

DiGiSPICE

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

Notice is hereby given that the Thirty Fourth Annual General Meeting of DiGiSPICE Technologies Limited will be held on Thursday, the 29th September, 2022 at 12.00 noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements for the financial year ended 31st March, 2022 along with the Board of Directors' and Auditors' Report thereon;
 - b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 and the Auditors' Report thereon.
2. To consider and appoint a Director in place of Mr. Rohit Ahuja (DIN: 00065417) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To approve revision in remuneration of Mr. Rohit Ahuja (DIN: 00065417), Executive Director of the Company.**

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

"Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the applicable Rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), the Articles of Associations of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, the Remuneration Policy; and subject to 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 and subject to such terms and conditions, approval of shareholders be and are hereby accorded for revision in payment of remuneration to Mr. Rohit Ahuja (DIN: 00065417), Executive Director, as set out below for a period from 1st April, 2022 to 4th May, 2023;

Particulars	Amount Per Annum (₹ in Lakhs)
Basic Salary	50.00
Allowances and Perquisites (as per the Company policy)	75.00
Total Cost to Company (CTC)	125.00

- a.
- b. Stock Options: 5,00,000 Options granted on 18th September, 2018 and 2,00,000 Options granted on 1st August, 2022 by the Nomination and Remuneration Committee in pursuance to the DTL Employees Stock Option Plan - 2018 (Erstwhile 'SML Employees Stock Option Plan' - 2018) ('ESOP Plan') at an Exercise Price of ₹ 13.25 per option and ₹ 29 per option respectively, or such other price as may be approved by the Nomination and Remuneration Committee from time to time and exercisable as per the ESOP Plan over a period of five years from the date of respective vesting in the ratio of 40:30:30 at the end of 1st, 2nd and 3rd year of date of respective grant;

Resolved further that save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Rohit Ahuja, Executive Director as approved by the Shareholders at the 32nd Annual General Meeting shall continue to remain in full force and effect;

Resolved further that the aforesaid remuneration as approved by the Board of Directors of the Company or its duly authorized Committee shall be paid to Mr. Rohit Ahuja, as the minimum remuneration in case of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary contained in Section 197 of the Act, rules framed thereunder or Schedule V of the Act;

Resolved further that the Board of Directors of the Company or a duly authorized Committee thereof be and is hereby authorized to amend, alter or modify the terms, including to vary the overall remuneration, as may deem fit, payable to him as an Executive Director of the Company from time to time within the permissible limits, as may be allowed under the law during his remaining tenure as an Executive Director of the Company without requiring any further approval of the shareholders;

Resolved further that the Board of Directors of the Company or a duly authorised Committee thereof be and is hereby authorised to do all such acts, deeds and

things as it may think necessary or desirable to settle all question / doubts / queries / difficulties that may arise in order to give effect to the above resolution, at any stage without being required to seek any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to seek such approval/consent from the Government or any other concerned authority, in connection with revision in remuneration of Mr. Rohit Ahuja, Executive Director, as may be required under the applicable law from time to time."

4. To approve the re-appointment of Mr. Rohit Ahuja (DIN: 00065417) as an Executive Director of the Company.

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

"Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the applicable Rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), the Articles of Associations of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, the Remuneration Policy; and subject to 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 and subject to such terms and conditions including modifications, as may be prescribed by any relevant authority, Mr. Rohit Ahuja (DIN: 00065417) be and is hereby re-appointed as an Executive Director of the Company, liable to retire by rotation, for another term of three years with effect from 5th May, 2023 to 4th May, 2026 (both days inclusive) on the following remuneration and other terms and conditions:

a. Particulars	Amount Per Annum (₹ in Lakhs)
Basic Salary	50.00
Allowances and Perquisites (as per the Company policy)	75.00
Total Cost to Company (CTC)	125.00

- b. Stock Options: 5,00,000 Options granted on 18th September, 2018 and 2,00,000 Options granted on 1st August, 2022 by the Nomination and Remuneration Committee in pursuance to the DTL Employees Stock Option Plan -2018 (Erstwhile 'SML Employees Stock Option Plan - 2018') ('ESOP Plan') at an Exercise Price of ₹ 13.25 per option

and ₹ 29 per option respectively or such other price as may be approved by the Nomination and Remuneration Committee from time to time and exercisable as per the ESOP Plan over a period of five years from the date of respective vesting in the ratio of 40:30:30 at the end of 1st, 2nd and 3rd year of date of respective grant;

