

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting (AGM) of the Shareholders of **DIGILOGIC SYSTEMS LIMITED** (formerly known as Digilogic Systems Private Limited) (the "company") will be held on Monday, September 21, 2026 at 11:00 AM (IST) through Video Conferencing (VC/ Other Audio-Visual Means ("OAVM")) to transact the following business. The venue of the meeting shall be deemed to be registered office of the Company at #102, 1ST Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddi, Telangana- 500 039.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31st March, 2026 and Report of the Board of Directors and Auditors thereon.**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2026 together with the Report of the Board of Directors and the Auditors be and are hereby considered, approved and adopted.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **To appoint a Director in place of Mr. Jetty Shashank Varma (DIN: 03370303), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

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

RESOLVED THAT Mr. Jetty Shashank Varma, Director (DIN: 03370303), who retires by rotation at this meeting in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

3. **To take approval for advance any loan/give guarantee/ provide security under section 185 of the Companies act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 and read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, and based on the recommendation of the Audit Committee and approval of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), for an aggregate amount not exceeding Rs.5,00,00,000/- (Rupees Five Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and /or Company Secretary of the Company and /or CFO of the Company be and are hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

4. **Revision in the terms of remuneration of Mr. Madhusudhan Varma Jetty (DIN: 02247769), Managing Director of the company:**

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

"RESOLVED THAT, pursuant to the provisions of

Sections 2(54),196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, consents and permissions as may be necessary, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members be and is hereby accorded to revise the remuneration to Mr. Madhusudhan Varma Jetty, Managing Director of the Company for the remaining tenure of his appointment to ₹1,44,00,000 (Rupees One Crore Forty Four Lakhs only) Per Annum and 1.5% of Net Profit from the FY 2026-27 on the following terms and conditions as set out below:

A. Fixed Remuneration; An amount of ₹1,44,00,000 (Rupees One Crore Forty-Four Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:

1. **Salary:** ₹1,44,00,000 (Rupees One Crore Forty-Four Lakhs only) Per Annum.
2. **Perquisites/Allowances:**
 - a. Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.
 - b. Medical expenses reimbursement including premium paid for Medclaim policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.

B. Variable Remuneration:

1.5% of Net Profit effective from FY 2026–27.

RESOLVED FURTHER THAT if the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary and perquisites / allowances as specified above and 1.5% of Net Profit respectively subject to compliance with the applicable provisions of Schedule V to the Act, that such remuneration shall be treated as the minimum remuneration to be payable to Mr. Madhusudhan Varma Jetty in the absence or inadequacy of profits in accordance with the provisions of Section 197 other applicable provisions if any of the Act read with Schedule

V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including sign and execute documents, filing of the necessary forms and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

5. Revision in the terms of remuneration of Mrs. Radhika Varma Jetty (DIN: 03370284), Whole-time Director of the company:

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

“RESOLVED THAT, pursuant to the provisions of Sections 2(54),196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, consents and permissions as may be necessary, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members be and is hereby accorded to revise the remuneration to Mrs. Radhika Varma Jetty, Whole-time Director of the Company for the remaining tenure of her appointment to ₹48,00,000 (Rupees Forty-Eight Lakhs only) Per Annum and 0.5% of Net Profit from the FY 2026-27 on the following terms and conditions as set out below:

A. Fixed Remuneration; An amount of ₹48,00,000 (Rupees Forty-Eight Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:

1. **Salary:** ₹48,00,000 (Rupees Forty-Eight Lakhs only) Per Annum.
2. **Perquisites/Allowances:**
 - a. Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.

- b. Medical expenses reimbursement including premium paid for Medclaim policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.

B. Variable Remuneration:

0.5% of Net Profit effective from FY 2026–27.

RESOLVED FURTHER THAT if the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary and perquisites / allowances as specified above and 0.5% of Net Profit respectively subject to compliance with the applicable provisions of Schedule V to the Act, that such remuneration shall be treated as the minimum remuneration to be payable to Mrs. Radhika Varma Jetty in the absence or inadequacy of profits in accordance with the provisions of Section 197 other applicable provisions if any of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including sign and execute documents, filing of the necessary forms and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

6. Revision in the terms of remuneration of Mr. Jetty Shashank Varma (DIN: 03370303), Whole-time Director and CEO of the company:

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

"RESOLVED THAT, pursuant to the provisions of Sections 2(54),196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, consents and permissions as may be necessary, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members be and is hereby accorded to revise the remuneration to Mr. Jetty Shashank Varma, Whole-

time Director & CEO of the Company for the remaining tenure of his appointment to ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum and 3% of Net Profit from the FY 2026-27 on the following terms and conditions as set out below:

A. Fixed Remuneration; An amount of ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:

1. **Salary:** ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum.
2. **Perquisites/Allowances:**
 - a. Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.
 - b. Medical expenses reimbursement including premium paid for Medclaim policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.
 - c. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or together are not taxable under the Income tax Act.
 - d. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

B. Variable Remuneration:

3% of Net Profit effective from FY 2026–27.

RESOLVED FURTHER THAT if the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary and perquisites / allowances as specified above and 3% of Net Profit respectively subject to compliance with the applicable provisions of Schedule V to the Act, that such remuneration shall be treated as the minimum remuneration to be payable to Mr. Jetty Shashank Varma in the absence or inadequacy of profits in accordance with the provisions of Section 197 other applicable provisions if any of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including sign and execute documents, filing of the necessary forms and to do all such acts, deeds and things as may be required or deemed expedient to implement

this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

7. Revision in the terms of remuneration of Mr. Hitesh Varma Jetty (DIN: 10648537), Whole-time Director of the company:

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

"RESOLVED THAT, pursuant to the provisions of Sections 2(54), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, consents and permissions as may be necessary, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members be and is hereby accorded to revise the remuneration to Mr. Hitesh Varma Jetty, Whole-time Director of the Company for the remaining tenure of his appointment to ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum and 3% of Net Profit from the FY 2026-27 on the following terms and conditions as set out below:

A. Fixed Remuneration: An amount of ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:

1. **Salary:** ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum.
2. **Perquisites/Allowances:**
 - a. Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.
 - b. Medical expenses reimbursement including premium paid for Mediclaim policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.

