DRAFT

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

Refer instruction kit for filing the form

All fields marked in * are mandatory

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): L72900DL1986PLC330369

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2026

(c) *Type of Annual filing: Original

(d) SRN of MGT-7 filed earlier for the same financial years:

iii.

Particulars	As on filing date	As on the financial year end date
Name of the company	DIGISPICE TECHNOLOGIES LIMITED	DIGISPICE TECHNOLOGIES LIMITED
Registered office address	JA-122, 1st Floor, DLF Tower - A Jasola,Jamia Nagar,New Delhi,South Delhi,Delhi,India,110025	JA-122, 1st Floor, DLF Tower - A Jasola,Jamia Nagar,New Delhi,South Delhi,Delhi,India,110025
Latitude details (as on filing date)	28.538427	28.538427
Longitude details (as on filing date)	77.289517	77.289517

(b) *Permanent Account Number (PAN) of the company: AABCM5619D

(c) *e-mail ID of the company: *****ianceofficer@digispice.com

(d) *Telephone number with STD code: 911141251965

(e) Website: www.digispice.com

iv *Date of Incorporation (DD/MM/YYYY): 23/12/1986

v (a) *Class of Company (as on the financial year end date): Public company
(Private company/Public company/One Person Company)

(b) *Category of the Company (as on the financial year end date): Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date): Non-government company
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date): Yes

vii (a) Whether shares listed on recognized Stock Exchange(s): Yes

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
3		#N/A
4		#N/A

viii Number of Registrar and Transfer Agent: 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74899DL1973PLC006950	MAS SERVICES LTD	T-34, 2nd Floor, Okhla Industrial Area, Phase-II Ne	INR000000049

ix *(a) Whether Annual General Meeting (AGM) held: No

(b) If yes, date of AGM (DD/MM/YYYY):

(c) Due date of AGM (DD/MM/YYYY): 30/09/2026

(d) Whether any extension for AGM granted: No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension:

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY):

(g) Specify the reasons for not holding the same

The AGM Shall be held on or before 30-09-2026

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 0

S. No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1		#N/A		#N/A	
2		#N/A		#N/A	
3		#N/A		#N/A	
4		#N/A		#N/A	
5		#N/A		#N/A	
6		#N/A		#N/A	
7		#N/A		#N/A	
8		#N/A		#N/A	
9		#N/A		#N/A	
10		#N/A		#N/A	
11		#N/A		#N/A	
12		#N/A		#N/A	
13		#N/A		#N/A	
14		#N/A		#N/A	
15		#N/A		#N/A	

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 19

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/ Associate/Joint Venture	% of shares held

1	U74999DL2012PTC229915		SPICE CONNECT PRIVATE LIMITED	Holding	72.53
2	U64199DL2000PLC104989		SPICE MONEY LIMITED	Subsidiary	96.83
3		207033/075/076	Digispice Nepal Private Limited	Subsidiary	100
4	U51311DL2004PTC127784		KIMAAN EXPORTS PRIVATE LIMITED	Subsidiary	100
5		C-105473/12	Spice Digital Bangladesh Limited	Subsidiary	100
6		200803978D	S Global Services Pte. Ltd.	Subsidiary	100
7		745910	PT Spice Digital Indonesia Limited	Subsidiary	100
8		201704440D	Omnia Pte. Ltd.	Subsidiary	100
9		1605	Spice Digital FZCO	Subsidiary	100
10		200920043K	Spice VAS (Africa) Pte. Limited	Subsidiary	100
11		C. 104223	Spice VAS Kenya Limited	Subsidiary	100
12		RC873195	Digispice Nigeria Limited	Subsidiary	100
13		124991	Digispice Uganda Limited	Subsidiary	75
14		CS127682017	Digispice Ghana LTD	Subsidiary	100
15		95239	Digispice Zambia Limited	Subsidiary	100
16		71266	Digispice Tanzania Limited	Subsidiary	100
17		C-140441/2017	Fast Track IT Solutions Limited	Subsidiary	100
18	U63000DL2020PTC364122		E-ARTH TRAVEL SOLUTIONS PRIVATE LIMITED	Subsidiary	66.7
19	U72900DL2021PTC389276		VIKASNI FINTECH PRIVATE LIMITED	Subsidiary	51
20	U80221DL2011PTC216991		SUNSTONE LEARNING PRIVATE LIMITED	Associate	41.6
21	U74999DL2013PTC260423		CREATIVE FUNCTIONAPPS LAB PRIVATE LIMITED	Associate	26