Resolved further that Mr. Rohit Ahuja shall also be entitled to Mediciam Policy under the group Mediciam scheme for himself and his family members and such other benefits, perquisites and allowances as may be applicable to him, as per the policies of the Company and shall not be paid any sitting fee for attending the meeting of the Board or any Committee thereof;

Resolved further that the aforesaid remuneration as approved by the Board of Directors of the Company or its duly authorized Committee shall be paid to Mr. Rohit Ahuja, as the minimum remuneration in case of loss or inadequacy of profits in any financial year;

Resolved further that the Board of Directors of the Company or a duly authorized Committee thereof be and is hereby authorized to amend, alter or modify the terms including to vary the overall remuneration, as may deem fit, payable to him as an Executive Director of the Company from time to time within the permissible limits, as specified under Section 197 read with Schedule V of the Act, as may be allowed under the applicable provisions of the Act during his tenure as an Executive Director of the Company without requiring any further approval of the shareholders;

Resolved further that the Board of Directors of the Company or a duly authorised Committee thereof be and is hereby authorised to do all such acts, deeds and things as it may think necessary or desirable to settle all question / doubts / queries / difficulties that may arise in order to give effect to the above resolution, at any stage without being required to seek any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to seek such approval/consent from the Government or any other concerned authority, in connection with the appointment of Mr. Rohit Ahuja as an Executive Director and/ or for making payment of remuneration, as may be required under the applicable law from time to time."

By Order of the Board

For **DiGiSPICE Technologies Limited**

Ruchi Mehta

Place: Noida
Date: 30th August, 2022

Vice President - Legal, Corporate
Affairs and Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its circular no. 02/2022 dated 5th May, 2022 read together with circular no. 20/2020 dated 5th May, 2020, circular no. 17/2020 dated 13rd April, 2020, circular no. 14/2020 dated 8th April, 2020 ('MCA Circulars') and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ('SEBI Circulars') (MCA Circulars and SEBI Circulars collectively referred as 'Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue and SEBI Circular has also provided relaxation upto 31st December, 2022, from requirements of sending hard copy of annual report, containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ('the Act'). In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for this AGM shall be the Registered Office of the Company.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this Notice.
3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and relevant provisions of the Act / Circulars issued thereunder are also annexed.
4. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the "Annexure-I" to the Notice.
5. Mr. Devesh Kumar Vasisht (COP No. 13700), failing him, Mr. Vijay K. Singhal (COP No. 10385), Partners of M/s. Sanjay Grover & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
6. The members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. 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 and Certificate by the Secretarial Auditors of the Company regarding ESOP Scheme as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available

for inspection electronically by the members at the AGM upon log in to NSDL e-voting system.

8. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive) for the purpose of AGM.
9. The Securities and Exchange Board of India ('SEBI') vide its circular No. 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, shareholders of the Company holding securities in physical form are requested to quote their Ledger Folio Number in all their correspondence and 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 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 mentioned in the SEBI KYC Circulars from the website of the Company or RTA website i.e. www.masserv.com, as made available.

Members holding shares in dematerialized mode are requested to intimate the aforesaid changes directly to their Depository Participant.

Pursuant to Regulation 40 of the Listing Regulations, as amended, securities of the listed companies can

only be transferred in dematerialized form and in case of transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form.

In view of the aforesaid, all the shareholders holding shares in physical form are advised to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice in order to continue the benefit of liquidity of their shareholding.

Further, SEBI vide circular no. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has mandated the listed Companies to issue securities in dematerialized form only while processing the following requests:

- a. Issue of duplicate share certificate;
- b. Claim from unclaimed suspense account;
- c. Renewal/exchange of securities certificate;
- d. Endorsement;
- e. Sub-division / splitting of securities certificate;
- f. Consolidation of securities certificates/folios;
- g. Transmission;
- h. Transposition.

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of the Company's RTA.

10. Pursuant to Sections 124 and 125 of the Act, the dividend amount which remains unpaid/unclaimed for a period of seven years from the date of transfer to unpaid dividend accounts of the Company, is required to be transferred to the Investor Education and Protection Fund ('IEPF') of the Central Government. Accordingly, unpaid or unclaimed amount in respect of dividend till the Financial Year 2013-14 have been transferred to IEPF.