- c. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or together are not taxable under the Income tax Act.
- d. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

B. Variable Remuneration:

3% of Net Profit effective from FY 2026-27.

RESOLVED FURTHER THAT if the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary and perquisites / allowances as specified above and 3% of Net Profit respectively subject to compliance with the applicable provisions of Schedule V to the Act, that such remuneration shall be treated as the minimum remuneration to be payable to Mr. Hitesh Varma Jetty in the absence or inadequacy of profits in accordance with the provisions of Section 197 other applicable provisions if any of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including sign and execute documents, filing of the necessary forms and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

By order of the Board
DIGILOGIC SYSTEMS LIMITED
 (Formerly known as Digilogic Systems Private Limited)

Sd/-
Kameswara Rao Vempati
 Company Secretary & Compliance Officer
 Membership No. A60095

Place: Hyderabad
 Date: 22.08.2026

NOTES:

- 1) The relevant statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item nos. 3, 4, 5, 6 and 7 of the Notice set out above is annexed herewith.
- 2) The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the 15th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. Further, all resolutions in the meeting shall be passed through the facility of e-voting/electronic system. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020/ General Circular Nos. 09/2024 dated September 19, 2024 and subsequent circulars General Circular Nos. 03/2025 dated September 22, 2025 issued in this regard, the latest being in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars" and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12 May 2020, SEBI/ HO/CFD/ CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/DDHS/DDHSRACPOD1/ P/ CIR/2023/001 dated 5 January 2023 and SEBI/ HO/CFD/CFDPoD-2/P/CIR/2023/167 dated 7 October 2023 and latest SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/ CIR/2024/133 dated October 3, 2024]
- 3) Although, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself/ herself, but since this meeting is being held through VC/OAVM under the framework of MCA and SEBI circulars, where physical presence of members has been dispensed with, the facility of appointment of proxy will not be available. Hence, the proxy form and attendance slip are not annexed hereto.
- 4) Since the AGM will be held through VC / OAVM, the Route Map, proxy forms and attendance slips are not annexed to this Notice.
- 5) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at cs@digilogicsystems.com to attend the AGM.
- 6) In compliance with the Circulars, the financial statement including Board's Report, Auditor's Report or other documents required to be attached therewith (together referred to as Annual Report FY 2025-26) and Notice of AGM are being sent in electronic mode to Shareholders whose e-mail address is registered with the Company or the Depository Participant(s) ('DPs') as on Friday, August 21, 2026 and to all other persons so entitled. The Company shall send a physical copy of the Annual Report to those Shareholders who specifically request for the same at cs@digilogicsystems.com mentioning their Folio No./ DP ID and Client ID.
- 7) In line with the Circulars, the Notice calling the AGM along with Annual Report FY 2025-26 has also been uploaded on the website of the Company at www.digilogicsystems.com The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of KFin Technologies Limited (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>

Additionally, in accordance with Regulation 36(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company is also sending a letter to Shareholders whose e-mail address is not registered with the Company or its Registrar and Share Transfer Agent viz. KFin Technologies Limited ('RTA')/ DPs providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.
- 8) The Shareholders can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Shareholders on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 9) The attendance of the Shareholders attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the 'Act').
- 10) Information under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment at the AGM, forms integral part of the Notice.

- 11) All documents referred to in the Notice are available for inspection through secured electronic mode by writing to the Company at its email ID: cs@digilogicssystems.com till the date of the meeting.
- 12) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and other documents referred to in the Explanatory Statement will be available electronically for inspection without any fee by the Shareholders upon login at <https://evoting.kfintech.com>
- 13) SEBI has mandated the submission of PAN by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form are requested to submit their PAN details to the Company's RTA i.e., KFin Technologies Limited
- 14) SEBI vide its Circulars dated July 31, 2023 and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
- 15) AGM shall be convened through VC/ OAVM in compliance with applicable provisions of the Act read with Circulars.
- 16) Mr. D. Hanumantha Raju & Co., Practicing Company Secretary Firm, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- 17) The Scrutinizer shall submit, not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
- 18) The Results shall be declared by the Chairman or the person authorised by him in writing not later than 2 working days of conclusion of the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website (www.digilogicssystems.com) and on the website of KFINTECH (<https://evoting.kfintech.com>) immediately after the result is declared by the Chairman or a person authorised by him. The Results shall also be immediately forwarded to the BSE Limited.
- 19) To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Shareholder as soon as possible. Shareholders are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned DPs and holdings should be verified periodically.
- 20) The Company's Registrar and Transfer Agent for its share registry work is KFin Technologies Limited (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below: M/s. KFin Technologies Limited.

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)
Selenium Building, Tower-B, Plot No 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana India - 500 032.
CIN L72400MH2017PLC444072

Ph.no: +91 40 7961 5565

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

PROCEDURE FOR REMOTE E-VOTING

- i. Pursuant to SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, 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. Individual demat account holders would now be able to cast their vote without having any further requirement to register with the E-Voting Service Provider (ESP), thereby not only facilitating seamless authentication but also 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.
- ii. The remote e-Voting period commences on **Thursday, September 17, 2026 (9.00 A.M. IST) and ends on Sunday, September 20, 2026 (5.00 P.M. IST).**
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. Any 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.
- v. In case of 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 follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

