DIGIDRIVE DISTRIBUTORS LIMITED

Registered Office: 33, Jessore Road Dum Dum, Kolkata - 700028, India. Tel: 033- 25512984,
E-mail: digidrive.sec@rpsg.in Website: www.digidrivelimited.com
Corporate Identity Number: L51909WB2022PLC252287

NOTICE TO MEMBERS

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of Digidrive Distributors Limited ("Digidrive", "the Company") will be held on **Wednesday, September 16, 2026 at 3:00 P.M.**, Indian Standard Time (IST), through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS

1. **AUDITED FINANCIAL STATEMENTS**

   To consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended March 31, 2026 and, in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**.

   "RESOLVED THAT :

   i) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2026 and the reports of the Board of Directors and the Auditors thereon, as circulated to the Members; and

   ii) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2026 and report of the Auditors thereon, as circulated to the Members;

   be and are hereby considered and adopted."

2. **RE-APPOINTMENT OF MR. ALOK KALANI AS A DIRECTOR RETIRING BY ROTATION**

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

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company, Mr. Alok Kalani (DIN: 03082801), Director of the Company who retires by rotation at this meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

SPECIAL BUSINESS

3. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SAREGAMA INDIA LIMITED**

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

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 23 thereof, the Company's Policy on Related Party Transactions and other applicable statutory provisions, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to enter into, continue, renew, modify and/or undertake one or more contracts, arrangements and/or transactions with Saregama India Limited, a related party of the Company, as more particularly described in Table A forming part of the Explanatory Statement annexed to this Notice;

   RESOLVED FURTHER THAT the aforesaid approval shall cover all such contracts, arrangements and/or transactions, whether entered into individually or in a series of transactions, either directly by the Company or together with its subsidiary(ies), during the period commencing from Financial Year 2026-27 up to Financial Year 2030-31, provided that the aggregate value of such transactions shall not exceed Rs. 100 Cr per Financial Year, or such other limit as may be approved by the Members from time to time;

   RESOLVED FURTHER THAT all such transactions shall be undertaken in accordance with the applicable provisions of law, on arm's length terms, based on sound commercial principles and in the ordinary course of business of the Company;

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RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any officer(s) authorised by the Board) be and is hereby severally authorised to negotiate, finalise, execute, amend, modify, renew, supplement and/or terminate the necessary agreement(s), contract(s), document(s) and writing(s), to settle any question or difficulty that may arise and to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable for giving effect to this Resolution."

Registered Office:
33, Jessore Road Dum Dum, Kolkata - 700028

Place: Kolkata
Date: May 21, 2026

By Order of the Board of Directors

Kriti Jain
Company Secretary and Compliance Officer
ICSI Membership No. A62248

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act') with regard to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

2. Additional information pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) and notified by Ministry of Corporate Affairs, Government of India is furnished elsewhere in the Notice.

3. (A) The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with other circulars issued in this regard (collectively referred to as "Circulars"), permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the Circulars and applicable provisions of the Act read with Rules made thereunder and Listing Regulations including any circular issued thereunder by Securities and Exchange Board of India ('SEBI'), the fourth AGM of the Company is being held through VC/OAVM on Wednesday, September 16, 2026 at 3:00 P.M. The deemed venue for the AGM shall be the registered office of the Company.

   (B) AGM through VC/OAVM

   i) Members are requested to join the AGM on Wednesday, September 16, 2026 through VC/OAVM mode latest by 2:45 P.M. IST by clicking on the link https://www.evoting.nsdl.com/ under members login, where the EVEN (E-Voting Event Number) of the Company will be displayed, by using the remote e-voting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 2:30 P.M. IST and may be closed at 3:15 P.M. IST, or soon thereafter.

   ii) The facility of attending the AGM will be made available to 1000 members on a first-cum-first-served basis.

   iii) Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name(s), DP ID(s) and Client ID(s) number/ folio number(s), email id(s) and mobile number(s), to reach the Company's email address at digidrive.sec@rpsg.in latest by Wednesday, September 9, 2026 by 5:00 P.M. (IST).

   iv) When a pre-registered speaker is invited to raise at the AGM, his/her questions, already emailed in advance as requested in para (iii) above, but he/she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.

   v) The Company reserves the right to restrict the number of questions/speakers, as appropriate, for the smooth conduct of the AGM.

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4. In accordance with the circulars issued by MCA and SEBI, the Notice of the Fourth AGM along with the Annual Report for the Financial Year 2025-26 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar to an Issue and Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/ DP providing the weblink of Company's website from where the Annual Report for Financial Year 2025-26 can be accessed.