Members who have not encashed their dividend warrants are, therefore, requested to contact the Company's RTA, M/s. MAS Services Limited, for the dividend declared for the financial year 2018-19 and still remained unpaid / unclaimed and lying in the Company's unpaid dividend account. Kindly note that after transfer of the said amount to IEPF, the concerned members can claim the same only from IEPF Authority by making an application in the prescribed form and the manner. The details of unclaimed dividends lying with the Company has been uploaded on the website of the Company viz. www.digispice.com.

11. Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Company Secretary of the Company atleast 5 days in advance of the AGM so that the information called for can be made available at the Meeting.
12. All documents, including those required to be kept for inspection, referred to in the accompanying Notice are available for electronic inspection up to the date of the

AGM. Members seeking to inspect such documents can send an email to investors@digispice.com.

13. In compliance with Circulars issued by MCA and SEBI, the Company has mailed Annual Report for FY 2021-22, containing the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Board's Report, Auditors' Reports etc. and Notice of the AGM of the Company through electronic mode to only those Members whose email IDs are registered with the Company/ Depository Participant. Members may note that Notice of the AGM and the Annual Report for FY 2021-22 will also be made available on the Company's website at www.digispice.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com. The Company will not dispatch physical copy of Annual Report and Notice of AGM to any Member.

Members are requested to update their e-mail ID with their Depository Participants in case the shares are held in demat mode and to the RTA of the Company or the Company in case the shares are held in physical mode to ensure that the documents reach to them on their preferred email address. Even after registering their e-mail addresses, members are entitled to receive the Notice of AGM and Annual Report in physical mode upon making a request for the same to the Company.

14. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence, members are requested to update the mobile no./email ID with their respective Depository Participants.
15. Since the AGM is being conducted through VC/OAVM, the Route map of the 34th AGM is not required.
16. Voting through electronic means:
 - a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote electronic voting facility to its members for transacting all the businesses as stated in this Notice through e-voting services being provided by National Securities Depository Limited ('NSDL'). The member may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - b. Pursuant to the relevant Circulars issued by MCA, the facility for voting through e-voting facility will also be available at the AGM for those members who have not cast their vote through remote e-voting before the AGM and who are not otherwise debarred from doing so.

- c. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- d. The remote e-voting period commences on **26th September, 2022 at 9:00 A.M. and ends on 28th September, 2022 at 5:00 P.M.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **22nd September, 2022** may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- e. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **22nd September, 2022**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories/ Depository Participants as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

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 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.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 get open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> 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/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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 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 022- 23058738 or 022-23058542-43

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?

- 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, 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.

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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.
 9. After you click on the "Login" button, Home page of e-Voting will open.
 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. Body Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives for the purpose of voting through remote e-voting and participation in the AGM through VC/OAVM and cast their votes through e-voting during the AGM. Such Shareholder (i.e. other than individuals, HUF, NRI etc.) is 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. They 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 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 to Mr. Amit Vishal, Assistant Vice President, NSDL at amitv@nsdl.co.in or Pallavi Mhatre, Manager NSDL at pallavid@nsdl.co.in or at evoting@nsdl.co.in

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.
1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or investors@digispice.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary

ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@masserv.com or investors@digispice.com. If you are an Individual shareholders 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 shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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 casted 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that 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.

5. Shareholders who would like to express their views/ have questions at the AGM. The members may register themselves atleast five (5) days in advance as a speaker by sending their request along with questions from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, mobile number at investors@digispice.com.
6. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.
7. Members who would like to express their views/have questions but do not want to attend the meeting may send their questions in advance mentioning their name, demat account number/Folio Number, email id, mobile number at investors@digispice.com. The same will be replied by the Company suitably.
8. Members can login and join the AGM 15 (fifteen) minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

Other Instructions for shareholders

1. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. 22nd September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the company at investors@digispice.com or MAS Services Limited, RTA at investor@masserv.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders 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. 22nd September, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system.

Any member who has received the Notice of AGM but ceased to be a member as on cut-off date i.e. 22nd September, 2022 should treat this Notice for information purpose only.

In case of any grievance connected with voting by electronic means, you may contact Mr. Amit Vishal, Assistant Vice President, NSDL through e-mail at evoting@nsdl.co.in or amitv@nsdl.co.in or on toll free No.: 1800 1020 990 and 1800 22 44 30 or Mr. Sharwan Mangla, General Manager, MAS Services Limited, RTA at investor@masserv.com or on Telephone No.: 011 – 26387281.

