

Date: 17th February, 2023

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Scrip Code: 517214

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip Code: DIGISPICE

Sub.: Postal Ballot Notice

Dear Sir/Madam,

We submit herewith Postal Ballot Notice (including instructions for e-voting) being sent to the Members of the Company, to obtain their consent and approval for the matter as set out in Notice of Postal Ballot by way of remote e-voting.

Further, please find below the schedule of events for Postal Ballot:

Sr. No.	Particulars	Day/Date
1	Cut-off date for sending notice to be Members and reckoning voting rights.	Friday, 10 th February, 2023
2	Completion of sending Notice to Members through E-mail; Uploading of the Notice on website of the Company, Stock Exchange(s) and NSDL.	Friday, 17 th February, 2023
3	Remote E-voting Period (Start).	Saturday, 18 th February, 2023 (9.00 a.m. IST)
4	Remote E-voting Period (End).	Sunday, 19 th March, 2023 (5.00 p.m. IST)
5	Date on which resolution will be deemed to be passed, if approved by members.	Sunday, 19 th March, 2023
6	Declaration of results of the Postal Ballot.	On or before Tuesday, 21 st March, 2023

Kindly take the above information on record and acknowledge receipt of the same.

Thanking you.

Yours faithfully,
For **DiGiSPICE Technologies Limited**

Ruchi Mehta
Company Secretary & Compliance Officer

Encl: - as above.



DiGiSPICE Technologies Limited

Registered Office: 622, 6th Floor, DLF Tower A, Jasola Distt. Centre, New Delhi -110025

CIN: L72900DL1986PLC330369

Tel.: 011- 41251965; Email: complianceofficer@digispice.com

Website: www.digispice.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Voting Starts on	Saturday, 18th February, 2023 at 9:00 a.m.(IST)
Voting Ends on	Sunday, 19th March, 2023 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given, pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended and in accordance with the framework prescribed by the Ministry of Corporate Affairs ('MCA') for passing of ordinary and special resolutions by the companies under the Act vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 03/2022 dated 05th May, 2022 read with General Circular 10/2022 dated 28th December, 2022 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars') and any other applicable Laws, Regulations, Rules, Circular and Guidelines, if any, to transact the business as setout hereunder by passing the resolution(s) by means of Postal Ballot by voting through electronic means ('remote e-voting').

The Board of Directors of the Company at its meeting held on Wednesday, 25th January, 2023 has, in compliance with Rule 22(5) of the aforesaid Rules, appointed Mr. Kapil Dev Taneja, Company Secretary in whole-time practice (Membership No.F4019), or failing him Mr. Neeraj Arora, Company Secretary in whole-time practice (Membership No.F10781), partners of M/s. Sanjay Grover & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the said Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The manner of voting on the proposed resolution(s) is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Members are requested to carefully read the instructions / the detailed procedure with respect to remote e-voting as stated in this Notice, and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes. Remote e-voting shall commence from Saturday, 18th February, 2023 at 9.00 a.m. (IST) and ends on Sunday, 19th March, 2023 at 5.00 p.m. (IST).

Members may download the Notice from the Company's website at www.digispice.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also being made available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

Please note that there will be no dispatch of physical copies of Postal Ballot Notice ('the Notice') or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him. The result of the Postal Ballot will be announced not later than 48 hours from the end of the remote e-voting period and the resolution shall be deemed to have been passed on Sunday, 19th March, 2023 i.e. the last date for remote e-voting, if approved by the requisite majority. The Scrutinizer's decision on the validity of votes cast shall be considered as final.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.digispice.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

SPECIAL BUSINESS

1. Appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as Non-Executive Independent Director of the Company.

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

"Resolved that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and such other consent(s), permission(s) or sanction(s) including regulatory approvals, as may be required, Mr. Mrutyunjay Mahapatra (DIN: 03168761) who in terms of Section 161 of the Act, was appointed by the Board as an Additional Director in category of Non - Executive Independent Director and who has submitted the declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 22nd December, 2022 to 21st December, 2027 (both days inclusive), not subject to retirement by rotation, upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

Resolved further that the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board of Directors
For **DiGiSPICE Technologies Limited**

