2013 and SEBI Listing Regulations, shareholders' approval by way of Special Resolution, in respect of his re-appointment w.e.f. September 05, 2025 up to September 04, 2027, is required in the manner as set out at Item No. 5 of this Notice.

The main terms and conditions of re-appointment of Mr. Aishwarya Katoch, as an Independent Director of the Company, are as under:-

Period	2 (Two) years from September 05, 2025 up to September 04, 2027
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 50 thousand per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

Notice *(Contd.)*

The Company has received a declaration from Mr. Aishwarya Katoch confirming that he fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and he is independent of the Management of the Company.

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 re-appointment as an Independent Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Aishwarya Katoch does not hold any equity shares in the Company and is not related to any other director or Key Managerial Personnel of the Company nor is debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority. Mr. Katoch is also on the Board of Dhani Services Limited, Indiabulls Life Insurance Company Limited, Royal Expeditions Private Limited and Indiabulls Asset Reconstruction Company Limited. He is chairman of Audit Committee, Nomination & Remuneration committee, Stakeholder Relationship Committee, Corporate Social Responsibility (CSR) Committee and Compensation Committee of the Company, Audit Committee and Nomination & Remuneration committee of Dhani Services Limited, Nomination & Remuneration committee of Indiabulls Asset Reconstruction Company Limited. He is member of Issuance Committee, Risk Management Committee and Reorganisation Committee of the Company, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee of Dhani Services Limited.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this Notice, as a Special resolution, for approval by the shareholders.

Except the proposed appointee, in resolution set out at Item No. 5 of this Notice, proposing his re-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. 6: Appointment of M/s Sukesh & Co., Company Secretaries (Firm Registration No. S2014HR239100), as Secretarial Auditors of the Company and to fix their remuneration:

Pursuant to and in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 (SEBI Listing Regulations) and any other applicable regulatory provisions, the Audit Committee and the Board of Directors of the Company have recommended the appointment of M/s Sukesh & Co., Company Secretaries (Firm Registration No. S2014HR239100 and ICSI Peer Review Certificate No. 3473/2023) as the Secretarial Auditors of the Company, for a period of 5 (Five) consecutive years, for financial year 2025-26 to FY 2029-30, subject to their continuity of fulfillment of the applicable eligibility norms, during their tenure.

M/s. Sukesh & Co., Practicing Company Secretaries having Firm Registration No.: S2014HR239100 and ICSI Peer Review Certificate No. 3473/2023, is a group of young, vibrant & dynamic Company Secretaries, driven by a passion for excellence and professionalism, with rich industry experience in Corporate Laws, Foreign Exchange Laws and FEMA matters, EXIM Policies, SEBI Regulations, Non-Banking Finance (NBFC) matters, Compliance Audit and Secretarial Audit. Over the years, M/s. Sukesh & Co., is well-connected with reputed firms of Chartered Accountants and Legal professionals, enabling it to provide multi-disciplinary, end-to-end solutions under one roof. M/s. Sukesh & Co., is committed to meeting the evolving expectations of the corporate sector, while upholding the standards of corporate governance and professional integrity.

M/s. Sukesh & Co., Company Secretaries have consented to the said appointment and have confirmed that their appointment, if made, shall be in accordance with the conditions as prescribed in SEBI Listing Regulations. The said firm of Company Secretaries has also confirmed that it meets the criteria for independence, eligibility and qualification as prescribed in terms of provisions of SEBI Listing Regulations and has a valid Peer Review Certificate.

The fees proposed to be paid to M/s. Sukesh & Co., Company Secretaries, towards Secretarial Audit and Annual Compliance Report for each of the financial year, during the aforesaid tenure, is proposed to be upto INR 3,00,000/- (Rupees Three Lacs only). The said fees shall exclude applicable taxes, reimbursements of out of pocket expenses and other fee for other assignments he would be eligible to carry out in terms of SEBI Listing Regulations.

Accordingly, the Audit Committee and the Board of Directors of the Company have recommended the appointment of M/s. Sukesh & Co., as the Secretarial Auditors of the Company including the payment of fees to them as set out at Resolution No. 6 of this Notice, as an Ordinary resolution, for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item Nos. 7 to 8: Approval of Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025 and grant of Employee Stock Options to the employees/directors of the Company and its subsidiary companies:.