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. Member already registered for IDeAS facility may follow the below steps:
	I. Visit the 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" under e-voting services.
	IV. Click on company name or e-Voting service provider i.e. KFintech and you will be re-directed to KFintech website for casting your vote.
	2. Members who have not registered for IDeAS facility may follow the below steps:
	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
	III. On completion of the registration formality, follow the steps provided above.
	3. Members may alternatively vote by directly accessing the e-Voting website of NSDL:
	I. Visit the URL: https://www.evoting.nsdl.com/
	II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
	III. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV. Post successful authentication, you will requested to select the name of the company or 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Members already registered for Easi/Easiest facility may follow the below steps: - Visit the following URL: https://web.cdslindia.com/myeasitoken/home/login/ or www.cdslindia.com - Click on the "Login" icon and opt for "My Easi New(Token)" (only applicable when using the URL: www.cdslindia.com) - On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. - Click on Company name or e- voting service provider name, i.e., KFintech to cast your vote.
	2. Members who have not registered for Easi/ Easiest facility may follow the below steps: - To register for this facility, visit the URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration - On completion of the registration formality, follow the steps provided above.
	3. Members may alternatively vote by directly accessing the e-Voting website of CDSL: - Visit the URL: https://evoting.cdslindia.com/Evoting/EvotingLogin - Enter the demat account number and PAN - Enter OTP received on mobile number & email registered with the demat account for authentication. - Post successful authentication, the shareholder will receive links for the respective e-voting service provider, i.e., KFintech where the e-voting is in progress
Individual Shareholder login through their demat accounts / Website of Depository Participant	- Members may alternatively login using the credentials of the demat account through their DP registered with NSDL /CDSL for e-Voting facility. - On clicking the E-voting icon, members will be redirected to NSDL / CDSL Depository site on successful authentication. - Members may then click on Company name or e-Voting service provider – Kfintech and will be redirected to e-Voting website of KFintech for casting their vote 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 details for Individual Shareholders holding securities in demat mode related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259, or 1800 210 9911

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

Members whose email IDs are registered with the 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:

- Visit the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). 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".

- 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., 'Hindustan Aeronautics Limited' 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 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 e-mail id i.e. dh300@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."

INSTRUCTIONS FOR ALL THE MEMBERS FOR ATTENDING THE AGM OF THE COMPANY THROUGH VC/OAVM AND E-VOTING DURING THE MEETING.

- i. 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 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.
 - ii. Facility for joining AGM through VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.
 - iii. 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, email id, and mobile number at cs@digilogicsystems.com
- Questions/ queries received by the Company till September 17, 2026 (5.00 P.M.) shall only be considered for response 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 cast 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 members on first come first served basis.

- ix. Institutional Members are encouraged to attend and vote at the AGM.

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 received from Kfintech in the mail. On successful login, select 'Speaker Registration' which will be opened from **September 16, 2026 (9.00 A.M. IST) to September 17, 2026 (5.00 P.M. IST)**. 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 so by visiting <https://emeetings.kfintech.com> and 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 **September 16, 2026 (9.00 A.M. IST) to September 17, 2026 (5.00 P.M. IST)**.
- 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. Premkumar Nair, at einward.ris@kfintech.com and/ or 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 **September 14, 2026, being the cut-off date** are only entitled to vote on the Resolutions set forth in this Notice. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. 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 the mobile number of the member is registered against DP ID Client ID, the member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
- ii. If e-mail address or mobile number of the member is registered against DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter DP ID Client ID and PAN to generate a password.

Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at **toll free number 1800 309 4001**.

By order of the Board
DIGILOGIC SYSTEMS LIMITED
 (Formerly known as Digilogic Systems Private Limited)

Sd/-
Kameswara Rao Vempati
 Company Secretary & Compliance Officer
 Membership No. A60095

Place: Hyderabad
 Date: 22.08.2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.

ITEM NO.3

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 3 of the notice.

The members may note that Audit Committee and Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board Members recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any

ITEM NO.4

1. Mr. Madhusudhan Varma Jetty was the First Subscriber and director of the Company and subsequently he became a Managing director on 05.01.2012.
2. Based on recommendations of the Nomination & Remuneration Committee and the Board of Directors the Company was appointed Mr. Madhusudhan Varma

Jetty as the Managing Director of the Company for a period of 3 (three) years effective from 25th July, 2025 with remuneration of:

- a) Salary :
₹1,44,00,000/- per annum.
 - b) Perquisites/Allowances:
 - (i) Medical expenses including premium paid for Mediclaim policy incurred for self and family shall be reimbursed.
 - (ii) Provision of Car with driver, mobile phone and Telephone at the residence
3. Further, the Company has recently Listed on the BSE SME platform w.e.f. 28.01.2026.
 4. Where in any financial year, during the tenure of the managerial person, if a Company has no profits or its profits are inadequate, it may without Central Govt. approval, pay remuneration to the managerial person not exceeding higher of the limits mentioned under (A) and (B) of Section 2 of Part II of Schedule V of the Companies Act, 2013.
 5. The Company's business has increased significantly in last 2 years, Company got listed in BSE SME platform on 28.01.2026.
 6. Nomination and Remuneration Committee and Board of Directors at its meeting held on August 22, 2026 have approved to revise the remuneration to Mr. Madhusudhan Varma Jetty, Managing Director of the Company to ₹1,44,00,000 (Rupees One Crore Forty-Four Lakhs only) Per Annum and 1.5% of Net Profit from the FY 2026-27.

The principal terms of revision in remuneration are as follows:

- A. Fixed Remuneration;** An amount of ₹1,44,00,000 (Rupees One Crore Forty-Four Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:
1. **Salary:** ₹1,44,00,000 (Rupees One Crore Forty-Four Lakhs only) Per Annum.
 2. **Perquisites/Allowances:**
 - a. Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.
 - b. Medical expenses reimbursement including premium paid for Mediclaim policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.

B. Variable Remuneration:

1.5% of Net Profit effective from FY 2026-27.

Mr. Madhusudhan Varma Jetty will continue to be the

Chairman & Managing Director and shall not be subject to retirement by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013.

