

**PROCEEDING OF 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DELAPLEX LIMITED HELD ON SATURDAY, 30<sup>TH</sup> AUGUST 2025 AT 12:30 P.M. AT #4A, SKSS LAYOUT, HAZARI PAHAD RING ROAD, NAGPUR 440 013 (MH) INDIA**

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The 21<sup>st</sup> Annual General Meeting (“AGM”) of the Company was held Saturday, 30<sup>th</sup> August 2025 at 12:30 P.M. at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440013 (MH) India.

Time of Commencement: 12.30 P.M. Time of Conclusion: 02.50 P.M.

**Following Directors and Key Managerial Personnel were present at the meeting:**

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|-------------------------------|--------------------------------------|
| 1. Mr. Nitin Sachdeva         | - Managing Director                  |
| 2. Mr. Deepak Jajoo           | - Chief Financial Officer            |
| 3. Mr. Manish Tarachand Pande | - Non-Executive Independent Director |
| 4. Mr. Himanshu Bajaj         | - Non-Executive Independent Director |
| 5. CS Manishraj Bhatt         | - Company Secretary                  |

**INVITEES**

- |  |                                     |
|--|-------------------------------------|
| 1. CS Avinash Gandhewar<br>(On Behalf of M/s Avinash Gandhewar & Associates,<br>Company Secretaries) | - Secretarial Auditor & Scrutinizer |
| 2. CA Yash Verma<br>(On Behalf of M/s Jodh Joshi & Associates,<br>Company Secretaries)               | - Statutory Auditor                 |
| 3. Mr. Darshan Gadwe<br>(On Behalf of ICICI Bank Ltd)  |                                     |

**MEMBERS**

Total 17 members including Authorized Representatives, attended the meeting at the venue. After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Company Secretary called the meeting to order and commenced the proceedings of the meeting.

The Chairman further announced that the Register of Director’s Shareholding under Section 171 (1) (b) of the Companies Act, 2013, the Auditors’ Report under Section 145 of the Companies Act, 2013, Copy of Memorandum and Articles of Association of the Company and proof of service of

Notice of 21<sup>st</sup> Annual General Meeting along with Annual Report for the FY 2024-25 has been kept open for inspection.

### **NOTICE OF THE MEETING:**

Company Secretary requested as to whether the Notice of 21<sup>st</sup> Annual General Meeting can be taken as read with the consent of members. Members proposed that the notice be taken as read. All the members present agreed to this suggestion. Copy of the Chairman's speech was distributed among the members present at meeting.

Then, Mr. Manishraj Bhatt, Company Secretary explained to the members about the remote e-voting facility provided to all the persons who were members on 23<sup>rd</sup> August, 2025, being the cut-off date for vote on all the resolutions set out in the notice of AGM pursuant to the provisions of Companies Act, 2013 and the SEBI listing regulations (SEBI (LODR) Regulations, 2015), to enable them to cast their votes electronically. For this purpose, the company has tied up with the e-voting system of Big Share Services Private Limited for facilitating remote e-voting through electronic means as the authorised agency.

He further informed that the Company also provided facility of ballot polling at the venue of AGM to all those members who could not cast their vote through remote e-voting and in this regard Company has appointed Mr. Avinash Gandhewar Proprietor of M/s Avinash Gandhewar and Associates, Practicing Company Secretary as a scrutinizer for scrutinizing the remote e-voting and ballot polling process.

Mr. Manishraj Bhatt, Company Secretary then requested the Scrutinizer and 2 (two) witnesses present at the meeting to show the Ballot Box to the members present at AGM. The box was shown to the members and the same was sealed by the scrutinizer for polling.

After circulating Annual Report, including the notice of AGM, Director's Report and Audited Accounts of the Company for the year ended March 31, 2025 and also ballot paper.

Thereafter, Company Secretary requested the Chairman to address the members of Company. Accordingly, the Chairman took the podium to address the members:

**Dear Members,**

The Chairman welcomed the Members to the 21<sup>st</sup> Annual General Meeting of the Company and presented the Annual Report for the financial year 2024-25. He noted that this was the Company's second financial year as a listed entity on NSE Emerge since its successful listing on February 2, 2024.