The Board of Directors of Yaari Digital Integrated Services Limited ("**the Company**"), on June 27, 2023, subject to all applicable statutory and regulatory approvals, had approved a composite Scheme of Arrangement, inter-alia, involving merger of Dhani Services Limited (DSL) and others with and into the Company ("**Scheme of Arrangement**" / "**SOA**"). Consequent upon receipt of approval from Hon'ble NCLT, Chandigarh Bench to the SOA and its coming into effect, the Company will be required to issue its fresh employee stock options in lieu of the employee stock options granted under Dhani Services Limited Employees Stock Option Scheme – 2008 and Dhani Services Limited Employees Stock Option Scheme – 2009 ("**Dhani ESOP Schemes**"), to eligible Transferred Employees and Other Employees, as defined under SOA ("**Eligible Employees**").

To ensure compliance of applicable terms of SOA, qua grant of ESOPs, to the Eligible Employees, and further to align the long-term interest of employees of the Company and to retain, attract and motivate its key employees, the Company proposes to create and implement '**Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025**' ("**the Scheme**"), in accordance with the SBEB Regulations, for the quantum and in the manner as set out in the resolution no(s). 7 and 8 of this Notice.

A Board constituted Compensation Committee (consisting of a majority of independent directors of the Company) would administer and superintend the Scheme. Approval of the members is being sought for the creation, administration and implementation the Scheme.

Disclosure/main features of the Scheme pursuant to the SBEB Regulations and the Companies Act, 2013 and the rules framed thereunder, are as under:

1. Brief description of the Scheme

The Scheme will be administered directly by the Company through its Compensation Committee. ESOPs will be granted to the Eligible Employees, employees and directors of the Company and its subsidiary company(ies) under '**Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025**' in the manner as set out in the resolution no(s). 7 and 8 of this Notice. The Company, shall allot its fresh equity shares to the holders of the ESOPs, upon exercise.

2. Total number of stock options to be granted:

The maximum number of ESOPs, that may be granted under the 'Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025' shall not exceed 3,00,00,000 (Three Crore) Employee Stock Options ("**Options**").

If any Option granted under the Scheme lapses or is forfeited or surrendered, such Option(s) shall be available for further grant under the Scheme, at the discretion of the Committee.

Further, the maximum number of Options that can be granted and the Shares arising upon exercise of these Options shall stand adjusted in case of Corporate Action(s).

3. Identification of classes of Employees entitled to participate and be beneficiaries in the Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025:

Following class / classes of employees shall be eligible to participate in Yaari Digital Integrated Services Limited - Employee Stock Option Scheme 2025:

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- b) Directors of the Company;
- c) Permanent employees and Directors of the Subsidiary Company(ies) / working with respective subsidiary company or on deputation with any other company; and
- d) Transferred Employees & Other Employees as defined under the Scheme of Arrangement, upon effectiveness of the said Scheme of Arrangement.

However, following class / classes of employees shall not be eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;

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- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Vesting Period and requirements of vesting:

- (i) The Vesting period of ESOPs to be granted under the Scheme, to the Eligible Employees, shall be determined pursuant to and in terms of applicable clause under the Scheme of Arrangement, after considering the vesting period served by the Eligible Employees, under Dhani ESOP Schemes, prior to the effectiveness of the Scheme of Arrangement.
- (ii) The ESOPs to be granted to other employees of the Company shall vest after a minimum period of 1 (one) year from the date of grant, as may be decided by the Board from time to time, in compliance with SBEB Regulations. All subsequent tranches for the vesting of ESOPs shall take place after an interval of 1 (one) year from the previous tranche of ESOPs. Further, the ESOPs granted shall vest in accordance with the terms of the each grant under the Scheme, so long as an Employee continues to be director or employee of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such ESOPs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which such grant would vest subject to the minimum vesting period of 1 year.

5. Exercise price or pricing formula:

- (i) The Exercise Price of ESOPs to be granted, under the Scheme, to the Eligible Employees, shall be determined pursuant to and in terms of applicable clause under the Scheme of Arrangement, after taking into account the Share Exchange Ratio specified under the Scheme of Arrangement and Exercise Price under Dhani ESOP Schemes.
- (ii) The Exercise Price of ESOPs to be granted to other employees of the Company shall be as may be decided by the Board from time to time, in compliance with SBEB Regulations.