Date: 16th February, 2023
Place: Noida

Sd/-
Ruchi Mehta
Company Secretary and Compliance Officer

NOTES

1. The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the 'Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), as amended, setting out the material facts relating to the aforesaid Resolution(s) and the reasons thereof and containing information required to be disclosed under Clause 1.2.5 of the Secretarial Standards on the General Meeting (SS-2) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), is annexed herewith and forms part of this Notice.
2. The Notice is being sent to the Members of the Company i.e. persons whose name appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 10th February, 2023 ('Cut- off date'), at their registered email addresses, registered with the Company or Depository Participants/Depositories, (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (in case of physical shareholding).
3. The physical copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
4. Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-off date as mentioned above, shall be eligible to cast their votes through remote e-voting. It is however, clarified that all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to any reason or non-registration of their e-mail address with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution(s) in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the aforesaid Cut-off date.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. The letter of appointment of Mr. Mrutyunjay Mahapatra, as an Independent Director setting out the terms and conditions of his appointment would be made available for online inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at complianceofficer@digispice.com on all working days except Saturdays, Sundays and public holidays during normal business hours up to the date of declaration of result of the Postal Ballot.
8. The Securities and Exchange Board of India ('SEBI') vide its circular no(s). SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 ('SEBI KYC Circulars') has mandated furnishing of PAN, KYC, nominations, contact details (postal address, mobile number & e-mail), bank details and signature by holders of physical securities to the Registrar and Transfer Agent ('RTA') of the Company. RTA will not process, any service requests or complaints received from the shareholders till PAN, KYC and nomination documents/ details are received by RTA.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI KYC Circulars, all folios of such shareholders shall be frozen on or after 1st April, 2023 by the RTA. If the folio(s) continue to remain frozen as on 31st December, 2025, the frozen folios shall be referred by RTA/ Company to the

administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

In view of the above, Members of the Company holding securities in physical form are requested to intimate the following directly to the Company's RTA i.e. MAS Services Ltd.:

- a) PAN and details of KYC; (using Form ISR-1);
- b) Contact details including postal address with PIN code, Mobile Number, E-mail address (using Form ISR-1);
- c) Bank account details including bank name, branch, bank account number and IFS code (using Form ISR-1);
- d) Specimen signature (using Form ISR-2);
- e) Request for making nominations as per the provisions contained in Section 72 of the Act in the prescribed Form No. SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- f) Any cancellation or change in nomination shall be provided in Form No.SH-14.

The above mentioned required documents/details to be sent at the office of the RTA. The shareholders can download the forms prescribed in the SEBI KYC Circulars from the website of the Company, www.digispice.com or RTA, www.masserv.com, as made available. Members holding shares in dematerialized mode are requested to intimate the aforesaid changes directly to their Depository Participant.

9. Members are requested to take note that Regulation 25(2A) of the Listing Regulations *inter alia* provides that the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution, provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations.

E-VOTING INSTRUCTIONS

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	1. 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

	<p>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.</p> <ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider 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, so that the user can visit the e-voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on 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 able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual Shareholders (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.

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. NSDL and CDSL.

Login type	Helpdesk details
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.
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 toll free no. 1800 22 55 33.

B. Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders 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 12332 and EVEN is 101456 then user ID is 1014560012332. If folio number is A-45 then user id is 101456A000045.

5. Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use 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 shareholders 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.co.in 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.

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

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

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
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 shareholders

1. Institutional shareholders (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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. 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. 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 5 (five) unsuccessful attempts to key in the correct password. In 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Form ISR-1, Form SH-13 and Form ISR-2 (in case signature mis-match with our record) to the Company's RTA, Mas Services Limited, T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020. (form can be download from RTA website i.e. www.masserv.com under download tab).
2. In case shares are held in demat mode, please update your email id and mobile number with your DP and follow procedure as given in e-voting instruction the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act')

Item No. 1

Appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as an Independent Director of the Company.

Pursuant to provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the 'Act')) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved the appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as an Additional Director in the category of Non – Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 22nd December, 2022 to 21st December, 2027 (both days inclusive), not subject to retirement by rotation, subject to approval of Members.

As per the Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, resolution no. 1 to the Notice has been proposed for the consideration of Members.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director and the Company has also received from Mr. Mahapatra:

- a) Consent in Form DIR-2 to act as a Director, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- b) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is stand free from any disqualification being a Director;
- c) A declaration that he is not debarred or disqualified from being appointed as a Director or continue as Director by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority; and
- d) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Mr. Mahapatra has confirmed that:

- a) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence;
- b) he is not debarred from holding the office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any such competent authority and that he is stand free from disqualification being a Director..
- c) that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to inclusion of his name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and he is exempted from the online proficiency self-assessment test conducted by IICA.

Mr. Mahapatra has over 3 (three) decades of experience in senior leadership positions in General Management and diverse areas of IT, Innovation, Strategy, Decision support Systems, Corporate Banking, International Banking, Syndications, Private Equity, Investments, Credit appraisal and Administration, Retail banking and Branch Management, Forex Operations, Client Relationship Management and Personnel Management in the Banking Sector.

Mr. Mahapatra spent the majority of his career with State Bank of India, the largest public sector bank in India, retiring as the Deputy Managing Director, Digital Strategy & Technology. He has nearly 8 (eight) years of overseas experience in senior and country head positions in USA and UK, multifarious international exposure through loan, investment and M&A deals, working in global boards, wide travels and advisory roles. He was a former CEO of Syndicate Bank and also worked with Canara Bank, C-edge (An IT company which is a JV of TCS), NPCI (National Payment Corporation of India), DSCI, SBI California, SBI Canada. He had also worked in the board of IIFCL UK (An overseas infra funding company) as GOI nominee. He was in the Customer Advisory boards of CISCO, HP, Red hat-Linux, Infosys-Finacle. He worked as the Chairman of the Fintech group of AIMFAI (All India Mobile and Fintech Association of India) and Chairman of Indian Bank's CIO council of IDRBT.