Further, approval of the members in General Meeting by way of a Special resolution is required to be obtained for revise the remuneration, by way of salary and perquisites and allowances as specified above in the event of absence or inadequacy of profit in any financial year during the tenure of Mr. Madhusudhan Varma Jetty as the Chairman & Managing Director of the Company.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information:

- i) Nature of Industry:
 - a. Other information technology and computer service activities N.E.C.
 - b. Other professional, scientific and technical

activities N.E.C.

- c. Manufacture of radar equipment, GPS devices, search, detection, navigation, aeronautical and nautical equipment
- ii) Date or expected date of commencement of commercial production: It is an established company and the company incorporated on 09.12.2011 as Private Limited and latter converted into Public Company dt. 01.07.2025 and further Company was listed on BSE SME platform w.e.f. 28.01.2026.
- iii) In case of New Companies expected date of commencement as per project approved by financial Institutions appearing in the prospectus: Not applicable.
- iv) Financial Performance based on given indicators.

The turnover and profitability of FY 2024-25 & 2025-26 are furnished below:

(Rs. In Lakhs)

Particulars	2024-25	2025-26
Revenue from operations	7,205.98	7,743.14
Other Income	13.35	83.77
Total Income	7,219.33	7,826.91
Profit before finance cost, depreciation and amortization and tax expense	1,366.95	1,696.95
Finance Cost	143.41	140.03
Profit before depreciation and amortization and tax expense	1,223.54	1,556.92
Depreciation and amortization expense	170.59	181.20
Profit before Tax Expense	1,052.95	1,375.72
Tax Expense	273.61	332.76
Profit/(Loss) After Tax	779.34	1,042.97

Regarding default in the repayment of its dues (including Public Deposits) or interest payments thereon are: Nil

The Company has not issued any debentures.

- v) Foreign Investments or collaboration, if any: Nil

II. INFORMATION ABOUT THE MANAGING DIRECTOR PROPOSED FOR REVISED REMUNERATION:

1. Background details:

Mr. Madhusudhan Varma Jetty has more than 30 years of experience in defense and Aerospace industry. He began his professional journey with the Indian Air Force, where he served with distinction as a Sergeant (SGT), following the completion of his contractual service, he transitioned into the corporate sector, leveraging his technical and leadership skills in various capacities across multiple private organizations. He has been Director of the Company since incorporation of the Company dt. 09.12.2011

2. Past Remuneration (Limit approved in the last members meeting):

- a) Salary
 - Rs. 1,44,00,000/- per annum.
- b) Perquisites/Allowances:
 - (i) Medical expenses including premium paid for Mediclaim policy incurred for self and family shall be reimbursed.
 - (ii) Provision of Car with driver, mobile phone and Telephone at the residence

3. Recognition of Awards

The Company has received Various awards and recognition during his tenure such as:

- a. letter of appreciation for Contribution Towards Data Acquisition for Static Test from Centre for Advanced Systems, DRDO, Ministry of Defence - 2025
- b. letter of appreciation for exceptional effort put into the Missile Rear Section Tester, Spares, Training and Documentation from Project MRSAM(IAF), Research Centre Imrat (RCI), DRDO, Ministry of Defence, Vignyanakancha, Hyderabad – 2024
- c. letter of appreciation for contribution towards Chandrayaan-3 and Aditya-L1 Mission from Indian Space Research Organisation ("ISRO") – 2023

4. Job profile and suitability

More than 30 years of experience in defense and Aerospace industry, he is the founder director

of the company and led the company in the business relating to data acquisition systems, ground check out systems, industrial grade PCS and peripherals, development of application software's and other allied activities.

5. Remuneration proposed

Remuneration as set out in the resolution under Item No. 4 of the Notice.

6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person

Considering the Company's size, operations, growth, and industry benchmarks, Mr. Madhusudhan Varma Jetty remuneration is tune with industry standards for similar senior-level positions.

7. pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Related persons of the Managerial personnel as mentioned below:

Sl. No.	Name	Designation	Nature of Relationship
1	Radhika Varma Jetty	Whole time Director	Spouse
2	Jetty Shashank Varma	Whole time Director & CEO	Son
3	Hitesh Varma Jetty	Whole time Director	Son

III. Other information:

1. Reasons for inadequate profits:

The Company has inadequate profits during the relevant financial year, primarily due to challenging business conditions and competition. The management remains confident that the expansion initiatives, operational efficiencies, and strategic measures undertaken by the Company will strengthen its business and contribute to improved financial performance and profitability in the ensuing years.

2. Steps taken or proposed to be taken for improvement

The management is taking various initiatives including exploring new markets, improving operational efficiencies, expanding the business and restructuring certain business segments to improve profitability in the coming years.

The Company is taking steps to improve operational efficiency, productivity, and profitability. The Company will achieve significant growth and improved financial performance in the coming years, which will enable it to adequately meet the proposed aggregate remuneration payable to the managerial personnel

3. Expected increase in productivity and profits in measurable terms

With the measures undertaken, the company expects to achieve revenue growth and improve profitability in the next 2 financial years. This is based on internal projections and current market trends.

The terms and conditions mentioned in Item No.4 of the notice may also be taken as an abstract of the Agreement to be made by the Company with Mr. Madhusudhan Varma Jetty, pursuant to Section 190 of the Companies Act, 2013.

Except Mr. Madhusudhan Varma Jetty, and Mrs. Radhika Varma Jetty, Mr. Jetty Shashank Varma and Mr. Hitesh Varma Jetty directors being relatives, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO.5

1. Mrs. Radhika Varma Jetty was the First Subscriber and director of the Company and subsequently she became a Whole-time director on 25.07.2025.

