DiGiSPICE

TRANSCRIPT OF THE MEETING OF THE EQUITY SHAREHOLDERS OF DIGISPICE TECHNOLOGIES LIMITED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL (PRINCIPAL BENCH, NEW DELHI) HELD ON MONDAY, 13th DAY OF JULY, 2026 AT 11:00 A.M. THROUGH VIDEO CONFERENCING ('VC') OR OTHER AUDIO-VISUAL MEANS ('OAVM')

Mr. Pankaj Arora *(Company Secretary and Compliance Officer)*	Good morning, everyone. I am Pankaj Arora, Company Secretary & Compliance Officer of your Company. I welcome you all on behalf of the Company to this meeting convened pursuant to the order dated April 22, 2026 passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi. NCLT has appointed Mr. Ashutosh Gupta, Advocate, as Chairman and Mr. Suman Kumar Jha, Advocate, as alternate Chairman, of this Meeting. I now request Mr. Ashutosh Gupta to commence the proceedings of the meeting.
Mr. Ashutosh Gupta *(NCLT appointed chairperson)*	Good morning, everyone. I am pleased to welcome you all to the meeting of the Equity Shareholders of DiGiSPICE Technologies Limited convened pursuant to the order of the Hon'ble National Company Law Tribunal dated 22nd April 2026. The agenda is to consider and if thought fit, to pass, the resolution provided in the Notice calling this meeting to approve the merger embodied in the Scheme of Amalgamation by way of Merger between the three (3) Transferor Companies i.e., Spice Money Limited, E-Arth Travel Solutions Private Limited, Vikasni Fintech Private Limited with the Transferee Company i.e., DiGiSPICE Technologies Limited and their respective shareholders and creditors. This meeting has been convened through video conferencing, in accordance with the directions of the Hon'ble Tribunal. I've been told this video conference is also being recorded as per the requirement under the law. Members who need any assistance during the meeting with regard to the use of technology or otherwise can contact the helpline member already mentioned in the notice of the meeting. As we go, the quorum of this meeting is present. One sixty nine members are present and 80% in value are present as per the order of hon'ble Tribunal. The quorum being present, I call the meeting to order. Now the directors and other participants whose names are announced to kindly acknowledge their presence by raising or waving their hand or by greeting with a Hello gesture. Mr. Dilip Modi Ji, Mr. Mrutyunjay Mahapatra Ji.
Mr. Mrutyunjay Mahapatra *(Independent Director)*	My name is Mrutyunjay Mahapatra, good morning to all of you members. I am joining this meeting from Mumbai and I chair your Audit Committee of Board and once again I welcome all of you. Thank You.
Mr. Ashutosh Gupta *(NCLT appointed chairperson)*	Mr. Ram Nirankar Rastogi Ji.
Mr. Ram Nirankar Rastogi *(Independent Director)*	Good Morning everybody, I am Ram Rastogi attending by my residence in Mumbai. Thank You very much.
Mr. Ashutosh Gupta	Thank you sir. Mr Sanjeev Kumar, CFO of the Company.

(NCLT appointed chairperson)	
MAS Host	Sir aap mute pe hai. Sanjeev sir aap mute pe hai.
Mr. Sanjeev Kumar	Good Morning, I am Sanjeev Kumar. I am Chief Financial Officer of the Company. I am attending this meeting from Mohali. Thank you.
Mr. Ashutosh Gupta *(NCLT appointed chairperson)*	Mr. Sunil Kapoor Ji, Whole time Director.
Mr. Sunil Kapoor	Good Morning everyone, I am Sunil Kapoor. I am Whole time director and CFO of Spice Money limited and I am attending this meeting from our office in Noida. Thank You.
Mr. Ashutosh Gupta *(NCLT appointed chairperson)*	I wish to inform that all the Directors, except Mr. Ramesh Vankatraman, Ms. Veena Vikas Mankar and Mr. Pankaj Vaish are present at the meeting. They could not attend the meeting due to personal reasons. I would like to inform the members that the Tribunal has appointed Mr. Suman Kumar Jha as an Alternate Chairperson and Mrs. Aditi Agarwal, as the scrutinizer of this meeting. I welcome both of them. Additionally, I would like to welcome the authorized representatives from our statutory auditors as well as from our Secretarial Auditors. Furthermore, we have representatives joining us from Deloitte, who are Advisors for the Scheme A warm welcome to all of you. Since this meeting is conducted through audio visual means, the appointment of proxy and other related compliances are not applicable, and hence the proxy register is not available for inspection. I now request Ms. Pankaj Arora ji to brief you on the e-voting process and close the meeting.
Mr. Pankaj Arora *(Company Secretary and Compliance Officer)*	Thank You Chairman sir, There is one resolution proposed to be passed in this meeting and the same forms part of the notice of the meeting. The detailed explanatory statement setting out material information with respect to the resolution including the rationale for the scheme of arrangement forms part of the notice of the meeting. The Company has provided the remote e-voting facility to its equity shareholders, which also consists of the Public Shareholders, to enable them to cast their votes electronically. The remote e-voting facility began on Thursday, July 9, 2026 at 09:00 a.m. and ended on Sunday, July 12, 2026 at 05:00 p.m. Those members, who have not cast their vote through remote e-voting, are requested to cast their vote during the Meeting using the e-voting website or mobile application of NSDL. The instructions for remote e-voting and e-voting forms part of the Notice, shareholders may refer the same. All the members who have joined this meeting are placed on mute mode by default to ensure smooth functioning and transmission of the meeting's proceedings.