6. Exercise period and the process of exercise:

- (i) The Exercise Period of ESOPs to be granted, under the Scheme, to the Eligible Employees, shall be determined pursuant to and in terms of applicable clause under the Scheme of Arrangement, after considering the vesting period served by the Eligible Employees, under Dhani ESOP Schemes, prior to the effectiveness of the Scheme of Arrangement.
- (ii) The Exercise Price of ESOPs to be granted to other employees of the Company shall be as may be decided by the Board from time to time, in compliance with SBEB Regulations.

The vested options shall be exercisable by the employees by a written application to the Company expressing his / her desire to exercise such options. The options shall lapse if not exercised within the specified exercise period.

7. The appraisal process for determining the eligibility of the Employees for the scheme(s):

The appraisal process for determining the eligibility of the Employees will be decided by the Compensation Committee, from time to time. The Employees would be granted ESOPs, under the Scheme, based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

8. Maximum number of options to be issued per Employee and in aggregate under the scheme(s):

- (i) The number of ESOPs to be granted, under the Scheme, to Eligible Employees, shall be determined after taking into account the number of ESOPs granted under Dhani ESOP Schemes and Share Exchange Ratio specified under the Scheme of Arrangement.
- (ii) The number of ESOPs that may be granted to other employees of the Company or of its subsidiary company under the Scheme, in any financial year and in aggregate, shall be decided by the Committee, subject to applicable SBEB Regulations.

9. Maximum quantum of benefits to be provided per employee under the scheme(s):

Except the ESOPs to be granted, under the Scheme, to the Eligible Employees, to ensure the compliance of the terms of Scheme of Arrangement, upon its approval from Hon'ble NCLT, Chandigarh Bench and its coming into effect, the maximum quantum of benefits to be provided under the Scheme shall be decided by the Committee, in accordance with the terms of Scheme of Arrangement and SBEB Regulations.

10. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented directly by the Company where the Company shall allot its fresh fully paid-up equity shares in terms of the Scheme. Further, the Scheme shall be administered by the Compensation Committee which shall have the necessary powers, as defined in the Scheme, subject however to adherence with applicable laws and regulations in force, from time to time.

11. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Scheme involves fresh allotment of equity shares by the Company.

12. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, Utilization, repayment terms, etc.:

Not Applicable since the proposed Scheme is to be implemented directly by the Company.

13. Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the scheme(s):

Not Applicable since the proposed Scheme is to be implemented directly by the Company.

14. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SBEB Regulations:

The Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

15. Disclosure and Accounting Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. The method which the company shall use to value its Options:

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the ESOPs. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESOPs and the impact of this difference on profits and on earning per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

17. Any interest of key managerial personnel, directors or promoters in such Scheme and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel, directors (other than promoter directors or independent directors) may be covered or interested under the Scheme but only to the extent of ESOPs, as may granted to them, if any, under the Scheme, in due compliance with the terms of Scheme of Arrangement and SBEB Regulations.

18. Period of lock in the shares allotted pursuant to the Scheme shall not be subject to any lock in period.

The shares allotted pursuant to the Scheme shall not be subject to any lock in period.

19. Terms & conditions for buyback, if any, of specified securities.

The Committee will determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

20. Detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:

Upon allotment of fully paid-up equity shares of the Company and listing of such equity shares, consequent to exercise of ESOPs granted under the Scheme, the said equity shares can be dealt with, subject to applicable laws and regulations, at the absolute discretion of the holders of these equity shares. Basis the sale consideration of such shares, the benefits will accrue to the holders of such shares, upon their sale.

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21. Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Scheme would be exercised:

The voting rights can be exercised, by the ESOP holders, only upon exercise of ESOPs and fully paid-up equity shares, in respect thereof, are allotted by the Company.

In terms of provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and other applicable regulation(s), consent of the members is being sought by way of Special Resolutions set out at Item No. 7 and 8 of this Notice.

Therefore, the Board recommends passing of the Resolutions, as set out at Item No. 7 and 8 of this Notice as Special Resolutions.

None of the Promoters, Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the above resolution, except to the extent of their eligibility for grant of ESOPs to them, under the Scheme, in compliance of SBEB Regulations.

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

Place: Gurgaon
Date: August 22, 2025

Sd/-
Sachin Ghanghas
Company Secretary
(Membership No. A53430)