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	413500000	234471106	234471106	234471106
Total amount of equity shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes: 1

Class of shares	Authorized Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	413500000	234471106	234471106	234471106
Nominal value per share (in rupees)	3	3	3	3
Total amount of equity shares (in rupees)	0.00	0.00	0.00	0.00

(b) Preference share capital

Number of classes: 0

(c) Unclassified share capital

Particulars	Authorized Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	907200.00	232715906.00	233623106.00	700869318.00	700869318.00	
Increase during the year	0.00	868010.00	868010.00	2544000.00	2544000.00	8692000.00
i Public Issues			0.00			
ii Rights issue			0.00			
iii Bonus issue			0.00			
iv Private Placement/ Preferential allotment			0.00			
v ESOPs	0	848000	848000.00	2544000	2544000	8692000
vi Sweat equity shares allotted			0.00			
vii Conversion of Preference share			0.00			
viii Conversion of Debentures			0.00			
ix GDRs/ADRs			0.00			
x Others, specify	0	20010	20010.00			
Conversion of physical shares into Demat						
Decrease during the year	20010.00	0.00	20010.00	0.00	0.00	0.00
i Buy-back of shares			0.00			
ii Shares forfeited			0.00			
iii Reduction of share capital			0.00			
iv Others, specify	20010	0	20010.00			
Conversion of physical shares into Demat						
At the end of the year	887190.00	233583916.00	234471106.00	703413318.00	703413318.00	
(ii) Preference shares						
At the beginning of the year			0.00			
Increase during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Issues of shares			0.00			
ii Re-issue of forfeited shares			0.00			
iii Others, specify			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Redemption of shares			0.00			
ii Shares forfeited			0.00			
iii Reduction of share capital			0.00			
iv Others, specify			0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company: INE927C01020

ii Details of stock split/consolidation during the year (for each class of shares): 0

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

No

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes 0

(b) Partly convertible debentures

*Number of classes 0

(c) Fully convertible debentures

*Number of classes 0

v Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	0.00		0.00		0.00

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover 0

ii * Net worth of the Company 1602860000

VI SHARE HOLDING PATTERN

A Promoters

S.No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1012545	0.43		0.00
	(ii) Non-resident Indian (NRI)		0.00		0.00
	(iii) Foreign national (other than NRI)		0.00		0.00
2	Government				
	(i) Central Government		0.00		0.00
	(ii) State Government		0.00		0.00
	(iii) Government companies		0.00		0.00
3	Insurance companies		0.00		0.00
4	Banks		0.00		0.00
5	Financial institutions		0.00		0.00
6	Foreign institutional investors		0.00		0.00
7	Mutual funds		0.00		0.00
8	Venture capital		0.00		0.00
9	Body corporate(not mentioned above)	169447570	72.27		0.00
10	Others NA	0	0.00		0.00
	Total	170460115.00	72.70	0.00	0.00

Total number of shareholders (promoters) 4

B Public/Other than promoters

S.No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	30966798	13.21		0.00
	(ii) Non-resident Indian (NRI)	1084503	0.46		0.00
	(iii) Foreign national (other than NRI)		0.00		0.00
2	Government				
	(i) Central Government		0.00		0.00
	(ii) State Government		0.00		0.00
	(iii) Government companies		0.00		0.00
3	Insurance companies		0.00		0.00
4	Banks	1070	0.00		0.00
5	Financial institutions		0.00		0.00
6	Foreign institutional investors	2937	0.00		0.00
7	Mutual funds		0.00		0.00
8	Venture capital		0.00		0.00
9	Body corporate(not mentioned above)	4930243	2.10		0.00
10	Others IEPF, trust	27025440	11.53		0.00
	Total	64010991.00	27.30	0.00	0.00

Total number of shareholders (other than promoters) 39138

Total number of shareholders (Promoters + Public/Other than promoters) 39142.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl. No	Category	
1	Individual - Female	0
2	Individual - Male	32051301
3	Individual - Transgender	0
4	Other than individuals	202419805
	Total	234471106.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company 1

Name of the FII	Address	Date of Incorporation(DD/MM/YYYY)	Country of Incorporation	Number of shares held	% of shares held
QUADRATURE TRADING VCC - SUB-F	1 MARINA BOULEVARD, 28-00, ONE	09-04-2025	Singapore	2937	0.00125