5. The Board of Directors has appointed Mrs. Kamana Goenka, Practicing Company Secretary (Membership No. ACS 35161, CP 26093), as the "Scrutiniser" to conduct the E-voting process and to scrutinise the votes cast therein in a fair and transparent manner. The Scrutiniser has given the consent for engagement in the said exercise.

6. All the documents referred to in this Notice will be available for inspection on all working days without any fee by the Members from the date of circulation of this Notice upto the date of AGM and during AGM. Members seeking to inspect such documents can send an e-mail to digidrive.sec@rpsg.in mentioning his/her/ its folio number/DP ID and Client ID.

7. Instructions for attending the AGM

(i) In view of the Circulars, AGM is being held through VC/OAVM and physical attendance of the Members at the AGM is not required. Hence, members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned in Note 3(B) above as arranged by the Company with National Securities Depository Limited (NSDL).

(ii) Members may access NSDL e-Voting system by following the steps mentioned above and after successful login, they will be requested to click on VC/OAVM link placed under "Join General Meeting" menu against the Company name. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed.

(iii) 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 in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

(iv) Since the AGM will be held through VC/ OAVM, where physical attendance of members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser by e-mail to cskamanakhetan@gmail.com with a copy marked to evoting@nsdl.com.

(v) The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditor etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(vi) In compliance with the Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services Limited/NSDL ("Depositories"). Members may note that the Notice and Annual Report for the Financial Year 2025-26 will also be available on the Company's website at www.digidrivelimited.com., and websites of the Stock Exchanges where the shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited at https://www.bseindia.com and https://www.nseindia.com respectively. Additionally, Notice of the AGM will also be available at https://www.evoting.nsdl.com.

(vii) Members whose email addresses are not registered as above can register the same in the following manner:

Members holding share(s) in electronic mode are requested to register/update their e-mail addresses and Bank Account details as mentioned above with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.

(viii) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

(ix) Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

(x) During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon logging to the Company's website at https://www.digidrivelimited.com or at NSDL website at https://www.evoting. nsdl.com.

(xi) Members who need assistance before or during the AGM with use of technology can:

(a) Send a request at evoting@nsdl.com or call on 022-4886 7000 or

(b) Contact Ms. Pallavi Mhatre, Deputy Vice President, NSDL at the designated email ID: evoting@nsdl.com

(xii) Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have pre-registered yourself as a speaker and are invited to speak at the AGM.

(xiii) Participants 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.

(xiv) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.

8. Instructions for attending the Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act, 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 the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting through electronic means, as the authorised agency. The facility of casting vote by a member using remote e-voting system during the meeting on the date of the AGM will also be provided by NSDL.

The remote e-voting period begins on Sunday, September 13, 2026 at 9:00 A.M. and ends on Tuesday, September 15, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, September 9, 2026, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 9, 2026.

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 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 i.e. NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of members	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual members holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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 are https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration /EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Members 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.com or call at 022 4886 7000
Individual Members 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 toll free no. 1800 21 09911.

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B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for members other than Individual members are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to cskamanakhetan@gmail.com with a copy marked to evoting@nsdl.com. Institutional members (ie. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on Upload Board Resolution/ Authority Letter displayed under "e- Voting" tab in their login.

2. Members holding securities in demat mode 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 i.e, September 9, 2026 may follow steps mentioned in the Notice of the AGM under Step 1 :"Access to NSDL e-Voting system"(Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In

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such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre, Deputy Vice President at evoting@nsdl.com

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. Members holding share(s) in electronic mode are requested to register/update their e-mail addresses and Bank Account details as mentioned above with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
2. If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER : -

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

OTHER INSTRUCTIONS:

1. The voting rights of the members shall be in proportion to their shares on the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, September 9, 2026.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the Meeting.
3. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the Cut-off date i.e., Wednesday, September 9, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com.

4. The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutiniser's Report.

5. The Result of voting will be declared within two working days from the conclusion of AGM. The declared results along with the Scrutiniser's Report will be available forthwith on the website of the Company www.digidrivelimited.com and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IS GIVEN BELOW:

Mr. Alok Kalani

Mr. Alok Kalani (DIN: 03082801) aged about 57 years, has been a Director of the Company since March 15, 2022. He holds a Bachelor of Commerce (Honours) degree from St. Xavier's College, Kolkata and is an Associate Member of the Institute of Chartered Accountants of India (ICAI), the Institute of Company Secretaries of India (ICSI) and the Institute of Cost Accountants of India (ICMAI). He has over three decades of rich and diverse experience in corporate finance, taxation, strategic financial management, corporate restructuring and corporate governance. He is currently associated with the RP-Sanjiv Goenka Group as Executive Director – Corporate Finance, where he plays a pivotal role in driving the Group's financial strategy, capital allocation, business planning, treasury, taxation and corporate finance & restructuring initiatives. His extensive professional expertise and strategic leadership significantly contribute to the Company's governance, financial oversight and long-term value creation.