2. Based on recommendations of the Nomination & Remuneration Committee and the Board of Directors the Company was appointed Mrs. Radhika Varma Jetty as the Whole-time Director of the Company for a period of 3 (three) years effective from 25th July, 2025 with remuneration of:
 - a) Salary:
₹48,00,000/- per annum
 - b) Perquisites/Allowances
 - (i) Medical expenses including premium paid for Mediciam policy incurred for self and family shall be reimbursed.
 - (ii) Provision of Car with driver, mobile phone and Telephone at the residence
3. Further, the Company has recently Listed on the BSE SME platform w.e.f. 28.01.2026.
4. Where in any financial year, during the tenure of the managerial person, if a Company has no profits or its profits are inadequate, it may without Central Govt. approval, pay remuneration to the managerial person not exceeding higher of the limits mentioned under (A) and (B) of Section 2 of Part II of Schedule V of the Companies Act, 2013.
5. The Company's business has increased significantly in last 2 years, Company got listed in BSE SME platform on 28.01.2026.
6. Nomination and Remuneration Committee and Board of Directors at its meeting held on August 22, 2026 have approved revise the remuneration to Mrs. Radhika Varma Jetty, Whole-time Director of the Company to ₹48,00,000 (Rupees Forty-Eight Lakhs only) Per Annum and 0.5% of Net Profit from the FY 2026-27.

The principal terms of revision in remuneration are as follows:

A. Fixed Remuneration; An amount of ₹48,00,000 (Rupees Forty-Eight Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:

1. Salary

₹48,00,000 (Rupees Forty-Eight Lakhs only) Per Annum.

2. Perquisites/Allowances:

- a. Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.
- b. Medical expenses reimbursement including premium paid for Mediciam policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.

B. Variable Remuneration:

0.5% of Net Profit effective from FY 2026-27.

Mrs. Radhika Varma Jetty will continue to be the Whole-time Director, subject to retirement by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013.

Further, approval of the members in General Meeting by way of a Special resolution is required to be obtained for revise the remuneration, by way of salary and perquisites and allowances as specified above in the event of absence or inadequacy of profit in any financial year during the tenure of Mrs. Radhika Varma Jetty as a Whole-time Director of the Company.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information:

- i) Nature of Industry:
 - a. Other information technology and computer service activities N.E.C.
 - b. Other professional, scientific and technical activities N.E.C.
 - c. Manufacture of radar equipment, GPS devices, search, detection, navigation, aeronautical and nautical equipment
- ii) Date or expected date of commencement of commercial production: It is an established company and the company incorporated on 09.12.2011 as Private Limited and latter converted into Public Company dt. 01.07.2025 and further Company was listed on BSE SME platform w.e.f. 28.01.2026.
- iii) In case of New Companies expected date of commencement as per project approved by financial Institutions appearing in the prospectus: Not applicable.

- iv) Financial Performance based on given indicators.

The turnover and profitability of FY 2024-25 & 2025-26 are furnished below:

	(Rs. In Lakhs)	
Particulars	2024-25	2025-26
Revenue from operations	7,205.98	7,743.14
Other Income	13.35	83.77
Total Income	7,219.33	7,826.91
Profit before finance cost, depreciation and amortization and tax expense	1,366.95	1,696.95
Finance Cost	143.41	140.03
Profit before depreciation and amortization and tax expense	1,223.54	1,556.92
Depreciation and amortization expense	170.59	181.20
Profit before Tax Expense	1,052.95	1,375.72
Tax Expense	273.61	332.76
Profit/(Loss) After Tax	779.34	1,042.97

Regarding default in the repayment of its dues (including Public Deposits) or interest payments thereon are: Nil

The Company has not issued any debentures.

- v) Foreign Investments or collaboration, if any: Nil

II. INFORMATION ABOUT THE WHOLE-TIME DIRECTOR PROPOSED FOR REVISED REMUNERATION:

1. Background details:

Mrs. Radhika Varma Jetty has extensive executive-level experience of 17 years in field of organizational strategy, business development, resource management, and corporate governance. She has been Director of the Company since incorporation of the Company dt. 09.12.2011.

2. Past Remuneration: (Limit approved in the last members meeting):

- Salary
Rs.48,00,000/- per annum.
- Perquisites/Allowances
 - Medical expenses including premium paid for Mediclaim policy incurred for self and family shall be reimbursed.
 - Provision of Car with driver, mobile phone and Telephone at the residence

3. Recognition of Awards:

The Company has received Various awards and recognition during her tenure such as:

- letter of appreciation for Contribution Towards Data Acquisition for Static Test from Centre for Advanced Systems, DRDO, Ministry of Defence - 2025

- letter of appreciation for exceptional effort put into the Missile Rear Section Tester, Spares, Training and Documentation from Project MRSAM(IAF), Research Centre Imrat (RCI), DRDO, Ministry of Defence, Vignyanakancha, Hyderabad – 2024
- letter of appreciation for contribution towards Chandrayaan-3 and Aditya-L1 Mission from Indian Space Research Organisation ("ISRO") – 2023

4. Job profile and suitability

Mrs. Radhika Varma Jetty is one of the Promoter and Whole-time Director of our Company. She holds a bachelor's degree in Arts from the University of Madras. She has extensive executive-level experience of 17 years in field of organizational strategy, business development, resource management, and corporate governance. She has been associated with the Company from its inception.

5. Remuneration proposed

Remuneration as set out in the resolution under Item No. 5 of the Notice.

6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person:

Considering the Company's size, operations, growth, and industry benchmarks, Mrs. Radhika Varma Jetty remuneration is tune with industry standards for similar senior-level positions.

7. pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Related persons of the Managerial personnel as mentioned below:

Sl. No.	Name	Designation	Nature of Relationship
1	Madhusudhan Varma Jetty	Chairman & Managing Director	Spouse
2	Jetty Shashank Varma	Whole time Director & CEO	Son
3	Hitesh Varma Jetty	Whole time Director	Son

III. Other information:

1. Reasons for inadequate profits:

The Company has inadequate profits during the relevant financial year, primarily due to challenging business conditions and competition. The management remains confident that the expansion initiatives, operational efficiencies, and strategic measures undertaken by the Company will strengthen its business and contribute to improved financial performance and profitability in the ensuing years.

2. Steps taken or proposed to be taken for improvement:

The management is taking various initiatives including exploring new markets, improving operational efficiencies, expanding the business and restructuring certain business segments to improve profitability in the coming years.