He highlighted the year's strategic achievements, including the incorporation of a wholly owned subsidiary in the United Kingdom and the acquisition of Blueberry Systems Limited (UK), strengthening the Company's European presence. Further, the acquisition of Celestia Crew Consultancy, Bengaluru, diversified the Company's offerings in WFM & HRMS consulting.

On the financial performance, the Company achieved consolidated revenue of ₹701 million, EBITDA of ₹160 million, and PAT of ₹121 million, supported by acquisitions, expansion of consulting operations in Hyderabad, and onboarding of BSNL as a system integrator. He further apprised the Members of ongoing digital innovation, partnerships with Zoho and Verint, and strong emphasis on AI/ML skill development, with the workforce growing to over 350 associates.

Looking ahead, he outlined the roadmap of strengthening foothold in Europe, MENA, and US markets; accelerating development of AI-enabled products; integrating Blueberry Systems UK; and enhancing shareholder value through sustainable growth.

The Chairman placed on record his gratitude to shareholders, clients, partners, employees, and associates for their continued trust and support, reaffirming the Company's commitment to building a global, innovation-led technology enterprise.

Thereafter, the Chairman took up the item-wise agenda of the AGM as circulated to the Members

**Ordinary Business:****Item No. 01:**

**To receive, consider and adopt the Audited Balance Sheet for the year ended 31<sup>st</sup> March, 2025, the Statement of Profit and Loss for the year ended as on the said date, Cash Flow Statement, Auditors' Report and the Directors' Report thereon.**

Then, Company Secretary requested the members to raise their concern in this regard and cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

The Company Secretary informed the Members that since Mr. Nitin Sachdeva, Chairman of the Meeting, being the Director interested in all the subsequent items of business, had expressed his inability to chair the proceedings for these agendas, it was considered appropriate that another Member be appointed to preside over the Meeting for the remaining business.

The Company Secretary informed the Members that, in accordance with good governance practices, since the Chairman was interested in the subsequent items of business, it would be appropriate for the Directors present to elect one amongst themselves to chair the Meeting for the said items of business. Accordingly, the Directors elected Mr. Manish Tarachand Pande, Independent Director, to chair the Meeting for the ensuing agenda items.

With the unanimous consent of the Members present, Mr. Manish Tarachand Pande, Independent Director, was proposed and appointed as the Chairman for the remaining proceedings of the Meeting.

The Company Secretary thereupon requested Mr. Manish Tarachand Pande to take the Chair and conduct the proceedings from Item No. 2 onwards.

Accordingly, Mr. Manish Tarachand Pande assumed the Chair and presided over the Meeting for the remaining agenda items.

**Item No. 02:**

**To re-appoint Mr. Nitin Sachdeva, Managing Director (DIN: 01627153) who retires by rotation and being eligible, offers himself for re-appointment.**

Then, Company Secretary requested the members to raise their concern in this regard and cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

**Special Business:**

**Item No. 03:**

**To approve existing as well as new material related party transactions with Delaplex INC, United States:**

Then, Company Secretary requested the members to raise their concern in this regard and cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

**Item No. 04:**

**To approve existing as well as new material related party transactions with its wholly owned foreign subsidiary Delaplex Software Limited, United Kingdom:**

Then, Company Secretary requested the members to raise their concern in this regard and cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

**Item No. 05:**

**To approve existing as well as new material related party transactions with its step-down subsidiary Blueberry Systems Limited, United Kingdom:**

Then, Company Secretary requested the members to raise their concern in this regard and cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

The Company Secretary further requested the Chairman to take their seat, as there were no further agenda items to be discussed.

After having discussion on all the resolutions, the Company Secretary announced that the result of voting will be announced in the format prescribed under clause 44 (3) of SEBI (Listing Obligations and Requirements) Regulations, 2015 latest by Thursday, 01<sup>st</sup> of September 2025, the same will be placed on the website of the company <https://delaplex.in/> and also be available on the website of the NSE Limited <https://www.nseindia.com/>

The Company Secretary then expressed his vote of thanks to all the members, invitees as well as Board of Directors for devoting their valuable time and their being no other business the meeting was successfully concluded at 02.50 P.M.

**For Delaplex Limited**

**CS Manishraj Bhatt**  
**Company Secretary cum Compliance Officer**  
**Date: 30<sup>th</sup> August 2025**  
**Place: Nagpur**