

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of DELAPLEX LIMITED will be held on Tuesday, 18th March, 2025 at 12.30 P.M., at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, Maharashtra, 440013 India to transact the following business:

Special Businesses:

1. To consider and approve Material Related Party Transaction with Delaplex INC., United States:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Delaplex INC., United States** a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as mentioned in the Companies Act, 2013 and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

2. To consider and approve Material Related Party Transaction with Delaplex Software LTD., United Kingdom:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Delaplex Software LTD., United Kingdom**, wholly owned subsidiary and a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as mentioned in the Companies Act, 2013 and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

The Company has circulated the Notice, along with the Explanatory Statement pertaining to the above resolutions, in electronic mode to those Members whose names appear in the Register of Members/list of Beneficial Owners maintained by the Company/Registrar & Transfer Agent/Depositories as at close of business hours on Friday, February 21, 2025 (Cut-off date) and whose email address were registered with the Depository Participants or with the Company or its Registrar & Transfer Agent as on the Cut-off date. Members who have not updated their email addresses are requested to update their email addresses as per the instructions given in the enclosed Notice.

The remote e-voting will commence on Saturday, March 15, 2025, at 09:00 a.m. IST and will conclude on Monday, March 17, 2025, at 05:00 p.m. IST.

This Notice has also been hosted on Company’s website at <https://delaplex.in/>

Kindly make it convenient to attend the meeting.

Thanking you,

By order of the Board

FOR DELAPLEX LIMITED

Sd/-

DIN: 01627153

NAME: Nitin Sachdeva

MANAGING DIRECTOR

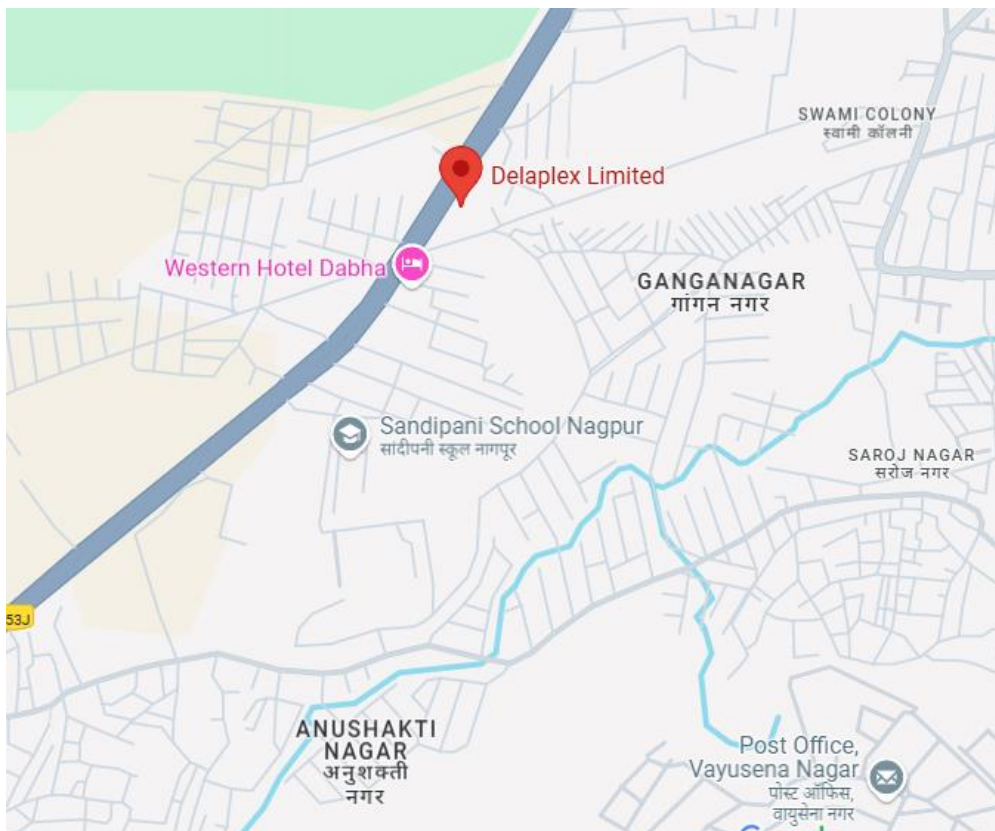
Date: 24.02.2025

Place: Nagpur

Route Map: Delaplex Limited

#4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, Maharashtra, 440013 India