The Company is taking steps to improve operational efficiency, productivity, and profitability. The Company will achieve significant growth and improved financial performance in the coming years, which will enable it to adequately meet the proposed aggregate remuneration payable to the managerial personnel.

3. Expected increase in productivity and profits in measurable terms:

With the measures undertaken, the company expects to achieve revenue growth and improve profitability in the next 2 financial years. This is based on internal projections and current market trends.

Except Mrs. Radhika Varma Jetty and Mr. Madhusudhan Varma Jetty, Mr. Jetty Shashank Varma and Mr. Hitesh Varma Jetty directors being relatives, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 5 of the accompanying Notice.

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

ITEM NO.6

1. Based on recommendations of the Nomination & Remuneration Committee and the Board of Directors the Company was appointed Mr. Jetty Shashank Varma as the Whole-time Director and CEO of the Company for a period of 3 (three) years effective from 25th July, 2025 with remuneration of:

- Salary
Rs.96,00,000/- per annum.
- Perquisites/Allowances:
 - Medical expenses including premium paid for Medclaim policy incurred for self and family shall be reimbursed.
 - Provision of Car with driver, mobile phone and Telephone at the residence

2. Further based, on recommendations of the Nomination & Remuneration Committee and the Board of Directors the Company has revised the remuneration of Mr. Jetty Shashank Varma w.e.f. 08.09.2025 for his remaining tenure as follows:

- Salary
₹60,00,000/- per annum.
- Perquisites/Allowances:
 - Medical expenses including premium paid for Medclaim policy incurred for self and family shall be reimbursed.
 - Provision of Car with driver, mobile phone and Telephone at the residence

3. Further, the Company has recently Listed on the BSE SME platform w.e.f. 28.01.2026.

4. Where in any financial year, during the tenure of the managerial person, if a Company has no profits or its profits are inadequate, it may without Central Govt. approval, pay remuneration to the managerial person not exceeding higher of the limits mentioned under (A) and (B) of Section 2 of Part II of Schedule V of the Companies Act, 2013.

5. The Company's business has increased significantly in last 2 years, Company got listed in BSE SME platform on 28.01.2026.

6. Nomination and Remuneration Committee and Board of Directors at its meeting held on August 22, 2026 have approved revise the remuneration to Mr. Jetty Shashank Varma, Whole-time Director and CEO of the Company to ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum and 3% of Net Profit from the FY 2026-27.

The principal terms of revision in remuneration are as follows:

A. Fixed Remuneration; An amount of ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:

1. **Salary:** ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum.
2. **Perquisites/Allowances:**
 - a. Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.
 - b. Medical expenses reimbursement including premium paid for Medclaim policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.
 - c. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or together are not taxable under the Income tax Act.
 - d. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

B. Variable Remuneration:

3% of Net Profit effective from FY 2026-27.

Mr. Jetty Shashank Varma will continue to be the Whole-time Director, subject to retirement by rotation pursuant to the provisions of Section 152 of the

Companies Act, 2013.

Further, approval of the members in General Meeting by way of a Special resolution is required to be obtained for revise the remuneration, by way of salary and perquisites and allowances as specified above in the event of absence or inadequacy of profit in any financial year during the tenure of Mr. Jetty Shashank Varma as the Whole-time Director and CEO of the Company.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information:

- i) Nature of Industry:
 - a. Other information technology and computer service activities N.E.C.
 - b. Other professional, scientific and technical activities N.E.C.
 - c. Manufacture of radar equipment, GPS devices, search, detection, navigation, aeronautical and nautical equipment
- ii) Date or expected date of commencement of commercial production: It is an established company and the company incorporated on 09.12.2011 as Private Limited and latter converted into Public Company dt. 01.07.2025 and further Company was listed on BSE SME platform w.e.f. 28.01.2026.
- iii) In case of New Companies expected date of commencement as per project approved by financial Institutions appearing in the prospectus: Not applicable.
- iv) Financial Performance based on given indicators. The turnover and profitability of FY 2024-25 & 2025-26 are furnished below:

(Rs. In Lakhs)

Particulars	2024-25	2025-26
Revenue from operations	7,205.98	7,743.14
Other Income	13.35	83.77
Total Income	7,219.33	7,826.91
Profit before finance cost, depreciation and amortization and tax expense	1,366.95	1,696.95
Finance Cost	143.41	140.03
Profit before depreciation and amortization and tax expense	1,223.54	1,556.92
Depreciation and amortization expense	170.59	181.20
Profit before Tax Expense	1,052.95	1,375.72
Tax Expense	273.61	332.76
Profit/(Loss) After Tax	779.34	1,042.97

Regarding default in the repayment of its dues (including Public Deposits) or interest payments thereon are: Nil

The Company has not issued any debentures.

- v) Foreign Investments or collaboration, if any: Nil

II. INFORMATION ABOUT THE WHOLE-TIME DIRECTOR AND CEO PROPOSED FOR REVISED REMUNERATION:

1. Background details:

Mr. Jetty Shashank Varma has work experience of more than 10 years in field of Automated Test Equipment, Data Acquisition Systems, RF applications, system integration, LabVIEW programming, and PXI/PXIe platforms, combined with strategic business development and stakeholder relationship management. He has been associated with the company in various roles since August, 2013. He was appointed as a director w.e.f. January 28, 2020 and further appointed as a Whole-time director & CEO w.e.f. July 25, 2025.