	The meeting will conclude with the closure of e-voting window for the proposed resolution. The Scrutinizer shall after the conclusion of e-voting at the Meeting, first download the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against or invalid votes, if any, whether the resolution has been carried or not, and submit her combined report to the Chairperson of the Meeting. The scrutinizer will also submit report with regard to the result of the remote e-voting and e-voting during the Meeting in respect of the Public Shareholders. The combined results of remote e-voting and e-voting at the meeting will be announced and made available on the website of the Company and Stock Exchange – BSE and NSE and on the website of NSDL. The documents mentioned in the notice have been made available for inspection by the members. With your permission**,** I take the notice of this meeting along with the explanatory statement, the scheme of arrangement and the other documents as read. Key features of the scheme are basically the Fintech business is being carried on by Spice Money Limited, a material subsidiary of your Company, under the brand name 'Spice Money. upon the Scheme becoming Effective, your Company will directly carry out the Fintech Business. The Scheme will enhance the value for shareholders of your Company by linking their stake directly to Fintech Business. Key Extract of the Scheme has also been provided in the Explanatory Statement of the notice of this meeting. Now, Chairman Sir, shall we open the floor for questions?
Mr. Ashutosh Gupta *(NCLT appointed chairperson)*	Yes please.
Mr. Pankaj Arora (*Company Secretary and Compliance Officer*)	Thank you. I would like to request Mr. Sharwan Mangla, moderator from Mas Services Limited, RTA, to please unmute the speaker shareholders as I call out their names. Dear Shareholders, please note that the proceedings of this meeting are being recorded. Accordingly, Shareholders expressing their views, are requested to kindly refrain from disclosing any sensitive personal information whether pertaining to yourself or others and that is not relevant to the business of this meeting. After listening to the views and queries of all the speaker shareholders, the Management will reply collectively. I will now call our first speaker shareholder Mr. Gagan Kumar
MAS Host	Mr. Gagan, please unmute yourself.
Mr. Gagan Kumar	Yeah, good morning Chairperson appointed by the hon'ble NCLT and other dignitaries on the dice, myself Gagan Kumar, I am joining this meeting from Delhi. First of all, I would like to mention that I had