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 i.e. 22nd September, 2022 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "E-voting" facility of NSDL for all those members who are attending the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall make, within 2 working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against whether through remote e-voting or through e-voting during AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. Subject to receipt of requisite number of votes, the Resolution(s) shall be deemed to be passed on the date of AGM i.e. 29th September, 2022.
6. 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 immediately after the declaration of result and communicate to the BSE Limited and National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No(s). 3 & 4

Mr. Rohit Ahuja (DIN: 00065417) was appointed as Executive Director of the Company by the Board of Directors, in their meeting held on 4th May, 2020 for a period of three years effective from 5th May, 2020. The appointment was subsequently approved by the shareholders of the Company at 32nd Annual General Meeting ('AGM') of the Company held on 15th December, 2020.

Considering the contribution of Mr. Rohit Ahuja and in line with the industry standards, pursuant to provisions of Sections 196, 197, 198 and all other relevant provisions, if any of the Companies Act, 2013 ('the Act') readwith Schedule V of the Act and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had approved:

1. the revision in remuneration of Mr. Ahuja from 1st April, 2022 till remaining tenor of his current term, i.e. 4th May, 2023, at its meeting held on 25th May, 2022, as stated in the Resolution no. 3 to the Notice; and
2. the reappointment of Mr. Ahuja as an Executive Director of the Company for another term of three years from 5th May, 2023 to 4th May, 2026 (both days inclusive), at its meeting held on 10th August, 2022, at remuneration and other terms as stated in Resolution no. 4 to the Notice.

Pursuant to proviso to Section 196(2) of the Act, no re-appointment of Managing Director, Whole-time Director or Manager shall be made earlier than one year before the expiry of his term and in accordance with Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company shall ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at next AGM or within a time period of three months from date of the appointment, (whichever is earlier). The current proposal as per Resolution no. 4 is in compliance with the above.

Pursuant to Section 197 and other applicable provisions of the Act readwith Schedule V of the Act, remuneration by way of salary, perquisites, and allowances as set out in the Resolution no(s). 3 & 4 respectively, be paid as minimum remuneration to Mr. Rohit Ahuja, as permissible in Schedule V of the Act, notwithstanding that in any financial year during his tenure as Executive Director, the Company may not make profits or profits are inadequate.

Mr. Rohit Ahuja satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for the re-appointment. Mr. Rohit Ahuja has given his consent for the re-appointment as an Executive Director of the Company and has confirmed that he is not disqualified from being appointed as an Executive Director under Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Rohit Ahuja under Section 190 of the Act.

Details of Mr. Rohit Ahuja, pursuant to provisions of (i) Regulation 36 of the Listing Regulations and; (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure-I" hereto.

In the opinion of the Board, Mr. Rohit Ahuja fulfills the conditions specified in the Act, Schedule V of the Act and relevant Rules made thereunder for appointment as an Executive Director of the Company. The Board is of the view that his qualifications, experience and expertise would help the Company to achieve new heights. It would be in the best interest of the Company, if he is re-appointed as an Executive Director of the Company.

A copy of the letter of appointment of Mr. Rohit Ahuja setting out the terms and conditions of his appointment would be available for inspection by the members, without any fee, at the Registered Office of the Company on all working days, except Saturdays, Sundays and holidays, during business hours.

The Board recommends Resolution no. 3 for increase in remuneration of Mr. Rohit Ahuja and Resolution no. 4 for his re-appointment, as an Executive Director of the Company for a period of three years with effect from 5th May, 2023, by passing of the said resolution(s) by means of Special Resolution(s).

No Director (other than Mr. Rohit Ahuja, himself) and Key Managerial Personnel and their relatives, is in any way concerned or interested in this resolution.

The information as required pursuant to Section II, Part II of Schedule V of the Act for Resolution no(s). 3 & 4 collectively, are contained in the statement annexed as Annexure – II hereto.