Link: https://www.google.com/maps/place/Delaplex+Limited/@21.172908,79.0264559,15.68z/data=!4m6!3m5!1s0x3bd4c1d103b382f3:0xc7ece726e62360c2!8m2!3d21.173389!4d79.027583!16s%2Fg%2F11bw1vmjnw?entry=tту&_ep=EgovMDI1MDIxOS4xIKXMDSoASAFOAw%3D%3D



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company.
2. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. During the EGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
8. **DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:** In line with the SEBI and MCA Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, February 21,

2025. The Notice of the EGM of the Company has been uploaded on the website of the Company at <https://delaplex.in/> websites of the Stock Exchanges, i.e., NSE Limited at <https://www.nseindia.com/get-quotes/equity?symbol=DELAPLEX>.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s Avinash Gandhewar & Associates, Practicing Company Secretaries, Nagpur**, as a Scrutinizer to scrutinize the process of e-voting.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

11. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

13. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special businesses' forms part of the Notice. Board of Directors of the Company in their meeting held on February 21, 2025, considered the special business under Item Nos. 1 & 2 as unavoidable and to be transacted at EGM of the Company.

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

For Item Nos. 1 & 2

The provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), mandates prior approval of members by means of an Ordinary Resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on February 21, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended as enumerated herewith:

(a) name of the related party;	Delaplex INC., United States	Delaplex Software LTD., United Kingdom
(b) name of the director or key managerial personnel who is related, if any;	Nitin Sachdeva Manish Sachdeva Preeti Sachdeva	Nitin Sachdeva Preeti Sachdeva Manish Sachdeva
(c) nature of relationship;	Share Holder of the Company and Nitin Sachdeva, Manish Sachdeva are common Directors	Wholly-owned Subsidiary
(d) nature, material terms, monetary value and particulars of the contract or arrangements;	Providing IT & ITES services on cost plus model as per Transfer pricing	Loan (the details are mentioned in below table)
(e) any other information relevant or important for the members to take a decision on the proposed resolution.	All the transactions are on arm's length basis and in the ordinary course of business. All the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.	All the transactions are on arm's length basis and in the ordinary course of business. All the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

Information pursuant to SEBI circular no. SEBI/ HO/ CFD/ CMD1/ CIR/P /2021/662 dated November 22, 2021

	Delaplex INC., United States	Delaplex Software LTD., United Kingdom
-Type, material terms and particulars of the proposed transaction	Type and proposed transactions: IT & ITeS services to be given from Delaplex Limited to Delaplex INC. Material Terms: Delaplex Limited Invoices to Delaplex Inc on Cost Plus Model as per regulations of transfer pricing which are reviewed and audited annually as per the governing regulations.	Type and proposed transactions: Loans to be given by Delaplex Limited (Holding Company) to Delaplex Software LTD UK. Material Terms: Interest bearing Loan with Interest of 10% or LIBOR + 400 basis points.
-Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Share Holder of the Company and Nitin Sachdeva, Manish Sachdeva are common Directors	Wholly-Owned Subsidiary
-Tenure of the Transaction	Ongoing	To be repaid by Jun 30 th 2027
-Value of Transaction	Ongoing Sale transaction to Delaplex Inc on Cost Plus Model; exact value undeterminable.	GBP 899,900

<p>-The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year that is represented by the Value of Transaction</p>	<p>~ 80%</p>	<p>17.18%</p>
<p>-Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>A) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness and tenure</p> <p>B) details of the source of funds in connection with the proposed transaction</p> <p>C) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>D) the purpose for which the</p>	<p>N/A</p>	<p>A) No debt was taken to fund this transaction.</p> <p>B) Own Funds & IPO Proceeds</p> <p>C) Unsecured loan to Delaplex Software Limited UK at interest of 10% or LIBOR + 4% whichever is higher</p> <p>D) The loan was given to Delaplex Software Limited to purchase the shares of Blueberry Systems Limited UK and to provide the working capital loan to Blueberry Systems Limited if needed.</p>

funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT		
-Justification for the transaction	<p>Delaplex Inc serves its customers by using resources and Talent of Delaplex Limited.</p> <p>This helps in continuity of projects to our associates.</p> <p>We also earn the proper margins on this deal as the invoicing is done on cost plus method as per transfer pricing regulation.</p>	<p>The funds were moved from Delaplex Limited India to Delaplex Software Limited UK so as to create a holding company in the UK which will own multiple businesses in UK going forward starting with Blueberry Systems Limited.</p>
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	<p>Not known</p>	<p>~ 60% (Compared to Delaplex Software Limited consolidated turnover after consolidating Blueberry Systems Limited)</p>
-A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	<p>The transfer Pricing Report by relevant qualified professionals is relied on for the purpose of arrive at mark up, the same could be made available for the shareholders.</p>	<p>The agreement can be accessed. This is a loan transaction given by Holding Company to Subsidiary (Delaplex Limited India to Delaplex Software Limited UK) The interest rate has been arrived after consultation with relevant</p>

