

SHORTER NOTICE OF 9TH ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 9th Annual General Meeting ("AGM") of the shareholders of **Deloitte Consulting India Digital Services Private Limited (Formerly known as Ad2Pro Global Creative Solutions Private Limited) (CIN: U74999KA2017PTC108465)** will be held on Wednesday, September 30, 2026, at 11:00 a.m. IST through video conferencing/ other audio-visual means, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

1. Increase in Authorised Share Capital and Alteration of the Memorandum of Association:

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

"RESOLVED THAT pursuant to Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded, by way of a special resolution, to increase the authorised share capital of the Company from INR 13,62,00,000 (Indian Rupees Thirteen Crore Sixty-Two Lakh only), divided into 13,62,00,000 (Thirteen Crore Sixty-Two Lakh) equity shares of INR 1 each, to INR 1,94,01,57,698 (Indian Rupees One Hundred Ninety-Four Crore One Lakh Fifty-Seven Thousand Six Hundred and Ninety-Eight only), divided into 1,94,01,57,698 (One Hundred Ninety-Four Crore One Lakh Fifty-Seven Thousand Six Hundred and Ninety-Eight) equity shares of INR 1 each, by the creation of 1,80,39,57,698 (One Hundred Eighty Crore Thirty-Nine Lakh Fifty-Seven Thousand Six Hundred and Ninety-Eight) additional equity shares of INR 1 each, ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to Sections 13, 61 and 64 of the Act, Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clause V in its entirety and substituting the following in its place:

"V. The Authorised Share Capital of the Company is INR 1,94,01,57,698 (Indian Rupees One Hundred Ninety-Four Crore One Lakh Fifty-Seven Thousand Six Hundred and Ninety-Eight only) divided into 1,94,01,57,698 (One Hundred Ninety-Four Crore One Lakh Fifty-Seven Thousand Six Hundred and Ninety-Eight) equity shares of INR 1 each."

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to file the necessary e-forms with the Registrar of Companies, pay the applicable stamp duty and fees on the increased authorised share capital, and do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

2. Preferential issue and allotment of Equity Shares for consideration other than cash:

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

“RESOLVED THAT pursuant to Sections 42, 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded, by way of a special resolution, for the issue and allotment of 1,93,74,39,512 (One Hundred Ninety-Three Crore Seventy-Four Lakh Thirty-Nine Thousand Five Hundred and Twelve) equity shares of the Company of face value INR 1 each, at an issue price of INR 1 per equity share, aggregating INR 1,93,74,39,512 (Indian Rupees One Hundred Ninety-Three Crore Seventy-Four Lakh Thirty-Nine Thousand Five Hundred and Twelve only) (indicative USD 21.53 million at INR 90/USD) (the “Shares”), on a preferential basis, to Deloitte Consulting India Private Limited (CIN: U72900TG2000PTC039976) (“DCIPL”), being the holding company of the Company and the sole identified person for the purposes of Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Shares shall be issued and allotted for consideration other than cash, the entire subscription consideration payable by DCIPL for the Shares being discharged by way of contractual set-off against the outstanding balance of INR 1,93,74,39,512 (Indian Rupees One Hundred Ninety-Three Crore Seventy-Four Lakh Thirty-Nine Thousand Five Hundred and Twelve only) (indicative USD 21.53 million at INR 90/USD) (the “Set-Off Amount”) payable by the Company to DCIPL as on September 30, 2026 under the inter-corporate deposit arrangements dated October 29, 2021, November 8, 2021, November 24, 2021 and December 10, 2021, and the relevant amendments thereto, comprising principal of INR 1,71,73,99,392 (Indian Rupees One Hundred Seventy-One Crore Seventy-Three Lakh Ninety-Nine Thousand Three Hundred and Ninety-Two only) and accrued and unpaid interest of INR 22,00,40,120 (Indian Rupees Twenty-Two Crore Forty Thousand One Hundred and Twenty only).

RESOLVED FURTHER THAT the issue price of INR 1 per equity share is in accordance with the valuation report dated September 16, 2026, bearing UDIN 26237503QGALCM4745, issued by CA Sampath Soora (FCA, DISA, RV-SFA), Registered Valuer (IBBI) for Securities or Financial Assets (IBBI Registration No. IBBI/RV/02/2019/11607), having a valuation date of August 31, 2026, and is not less than the price determined in accordance with such valuation, the statutory minimum prescribed under Section 53 of the Act, and the pricing guidelines under the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.

RESOLVED FURTHER THAT in accordance with Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the draft private placement offer cum application letter in Form PAS-4 be and is hereby approved for issuance to DCIPL, as the identified person, whose name shall be recorded in the records to be maintained by the Company in Form PAS-5.

RESOLVED FURTHER THAT as the Shares are being issued for consideration other than cash, no monies are receivable in cash from DCIPL, and accordingly the requirement to deposit application monies in a separate bank account under sub-section (6) of Section 42 of the Act shall not apply to this allotment.