2. Past Remuneration (Limit approved in the last members meeting):

- a) Salary
₹60,00,000/- per annum.
- b) Perquisites/Allowances:
 - (i) Medical expenses including premium paid for Mediclaim policy incurred for self and family shall be reimbursed.
 - (ii) Provision of Car with driver, mobile phone and Telephone at the residence

3. Recognition of Awards

The Company has received Various awards and recognition during his tenure such as:

- a. letter of appreciation for Contribution Towards Data Acquisition for Static Test from Centre for Advanced Systems, DRDO, Ministry of Defence - 2025

- b. letter of appreciation for exceptional effort put into the Missile Rear Section Tester, Spares, Training and Documentation from Project MRSAM(IAF), Research Centre Imrat (RCI), DRDO, Ministry of Defence, Vignyanakancha, Hyderabad – 2024
- c. letter of appreciation for contribution towards Chandrayaan-3 and Aditya-L1 Mission from Indian Space Research Organisation ("ISRO") – 2023

4. Job profile and suitability

With more than 10 years of experience, he has been instrumental in transforming the company into leading player in high-technology domains. His leadership has driven the successful delivery of cutting -edge solutions across diverse sectors, significantly enhancing the company's market position and technological capabilities.

5. Remuneration proposed

Remuneration as set out in the resolution under Item No. 6 of the Notice.

6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person

Considering the Company's size, operations, growth, and industry benchmarks, Mr. Jetty Shashank Varma remuneration is tune with industry standards for similar senior-level positions.

7. pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Related persons of the Managerial personnel as mentioned below:

Sl. No.	Name	Designation	Nature of Relationship
1.	Madhusudhan Varma Jetty	Chairman & Managing Director	Father
2.	Radhika Varma Jetty	Whole time Director	Mother
3.	Hitesh Varma Jetty	Whole time Director	Brother

III. Other information:

1. Reasons for inadequate profits:

The Company has inadequate profits during the relevant financial year, primarily due to challenging business conditions and competition. The management remains confident that the expansion initiatives, operational efficiencies, and strategic measures undertaken by the Company will strengthen its business and contribute to improved financial performance and profitability in the ensuing years.

2. Steps taken or proposed to be taken for improvement:

The management is taking various initiatives including exploring new markets, improving operational efficiencies, expanding the business and restructuring certain business segments to improve profitability in the coming years.

The Company is taking steps to improve operational efficiency, productivity, and profitability. The Company will achieve significant growth and improved financial performance in the coming years, which will enable it to adequately meet the proposed aggregate remuneration payable to the managerial personnel.

3. Expected increase in productivity and profits in measurable terms

With the measures undertaken, the company expects to achieve revenue growth and improve profitability in the next 2 financial years. This is based on internal projections and current market trends.

Except Mr. Jetty Shashank Varma and Mr. Madhusudhan Varma Jetty, Mrs. Radhika Varma Jetty and Mr. Hitesh Varma Jetty directors being relatives none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM NO.7

- Based on recommendations of the Nomination & Remuneration Committee and the Board of Directors the Company was appointed Mr. Hitesh Varma Jetty as the Whole-time Director of the Company for a period of 3 (three) years effective from 25th July, 2025 with remuneration of:

- Salary
₹60,00,000/- per annum.
- Perquisites/Allowances:
 - Medical expenses including premium paid for Medclaim policy incurred for self and family shall be reimbursed.
 - Provision of Car with driver, mobile phone and Telephone at the residence

- Further, the Company has recently Listed on the BSE SME platform w.e.f. 28.01.2026.
- Where in any financial year, during the tenure of the managerial person, if a Company has no profits or its profits are inadequate, it may without Central Govt.

approval, pay remuneration to the managerial person not exceeding higher of the limits mentioned under (A) and (B) of Section 2 of Part II of Schedule V of the Companies Act, 2013.

- The Company's business has increased significantly in last 2 years, Company got listed in BSE SME platform on 28.01.2026.
- Nomination and Remuneration Committee and Board of Directors at its meeting held on August 22, 2026 have approved to revise the remuneration to Mr. Hitesh Varma Jetty, Whole-time Director of the Company to ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum and 3% of Net Profit from the FY 2026-27.

The principal terms of revision in remuneration are as follows:

- A. Fixed Remuneration;** An amount of ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows:

- Salary:** ₹60,00,000 (Rupees Sixty Lakhs only) Per Annum.
- Perquisites/Allowances:**
 - Provision of a company-owned car for official use, with all expenses relating to its maintenance, fuel, insurance and driver, if any, to be borne by the Company.
 - Medical expenses reimbursement including premium paid for Medclaim policy incurred not exceeding ₹10,00,000 (Rupees Ten Lakhs Only) Per Annum.
 - Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or together are not taxable under the Income tax Act.
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

B. Variable Remuneration:

3% of Net Profit effective from FY 2026-27.

Mr. Hitesh Varma Jetty will continue to be the Whole-time Director, subject to retirement by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013.

Further, approval of the members in General Meeting by way of a Special resolution is required to be obtained for revise the remuneration, by way of salary and perquisites and allowances as specified above in the event of absence or inadequacy of profit in any financial year during the tenure of Mr. Hitesh Varma Jetty as the Whole-time Director of the Company.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information:

- i) Nature of Industry:
 - a. Other information technology and computer service activities N.E.C.
 - b. Other professional, scientific and technical activities N.E.C.
 - c. Manufacture of radar equipment, GPS devices, search, detection, navigation, aeronautical and nautical equipment
- ii) Date or expected date of commencement of commercial production: It is an established company and the company incorporated on 09.12.2011 as Private Limited and latter converted into Public Company dt. 01.07.2025 and further Company was listed on BSE SME platform w.e.f. 28.01.2026.
- iii) In case of New Companies expected date of commencement as per project approved by financial Institutions appearing in the prospectus: Not applicable.
- iv) Financial Performance based on given indicators.

The turnover and profitability of FY 2024-25 & 2025-26 are furnished below:

	(Rs. In Lakhs)	
Particulars	2024-25	2025-26
Revenue from operations	7,205.98	7,743.14
Other Income	13.35	83.77
Total Income	7,219.33	7,826.91
Profit before finance cost, depreciation and amortization and tax expense	1,366.95	1,696.95
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Profit before Tax Expense	1,052.95	1,375.72
Tax Expense	273.61	332.76
Profit/(Loss) After Tax	779.34	1,042.97

Regarding default in the repayment of its dues (including Public Deposits) or interest payments thereon are: Nil

The Company has not issued any debentures.