	requested for the hard copy of the scheme and I received it well in time and now my one or two general queries are that what are the, what are the timeline we expect to completion of this scheme and what other further regulatory approval required for the same. These only two queries are mine and thank you so much for this opportunity.
Mr. Pankaj Arora (*Company Secretary and Compliance Officer)*	Next speaker Mr. Subhash Chander Wadhwa
MAS Host	Mr. Wadhwa, please unmute yourself.
Mr. Subhash Chander Wadhwa	Hello, I am audible?
Mr. Pankaj Arora *(Company Secretary and Compliance Officer*)	Yes
Mr. Subhash Chander Wadhwa	Respected chairman and board of directors. Good morning. My name is Subash Wadhwa and I have joined from New Delhi. Our secretarial department in doing great job and I am happy that we get response from them quickly. Thanks for confirming my name as speaker. I support all the resolution of the company. I have one question sir. What is the impact of the merger of three companies with this DiGiSPICE Technologies? Thanks.
Mr. Pankaj Arora *(Company Secretary and Compliance Officer)*	Thank You sir, next speaker is Miss Urmila Jain
Miss Urmila Jain	Hello, hello, sir meri awaz aa rahi hai?
Mas Host	Hanji madam, aa rahi hai.
Miss Urmila Jain	Chairman sir, namashkar aur sabhi ko mera namashkar, mai Urmila Jain dilli se, sir mai aaj sabhi resolution ka tahe dil se samarthan karti hu, sir jo decision humari company ne liya hai merger ka, vo bhut aacha hai, isse humari company ko ek mazbuti bhi milegi, sir, merger hone ke baad, humari company ka kiya future plan rahega, thoda sa iske baare me bataye, or jo merger ke baad shareholdero kokiya kiya faida milega, thoda iske baare me bhi sankshipt me bataye, mai secretarial department ka dhanyavaad karana chati hu jinhone mujhe VC ke madhyam se bolne ka avsar pradaan kia, dhanyavaad sir, thank you sir.
Mr. Pankaj Arora *(Company Secretary and Compliance Officer)*	Thank you. Next speaker is Mr. Rishabh Jain
Mas Host	Sir Rishab Jain is not available in the meeting.
Mr. Pankaj Arora *(Company Secretary and Compliance Officer)*	Thank you Mangla Ji. With this there are no other speaker shareholders. Thank you very much Mr. Moderator and all speaker shareholders who have joined and spoken. I now hand over the proceedings back to the Chairman.
Mr. Ashutosh Gupta *(NCLT appointed chairperson)*	I would like to thank the shareholders all for their participations. I now request Mr. Dilip Modi Ji and Mr. Sunil Kapoor Ji to respond to the shareholders' queries of Mr. Gagan Kumar, Subhash Chander [voice unclear] about the impact of the merger of the three companies with digi spice
Mr. Dilip Modi *(Director)*	Thank you Mr. Chairman. Thank you hon'ble shareholders for participating in this meeting. I have with me sunil who is the Whole time

	Director. I will ask Sunil to Gagan Ji's first question and then I will pick up the other two.
Mr. Sunil Kapoor	Gagan Ji aapne poocha hai ke timelines kiya hai merger ke completion ki. So, hume umeed hai ke by the 31st March this financial year ke end tak yeh merger complete ho jayega or iske alawa regulatory approvals ke baare me aapne poocha hai other than this, after this meeting, shareholders meeting, approval of NCLT will be required for second motion petition and after that it will be filed to the ROC for the final merger.
Mr. Dilip Modi *(Director)*	Thank you Sunil. Subhash Ji [voice unclear] the impact of the merger of three companies with digispice, do you know of these three companies, the main material subsidiary is our fintech business spice money. The other two Companies E-arth and Vikasni effectively have no business with them. So it's effectively the impact is of spice money merging into digi spice and the impact of this is that now the main FinTech business of the company which is sitting in the material subsidiary will, post this merger be conducted directly in the holding in the listed company itself. So now the listed company will become a fintech company under the brand Spice Money. This will significantly, you know, lead to rationalization, simplification of structure because it will reduce the number of legal entities and integration of your company and its subsidiaries will reduce duplication, improve operational efficiency. Merging these companies will also optimize resources such as management cost Infrastructure and technology leading to cost savings and enhanced productivity. Urmila Ji aapne baat ki about the future plan of the Company post the merger, to mai aapko bata du, you know, we have significant plans going forward as we know that today India is the third largest fintech ecosystem in the world, and your company, you know, and with its material subsidiary Spice money is one of the largest rural fintechs. So we work across two hundred and fifty thousand villages with one point seven million BC agents who are serving over a hundred million customers. You know, so this business is of significant size and our plan is to use this network to drive financial inclusion, be it former loans, former insurance, former saving products across the road in India. So we are committed to digital financial inclusion and with this merger, we are looking forward to Spice Money becoming a significant player in driving digital financial inclusion as a directly listed company on the stock exchange. So I look forward to you know the future of this company, you know, becoming a very responsible financial institution and looking forward to the support of the all the shareholders. Thank you Chairman sir.
Mr. Ashutosh Gupta *(NCLT appointed chairperson)*	So dear shareholders as informed earlier, the process of e voting shall continue for next fifteen minutes for only those members who have yet not casted their votes and they are present in the meeting. I now hand over the v-voting process to the learned scrutinizer, the E-voting facility will be open at the NSDL portal website for next fifteen minutes to enable the shareholders to cast their vote. With this I declare the proceeding of this meeting as concluded. I would like to place on record the appreciation to Mr. Sharwan Mangla from NSDL and MAS service Limited RTA for the support extended by them in smoothly connectivity meeting. I would further like to thank our esteemed board, Mr. Suman Kumar Jha, Mrs. Preeti Agarwal, Mr. Suhas Puthige, Mr. Pankaj Arora along with his entire team for their participation and for their hard work to make this event successful one. Thank you very much.

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