"Annexure-I"

The information as required under Regulation 36 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 given hereunder:

Name of the Director	Mr. Rohit Ahuja
DIN	00065417
Date of Birth	16 th September, 1975
Date of First Appointment on the Board	05 th May, 2020
No. of shares held as on 31 st March, 2022	Nil
Qualifications	Bachelor of Science in Accounting and Finance from USA.
Experience and expertise in specific Functional Area	A brief resume and nature of expertise in specific functional areas of Mr. Rohit Ahuja is given in the Board of Directors profile forms part of the Annual Report.
Terms and Conditions of his re-appointment	Re-appointment as an Executive Director of the Company for a period of three years with effect from 5 th May, 2023 and liable to retire by rotation.
Detail of Remuneration sought to be paid and the remuneration last drawn	As part of Resolution number no(s). 3&4 and explanatory statement(s) forms part of this Notice.
No. of Board Meetings attended during the year ended 31 st March, 2022	Seven (7) Board Meetings attended during the year ended 31 st March, 2022, out of Eight (8) Board Meetings held during the said period.
List of Directorship in Companies (Other than DiGiSPICE Technologies Limited)	Nil
Chairman / Member of the Committees of the Board of Directors of Companies (Other than DiGiSPICE Technologies Limited) on which he is a Director	Nil
Name of the listed entities from which he has resigned in the past three years	Nil

Disclosure of relationships between directors inter-se:

None of the directors has any relationship with other directors and Key Managerial Personnel of the Company.

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

Ruchi Mehta

Vice President - Legal, Corporate
Affairs and Company Secretary

Place: Noida
Date: 30th August, 2022

Statement containing the information as required in Part II of Schedule V of the Companies Act, 2013 (for Item Nos. 3 & 4)

I. General information:

1. Nature of industry

The Company is primarily engaged into the Information and Communication Technology business providing Technology solutions and communication platform to telecom operators and enterprises.

2. Date or expected date of commencement of commercial production

The Company is an existing Company and has already commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

Particulars	(Amt. in ₹ Lakhs)		
	2021-22	2020-21	2019-20
Total Income	12,060.02	13,039.45	13,197.18
Profit/(Loss) before exceptional item and Tax	(316.38)	(233.18)	(1,276.24)
Exceptional items	0	(49.88)	(6,786.69)
(Tax Expense)/Deferred tax credit	68.64	119.60	(184.01)
Profit/(Loss) after Tax	(385.02)	(402.66)	(7,878.92)

5. Foreign investments or collaborations, if any.

The Company has made foreign investment, the details of which are available in Board's Report and Financial Statements.

II. Information about the appointee(s):

Particulars	Mr. Rohit Ahuja
1. Background details	A brief resume and nature of expertise in specific functional areas of Mr. Rohit Ahuja is given in the Board of Directors profile forms part of the Annual Report.
2. Past remuneration	FY 2021-22 - ₹ 81,09,375/-
3. Recognition or awards	Mr. Rohit Ahuja has also served as a Managing Director of Non-Banking Finance Company, Trozen Finance & Securities Pvt. Ltd., which specialize in real estate finance & investments. He had been a Founder & CEO of a IATA accredited Travel and Tourism Company, Odyssey World, which became the leading hospitality company in India serving Government Officials and Diplomats. He was also the Founder and Managing Director of Super Speciality Medical Centre, Empathy MedCare Pvt. Ltd., which had OPD, IPD by full time doctors from FORTIS Healthcare and Pathology Lab by Dr. Lal Path Labs, providing full medical treatment.
4. Job profile and his suitability	Mr. Rohit Ahuja, as Executive Director of DiGiSPICE Technologies Limited, is leading business operations of the Company and its subsidiaries, which include Telco and Enterprise business. He is also actively involved in looking at value prepositions and instrumental in defining strategy, growth and operational plans for strategic projects across the group.
5. Remuneration proposed	The details of the proposed remuneration to Mr. Rohit Ahuja have been given in the Resolution(s).

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company and experience and knowledge of Mr. Rohit Ahuja and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.

Besides the remuneration proposed, Mr. Rohit Ahuja does not have any other pecuniary relationship with the managerial personnel or any Director of the Company.

III. Other information:

1. Reasons of loss or inadequate profits

The reasons for inadequacy of profits in the financial year 2021-22 is summarized as under:

- Decline in traditional VAS Revenue and increase in resource cost due to shift towards digital business across geographies and change in product portfolio.
- Bad debts written off, net off provisions of doubtful receivables and loans amounting to ₹ 246 Lakhs and net loss on discard of old assets amounting to ₹ 39 Lakhs.

2. Steps taken or proposed to be taken for improvement

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the profitability present

situation. The Company is moving towards the below technologies which would lead in increase in sales and margins:

- Platform play across telcos and enterprises;
- Digital Value added Services;
- Communication Platform as a Service;
- Content monetization.

3. Expected increase in productivity and profits in measurable terms

With the initiative mentioned in Point (2) above, the profits and margins may show a decline in short term, however, the positive impact on sales, productivity and profitability shall be visible in medium term.