- v) Foreign Investments or collaboration, if any: Nil

II. INFORMATION ABOUT THE WHOLE-TIME DIRECTOR AND CEO PROPOSED FOR REVISED REMUNARATION:

1. Background details:

Hitesh Varma Jetty has a work experience of more than 6 years in field of Automated Test Equipment (ATE), Data Acquisition Systems, and RF-based applications, with expertise in LabVIEW programming and PXI/PXIe platforms to design and deliver scalable, mission-critical test solutions. He has been associated with the company in various roles since September, 2020. He was appointed as a director w.e.f. January 20, 2025 and further appointed as a Whole-time director w.e.f. July 25, 2025.

2. Past Remuneration (Limit approved in the last members meeting):

- a) Salary

₹60,00,000/- per annum.
- b) Perquisites/Allowances:
 - (i) Medical expenses including premium paid for Medclaim policy incurred for self and family shall be reimbursed.
 - (ii) Provision of Car with driver, mobile phone and Telephone at the residence

3. Recognition of Awards

The Company has received Various awards and recognition during his tenure such as:

- a. letter of appreciation for Contribution Towards Data Acquisition for Static Test from Centre for Advanced Systems, DRDO, Ministry of Defence - 2025

4. Job profile and suitability

He has work experience of more than 4 years in field of Automated Test Equipment (ATE), Data Acquisition Systems, and RF-based applications, with expertise in LabVIEW programming and PXI/PXIe platforms to design and deliver scalable, mission-critical test solutions. He has been associated with the Company since January 20, 2025.

5. Remuneration proposed

Remuneration as set out in the resolution under Item No. 7 of the Notice.

6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person

Considering the Company's size, operations, growth, and industry benchmarks, Mr. Hitesh Varma Jetty remuneration is tune with industry standards for similar senior-level positions.

7. pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Related persons of the Managerial personnel as mentioned below:

Sl. No.	Name	Designation	Nature of Relationship
1.	Madhusudhan Varma Jetty	Chairman & Managing Director	Father
2.	Radhika Varma Jetty	Whole time Director	Mother
3.	Jetty Shashank Varma	Whole time Director & CEO	Brother

III. Other information:

1. Reasons for inadequate profits:

The Company has inadequate profits during the relevant financial year, primarily due to challenging business conditions and competition. The management remains confident that the expansion initiatives, operational efficiencies, and strategic measures undertaken by the Company will strengthen its business and contribute to improved financial performance and profitability in the ensuing years.

2. Steps taken or proposed to be taken for improvement:

The management is taking various initiatives including exploring new markets, improving operational efficiencies, expanding the business and restructuring certain business segments to improve profitability in the coming years.

The Company is taking steps to improve operational efficiency, productivity, and profitability. The Company will achieve significant growth and improved financial performance in the coming years, which will enable it to adequately meet the proposed aggregate remuneration payable to the managerial personnel.

3. Expected increase in productivity and profits in measurable terms

With the measures undertaken, the company expects to achieve revenue growth and improve profitability in the next 2 financial years. This is based on internal projections and current market trends.

Except Mr. Hitesh Varma Jetty and Mr. Madhusudhan Varma Jetty, Mrs. Radhika Varma Jetty and Mr. Jetty Shashank Varma directors being relatives none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings.]

Name & DIN of the Director	Mr. Jetty Shashank Varma, DIN: 03370303
Age	35 Years
Experience (including expertise in specific functional area) / Brief Resume	Mr. Shashank Varma Jetty, a Promoter, Whole-time Director, and Chief Executive Officer of our Company, brings over 10 years of work experience in Automated Test Equipment, Data Acquisition Systems, RF applications, system integration, LabVIEW programming, and PXI/PXIe platforms. He holds a Bachelor's degree in Electronics and Communication Engineering from VIT University and a General Management Program for Aerospace & Aviation Executives, a collaboration between the Indian Institute of Management, Bangalore, and Toulouse Business School, France. He has been associated with the Company since August 2013.
Terms and Conditions of Re-appointment	Initially, Mr. Jetty Shashank Varma was appointed as a Director on January 28, 2020 of the Companies Act, 2013, further he was appointed as a Whole-time Director of the Company w.e.f. 25.07.2025, subject to retirement by rotation and he retires by rotation at this meeting in terms of Section 152 (6) of the Companies Act, 2013. and being eligible, offers himself for reappointment.
Remuneration last drawn (including sitting fees, if any) (FY 2025-26)	₹61,67,425
Date of first appointment on the Board	28/01/2020
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	Mr. Jetty Shashank Varma directly holds 50,000 (0.17 %) equity shares of ₹2/- each of the Company. Apart from the above, Mr. Madhusudhan Varma Jetty, Mrs. Radhika Varma Jetty, Mr. Hitesh Varma Jetty together and collectively, through entities controlled by them, hold 64.08% equity shares of the Company.
Relationship with other Directors / Key Managerial Personnel	● Son of Mr. Madhusudhan Varma Jetty, Chairman & Managing Director. ● Son of Mrs. Radhika Varma Jetty, Whole-time Director. ● Brother of Mr. Hitesh Varma Jetty, Whole-time Director.
Number of meetings of the Board attended	FY 2025-26: attended 13 meetings out of 18 Board meetings held in FY 2025-26.
Directorships held in other companies	1. Abhedhya Systems Private Limited (Director)
Memberships/ Chairmanships of committees across all companies	Member - Stakeholders Relationship Committee Digilogic Systems Limited
Listed entities from which the Director has resigned in the past three year	Nil

By order of the Board
DIGILOGIC SYSTEMS LIMITED
(Formerly known as Digilogic Systems Private Limited)

Sd/-
Kameswara Rao Vempati
Company Secretary & Compliance Officer
Membership No. A60095

Place: Hyderabad
Date: 22.08.2026