Mr. Mahapatra is well known speaker in industry and public events and regular columnist in leading Economic newspaper and magazines. He is also visiting professor of Banking and Finance in Manipal University, teaching MBA classes on Technology, Leadership and Finance.

In the opinion of the Board, Mr. Mahapatra is a person of integrity and possesses the relevant expertise and experience, and he fulfils the pre-requisite conditions, for being appointed as an Independent Director, specified in the Act and the Rules made thereunder and Listing Regulations and he is independent of the management and his appointment as an Independent Director would be immense beneficial to the Company and this will enable the Board to discharge its functions and duties effectively.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, recommends the resolution set out at item no. 1 of the Notice for approval of Members by Special Resolution.

The information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the Director seeking appointment /re-appointment is attached as Annexure - I hereto.

Except, Mr. Mrutyunjay Mahapatra, none of the Director(s) and Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at item no. 1 of the Notice.

By Order of the Board of Directors
For **DiGiSPICE Technologies Limited**

Date: 16th February, 2023
Place: Noida

Sd/-
Ruchi Mehta
Company Secretary and Compliance Officer

‘Annexure-I’

The information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, in relation to the Director seeking appointment/re-appointment is given hereunder:

Name of the Director	Mr. Mrutyunjay Mahapatra
DIN	03168761
Age	62 years
Date of first appointment on the Board	22 nd December, 2022 as an Additional Director in category of Non-Executive Independent Director.
No. of shares held as a registered owner or beneficial owner	Nil
Qualifications	Masters of Science (Physics), Advanced Diploma in Management, Diploma in Industrial Finance. Mr. Mahapatra is a Certified Financial Planner, Honorary Fellow of Indian Institute of Bankers, distinguished Alumnus of Berhampur University.
Experience, expertise in specific functional area, skills and capabilities	Mr. Mahapatra has over 3 (three) decades of experience in senior leadership positions in General Management and diverse areas of IT, Innovation, Strategy, Decision support systems, Corporate Banking, International Banking, Syndications, Private Equity, Investments, Credit appraisal and Administration, Retail banking and Branch Management, Forex Operations, Client Relationship Management and Personnel Management in the Banking Sector. Mr. Mahapatra is well known speaker in industry and public events and regular columnist in leading Economic newspaper and magazines. The Board of Directors are of the view that he has skills relevant to current requirements in the Company, including financial and risk management, strategic and leadership skills.
Terms and Conditions of the appointment	Appointment as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 22 nd December, 2022 to 21 st December, 2027 (both days inclusive), not subject to retirement by rotation.
Detail of remuneration sought to be paid and the remuneration last drawn	Mr. Mahapatra is entitled to receive remuneration by way of sitting fee for attending meetings of the Board or Committee thereof as may be decided by the Board within the limits prescribed under the Act. Subject to recommendation of the Board and prior approval of shareholders, Mr. Mahapatra may be paid other remuneration / commissions as permitted under the Act, Listing Regulations and applicable Laws, if any.
No. of Board Meetings attended since his appointment	1 (one) Board Meeting and 1 (one) Audit Committee Meeting.
List of Directorship in the companies (Other than DiGiSPICE Technologies Limited)	<ol style="list-style-type: none"> 1. Mayfair Hotels & Resorts Limited 2. Quantum Asset Management Company Private Limited 3. Reliance Nippon Life Insurance Company Limited 4. NSEIT Limited 5. Transaction Analysts (India) Private Limited 6. Spice Money Limited 7. Reserve Bank Innovation Hub 8. Scoreme Solutions Private Limited 9. Prodevans Technologies Private Limited 10. Suraj Estate Developers Limited

Chairman / Member of the Committees of the Board of Directors of companies (Other than DiGiSPICE Technologies Limited) on which he is a Director	Mayfair Hotels & Resorts Limited	<ul style="list-style-type: none"> • Audit Committee Chairman • Corporate Social Responsibility Committee Member • Nomination and Remuneration Committee Member
	Spice Money Limited	<ul style="list-style-type: none"> • Audit Committee Chairman • Nomination and Remuneration Committee Member • Investment & Finance Committee Member
	Reliance Nippon Life Insurance Company Limited	Nomination and Remuneration Committee Member
	Suraj Estate Developers Limited	<ul style="list-style-type: none"> • Stakeholders Relationship Committee Chairman • Corporate Social Responsibility Committee Member • Nomination and Remuneration Committee Member
	Reserve Bank Innovation Hub	Audit Committee Chairman
	Quantum Asset Management Company Private Limited	Audit Committee Chairman
Name of the listed entities from which he has resigned in the past 3 (three) years	Nil	
Disclosure of relationships between Directors/KMP inter-se	None	

By Order of the Board of Directors
For **DiGiSPICE Technologies Limited**

Date: 16th February, 2023
Place: Noida

Sd/-
Ruchi Mehta
Company Secretary and Compliance Officer