Mr. Alok Kalani is entitled to receive sitting fees to be paid by the Company for attending meetings of the Board and/or Committees. He does not hold any Equity shares in the Company and is not related to any other Director or Key Managerial Personnel of the Company or their relatives whether financially or otherwise. Please refer to the Report on Corporate Governance forming part of this Annual Report for other necessary details.

Based on his eligibility criteria, experience and contribution and as per the performance appraisal, your Board recommends for his re-appointment as a Director of the Company under section 152 of the Companies Act, 2013.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE FOURTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH VC/OAVM ON WEDNESDAY, SEPTEMBER 16, 2026 AT 3:00 P.M. (IST)

ITEM NO. 3: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SAREGAMA INDIA LIMITED

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications thereto require the prior approval of the Members of the Company by way of an Ordinary Resolution.

The Company is engaged in the business of retail distribution and, in the ordinary course of its business, procures products from Saregama India Limited ("Saregama"), a fellow subsidiary within the RP-Sanjiv Goenka Group. The proposed transactions principally comprise purchase of goods and products, including consumer electronic products marketed by Saregama, payment of rent and reimbursement of establishment and other operational expenses, as may be required from time to time.

NOTICE (Contd.)

These transactions are driven by genuine business requirements and are intended to leverage the complementary strengths of the Group companies. The proposed arrangements are expected to strengthen the Company's product portfolio, improve procurement efficiencies, ensure continuity of supply, optimise operational costs, enhance customer offerings and create sustainable long-term value for the Company and its shareholders.

The Company proposes to obtain Members' approval for an aggregate value of transactions of up to Rs. 100 Cr per Financial Year for a period of five financial years, commencing from Financial Year 2026-27 and ending with Financial Year 2030-31. Considering the recurring nature of the transactions, the long-term commercial relationship between the parties and the need for business continuity, obtaining approval for the aforesaid period would facilitate operational flexibility while avoiding repetitive annual approvals. The proposed monetary limit represents the maximum aggregate value of transactions that may be undertaken during a financial year and does not constitute a commitment that the Company will necessarily utilise the entire approved limit.

The pricing of goods shall be determined having regard to prevailing market prices, comparable third-party distributor pricing, volume-based commercial arrangements, logistics costs, credit terms and other customary commercial considerations. Rent and reimbursement of expenses shall be determined in accordance with contractual arrangements, actual usage and accepted cost allocation principles. The transactions will be periodically reviewed by the Audit Committee to ensure continued compliance with the Company's Policy on Related Party Transactions and the applicable provisions of law.

The Audit Committee, after considering the business rationale, nature of the transactions, pricing methodology, material terms, proposed monetary limits, commercial benefits and the information and certifications placed before it by the Management, including the certificate of the Managing Director and the Chief Financial Officer as required under the applicable Industry Standards, has concluded that the proposed transactions are commercially justified, are on arm's length terms, are in the ordinary course of business and are in the best interests of the Company and all its shareholders, including minority shareholders. Accordingly, at its meeting held on May 21, 2026, the Audit Committee recommended the proposal to the Board, subject to the approval of the Members.

The Board of Directors has considered the recommendation of the Audit Committee and is of the opinion that the proposed transactions are fair, reasonable and beneficial to the Company. The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Except to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution, save and except by virtue of their directorships and/or positions held in the Company and/or Saregama India Limited.

In terms of Regulation 23 of the SEBI Listing Regulations, all related parties of the Company shall abstain from voting on the Ordinary Resolution set out at Item No. 3 of the Notice, irrespective of whether such related party is a party to the proposed transactions.

NOTICE (Contd.)

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular dated November 22, 2021, and the Industry Standards on "Minimum Information to be Provided to Shareholders for Approval of Related Party Transactions", is set out in Table A below:

Table A

S. No.	Particulars	Details
1.	Name of the related party, country of incorporation and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise), shareholding of the listed entity/subsidiary whether direct or indirect, in the related party and shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary.	Saregama India Limited ("Saregama"), a company incorporated in India, is a fellow subsidiary of Company under the RP-Sanjiv Goenka Group. Saregama is engaged in the business of manufacturing and sale of Music storage device viz. Carvaan, Music Card, Vinyl records etc. and dealing with related music rights. Saregama is also engaged in production and sale/telecast/broadcast of films/Tv Serials, pre-recorded programmes and dealing in film rights and organizing events. The Company and Saregama do not hold any direct or indirect shareholding in each other.
2.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director/KMP, whether direct or indirect, in the related party	None
3.	Type, tenure, material terms and particulars of the proposed transaction.	The Company purchases goods/materials from Saregama on terms and conditions to be mutually agreed between the parties, including pricing determined based on prevailing market conditions and commercial terms as applicable at the time of each transaction. Approval of the Members is being sought for entering into agreement(s), arrangement(s), and other transaction(s) with Saregama for the purchase of goods/materials from time to time, in the ordinary course of business and on an arm's length basis, for a period of five financial years commencing from Financial Year 2026–27 and ending with Financial Year 2030–31.
4.	Value of the transaction	Up to Rs. 100 Cr per financial year.
5.	Value of the transaction as a percentage of- (i) Listed entity's annual consolidated turnover for the immediately preceding financial year (ii) Subsidiary's annual standalone turnover for the immediately preceding Financial Year and (iii) the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	(i) 216.69% of annual consolidated turnover of the Company for 2025-26. (ii) Not Applicable (iii) 10.16 % of annual consolidated turnover of the Saregama India Limited for 2025-26.

NOTICE (Contd.)

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>6.</td><td>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
i) details of the source of funds in connection with the proposed transaction;
ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:
• nature of indebtedness;
• cost of funds; and
• tenure
iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.</td><td>Not Applicable</td></tr>
<tr><td>7.</td><td>Justification as to why the RPT is in the interest of the listed entity</td><td>Saregama manufactures and markets Carvaan and other consumer products which form part of the Company's retail and distribution business. The proposed purchases enable the Company to expand its product portfolio and revenue streams. Rent and establishment expenses are incurred for operational efficiency and business continuity. The transactions are commercially beneficial, in the ordinary course of business and at arm's length.</td></tr>
<tr><td>8.</td><td>Any valuation or other external report relied upon by the listed entity in relation to the transactions.</td><td>Not Applicable</td></tr>
<tr><td>9.</td><td>Any other information that may be relevant</td><td>The transactions shall be reviewed periodically by the Audit Committee in accordance with the Company's Related Party Transactions Policy and applicable laws.
All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</td></tr>
<tr><td>10.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the immediately preceding Financial Year.</td><td><table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>2025-26 (Rs. in Lakhs)</th><th>2024-25 (Rs. in Lakhs)</th></tr>
<tr><td>1.</td><td>Purchases</td><td>2,660.73</td><td>2620.62</td></tr>
<tr><td>2.</td><td>Rent</td><td>3.16</td><td>3.16</td></tr>
<tr><td>3.</td><td>General Establishment Expenditure</td><td>49.80</td><td>-</td></tr>
<tr><td>4.</td><td>Sale of goods</td><td>2.46</td><td>-</td></tr>
</table>
There were no transactions between OMNPL, a subsidiary of the Company and Saregama India Limited during the FY-2025-26.</td></tr>
</table>

NOTICE (Contd.)

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>11.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The value of related party transactions entered into between the Company and Saregama as on March 31, 2026 was Rs. 2716.15 Lakhs.</td></tr>
<tr><td>12.</td><td>Financial performance of the related party for the immediately preceding Financial Year.</td><td>
<table>
<tr><th>S. No.</th><th>Particulars</th><th>2025-26 (Rs. in Lakhs)</th><th>2024-25 (Rs. in Lakhs)</th></tr>
<tr><td>1.</td><td>Turnover</td><td>82,063.51</td><td>1,00,921.30</td></tr>
<tr><td>2.</td><td>Profit After Tax</td><td>21,505.01</td><td>20,330.28</td></tr>
<tr><td>3.</td><td>Net worth</td><td>1,69,180.24</td><td>1,57,485.19</td></tr>
</table>
</td></tr>
<tr><td>13.</td><td>Any Default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered with listed entity or its subsidiary during the last Financial Year</td><td>No</td></tr>
<tr><td>14.</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td>No</td></tr>
<tr><td>15</td><td>Basis of determination of price.</td><td>The purchase prices shall be based on prevailing market prices, comparable third-party distributor pricing, volume-based commercial arrangements and customary industry practices. Rent and expense allocations shall be based on actual usage, contractual arrangements and cost-sharing principles, as applicable on an arm's length basis and in the ordinary course of business.</td></tr>
<tr><td>16.</td><td>In case of Trade advance (upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:
a. Amount of Trade Advance
b. Tenure
c. Whether same is self- liquidating?</td><td>Not Applicable</td></tr>
</table>

Registered Office:
33, Jessore Road Dum Dum, Kolkata - 700028

Place: Kolkata
Date: May 21, 2026

By Order of the Board of Directors

Kriti Jain
Company Secretary and Compliance Officer
ICSI Membership No. A62248