		consultants to have the transactions at Arm's length.
-Rationale transaction / Benefit and of why this transaction is in the interest of the Company	<p>Delaplex Inc serves it's customers by using resources and Talent of Delaplex Limited.</p> <p>This helps in continuity of projects to our associates.</p> <p>We also earn the proper margins on this deal as the invoicing is done on cost plus method as per transfer pricing regulation.</p>	<p>The funds were moved from Delaplex Limited India to Delaplex Software Limited UK so as to create a holding company in the UK which will own multiple businesses in UK going forward starting with Blueberry Systems Limited</p>
-Any other information that may be relevant	<p>All the transactions are on arm's length basis and in the ordinary course of business.</p> <p>All the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.</p>	<p>All the transactions are on arm's length basis and in the ordinary course of business.</p> <p>All the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.</p>

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 1 & 2 of this Notice.

Except Mr. Nitin Sachdeva, Mrs. Preeti Sachdeva and Mr. Manish Sachdeva Directors, None of the Directors are in any way interested or concerned in the resolution.

FOR DELAPLEX LIMITED

SD/-

DIN: 01627153

NAME: Nitin Sachdeva

MANAGING DIRECTOR

Date: 24.02.2025

Place: Nagpur

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on from Saturday, March 15, 2025, at 09:00 a.m. IST and will conclude on Monday, March 17, 2025, at 05:00 p.m. IST.
- ii. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 10th March, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available

	<p>at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</p>

	<p>launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can

login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

ATTENDANCE SLIP FOR EXTRA-ORDINARY GENERAL MEETING

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Delaplex Limited. I hereby record my presence at the Extra Ordinary General Meeting of the shareholders of Delaplex Limited held on Tuesday, 18th March, 2025 at 12.30 P.M., at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, Maharashtra, 440013 India.

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member;

 Signature of Shareholder/Proxy/Representative

(Please Specify)

Form No. MGT-11**PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

CIN	L72900MH2004PLC144498
Name of the Company	Delaplex Limited
Registered office	#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road, Nagpur, Maharashtra, India, 440013
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I /We, being the member(s) of _____ shares of the above-named company,
hereby appoint

1.	Name			
	Address		Signature	
	Email Id			
	Or failing him			
2.	Name			
	Address		Signature	
	Email Id			

	Or failing him		
--	----------------	--	--

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, 18th March, 2025 at 12.30 P.M., at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, Maharashtra, 440013 India, and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Ordinary Business:		
1. To consider and approve Material Related Party Transaction with Delaplex INC., United States.		
2. To consider and approve Material Related Party Transaction with Delaplex Software LTD., United Kingdom.		

Signed this day of..... 2025.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. MGT-12**Polling paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Sr. No	Particulars	Details		
1.	Name of the First Shareholder			
2.	Postal Address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No	Item No	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Special Businesses:				
1.	To consider and approve Material Related Party Transaction with Delaplex INC., United States.			
2.	To consider and approve Material Related Party Transaction with Delaplex Software LTD., United Kingdom.			

Place: Nagpur

Date: (Signature of the Shareholder)

INSTRUCTIONS:

1. Members may fill up the Ballot Form printed and submit the same to the Scrutinizer, M/s. Avinash Gandhewar & Associates, Practicing Company Secretary.
2. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
3. In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
4. The right of voting by Ballot Form shall not be exercised by a proxy.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the registrar and share transfer agent of the Company. Members are requested to keep the same updated.
6. The votes should be cast either in favour or against by putting the tick (/) mark in the column provided for asset or dissent. Ballot Form bearing tick marks in both the columns will render the Ballot Form invalid.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) / Beneficial Owner(s) on the date of dispatch of the Notice.
8. There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint shareholder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/ Trust/ Society etc., a certified copy of the relevant authorization/Board Resolution to vote should accompany the ballot Form.
11. Instructions for e-voting procedure are available in the Notice of the Extra Ordinary General Meeting. Please follow the steps for e-voting procedure as given in the Notice of EGM or as available on <https://ivote.bigshareonline.com>.
12. The date of declaration of the results of ballot shall be taken to be the date of passing of the resolution.