RESOLVED FURTHER THAT the Shares shall be issued and credited in dematerialised form to the demat account of

DCIPL in compliance with Rule 9B of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company having already obtained the International Securities Identification Number (ISIN) for its equity shares.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorised to complete the allotment of the Shares within 60 (sixty) days of receipt of the subscription application from DCIPL, to file the return of allotment in Form PAS-3, along with Forms MGT-14 and SH-7 and such other forms as may be required, with the Registrar of Companies within the prescribed timelines, to make any filings or reporting required under the Foreign Exchange Management Act, 1999 and the regulations of the Reserve Bank of India, to update the register of members and other statutory registers of the Company, to pay applicable stamp duty, and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the foregoing resolutions.”

**By order of the Board of Directors
For Deloitte Consulting India Digital Services Private Limited**

Date: September 17, 2026

Place: Chennai

**MADURAI
MURUGAN** Digitally signed by
MADURAI
MURUGAN
Date: 2026.09.17
18:55:36 +05'30'

**Madurai Murugan
Director
DIN: 09485411**

Notes:

1. The Ministry of Corporate Affairs, Government of India (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and other circulars issued in this respect (collectively “MCA Circulars”), permitted companies to conduct AGM through video conferencing (VC) or other audio visual means (OAVM) in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020.
2. In compliance with the MCA Circulars, applicable provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, the 9th AGM of the Company is being convened and conducted through VC facility, which does not require physical presence of members at a common venue. The deemed venue for the 9th AGM shall be the registered office of the Company.

Link for joining the 9th AGM of the Company through VC is provided below:

[Join the meeting now](#)

3. In pursuance of Section 112 and Section 113 of the Act, corporate members intending to have authorized representatives to attend the AGM are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Pursuant to Article 42 of the Articles of Association of the Company, the provisions of Section 102 of the Act are not applicable to the Company. Accordingly, an explanatory statement is not attached to

Registered Office: 9th Floor, Velocity Block, Survey No.110/1, 110/2 and 110/3, Prestige Technology Park III, Amani Bellandur Khane Village, Varthur Hobli, Bengaluru East Taluk, Bellandur, Bengaluru South, Bengaluru – 560103, Karnataka, India.

GST Reg No: 29AAQCA3076R1ZP CIN: U74999KA2017PTC108465 Email: usindiaogc@deloitte.com

this Notice. Since the AGM is being held through electronic means, the facility for appointment of proxies is not available to members, and the proxy form, attendance slip and route map are not annexed to this Notice.

5. Participation of members through VC will be counted for the purpose of reckoning the quorum for the AGM in accordance with the MCA Circulars and Article 44 of the Articles of Association of the Company.
6. The 9th AGM is called at shorter notice, the consent of the members for convening and holding the meeting at shorter notice shall be obtained.
7. Members are requested to intimate the Company of any change in their address, if any.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e., September 30, 2026. Members seeking to inspect such documents can send an email to usindiaogc@deloitte.com from their registered email addresses mentioning their full name and folio numbers. All documents and statutory registers, as required to be kept open for inspection by members under the Companies Act, 2013 and the rules made thereunder, shall be made available for inspection by the members (including their authorised representatives), in accordance with applicable law, at the registered office of the Company during business hours
9. The Ministry of Corporate Affairs vide its Notification No. G.S.R. 802(E) dated October 27, 2023 has mandated the private companies to facilitate dematerialization of all their securities and requires every shareholder of the private company to dematerialize their existing securities held by them before proposing any transfer of such securities or further subscription of any securities of the concerned private Company. The Company already holds International Securities Identification Number (ISIN) INE465Z01014 for its existing equity shares and established a demat process for its shareholders, which will enable shareholders to convert their existing physical shares, if any, into electronic form. Shareholders can send their demat request to the Company at usindiaogc@deloitte.com.
10. The Company has engaged the following vendors to support the shareholders in the dematerialisation process:

Sr. No.	Vendor*	Vendor Name
1.	Depository	National Securities Depository Limited (NSDL)
2.	Registrar and Transfer Agent (RTA)	Integrated Registry Management Services Private Limited
3.	Depository Participant (DP)	Integrated Enterprises (India) Private Limited

* The above-mentioned vendors are regulated by the Government of India.

11. Electronic copy of the Notice of the 9th AGM and electronic copy of the Annual Report for the financial year 2025-26 are being sent to all the members whose e-mail address is registered with the Company for communication purposes. Pursuant to Article 42(iv) of the Articles of Association, this Notice is also being given to all Directors and the Statutory Auditor of the Company.

12. Members may also note that the Notice of the 9th AGM and the Annual Report for the financial year 2025-26 will also be available on the Company's website:

https://www.deloitte.com/ui/en/about/governance/corporate-governance.html?icid=top_corporate-governance

Date: September 17, 2026

Place: Chennai

**By order of the Board of Directors
For Deloitte Consulting India Digital Services Private Limited**

**MADURAI
MURUGAN**

Digitally signed by
MADURAI MURUGAN
Date: 2026.09.17
18:55:12 +05'30'

**Madurai Murugan
Director
DIN: 09485411**