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of , Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members(Other than Promoters)	42871	39138
Debenture Holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	1	0	1	0	0.43
B Non-Promoter	1	7	1	5	0.00	0.00
i Non-Independent	1	2	1	1	0	0
ii Independent	0	5	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs						
ii Investing institutions						
iii Government						
iv Small share holders						
v Others						
Total	1	8	1	6	0.00	0.43

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 9

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYY)
DILIP KUMAR MODI	00029062	Director	1012395	
ROHIT AHUJA	00065417	Director	0	04/05/2026
RAMESH VENKATARAMAN	03545080	Director	0	
MRUTYUNJAY MAHAPATRA	03168761	Director	0	
RAM NIRANKAR RASTOGI	07063686	Director	0	
PANKAJ VAISH	00367424	Director	0	
VEENA VIKAS MANKAR	AAHPM5924A	Director	0	
PANKAJ ARORA	AKAPA6998F	Company Secretary	0	
SANJEEV KUMAR	ALHPK0343G	CFO	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year: 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RUCHI MEHTA	BBFPS2867C	Company Secretary	04/02/2026	Change in designation
PANKAJ ARORA	AKAPA6998F	Company Secretary	05/02/2026	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held: 1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29-09-2025	39142		

B BOARD MEETINGS

*Number of meetings held: 7

S.No.	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2025	9	9	100.00
2	30/05/2025	9	9	100.00
3	12/08/2025	7	7	100.00
4	01/09/2025	7	7	100.00
5	11/11/2025	7	7	100.00
6	04/02/2026	7	6	85.71
7	12/02/2026	7	6	85.71

C COMMITTEE MEETINGS

Number of meetings held: 19

		Date of meeting	Total Number of	Attendance

S.No.	Type of meeting	Date of meeting (DD/MM/YYYY)	Members as on the date of meeting	Number of members attended	% of attendance
1	Audit Committee meeting	23/05/2025	3	3	100.00
2	Audit Committee meeting	12/08/2025	3	3	100.00
3	Audit Committee meeting	01/09/2025	3	3	100.00
4	Audit Committee meeting	11/11/2025	3	3	100.00
5	Audit Committee meeting	12/02/2026	3	3	100.00
6	Nomination and Remuneration Comr	29/04/2025	3	3	100.00
7	Nomination and Remuneration Comr	22/05/2025	3	3	100.00
8	Nomination and Remuneration Comr	12/08/2025	3	3	100.00
9	Nomination and Remuneration Comr	01/09/2025	3	3	100.00
10	Nomination and Remuneration Comr	30/09/2025	3	3	100.00
11	Nomination and Remuneration Comr	29/11/2025	3	3	100.00
12	Nomination and Remuneration Comr	30/01/2026	3	3	100.00
13	Stakeholders' Relationship Committe	29/04/2025	3	2	66.67
14	Stakeholders' Relationship Committe	23/06/2025	3	3	100.00
15	Stakeholders' Relationship Committe	31/07/2025	3	2	66.67
16	Stakeholders' Relationship Committe	22/09/2025	3	3	100.00
17	Stakeholders' Relationship Committe	04/02/2026	3	3	100.00
18	Risk Management Committee meetir	13/10/2025	4	4	100.00
19	Risk Management Committee meetir	11/11/2025	4	4	100.00

D ATTENDANCE OF DIRECTORS

S.No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGMheld on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	DILIP KUMAR MODI	7	6	85.71	5	5	100.00	Yes
2	ROHIT AHUJA	7	6	85.71	5	4	80.00	Yes
3	RAMESH VENKATARAMAN	7	7	100.00	0	0	0.00	No
4	MRUTYUNJAY MAHAPATRA	7	7	100.00	7	7	100.00	Yes
5	RAM NIRANKAR RASTOGI	7	7	100.00	11	11	100.00	Yes
6	PANKAJ VAISH	7	7	100.00	19	19	100.00	No
7	VEENA VIKAS MANKAR	7	7	100.00	7	7	100.00	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Yes

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered 1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Rohit Ahuja	Whole-time director	25278400	0	0	2421600	27700000.00
2							0.00
3							0.00
4							0.00
5							0.00
6							0.00
7							0.00
8							0.00
9							0.00
10							0.00
11							0.00
12							0.00
13							0.00
14							0.00
15							0.00
	Total		25278400.00	0.00	0.00	2421600.00	27700000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered 3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sanjeev Jain	CFO	3161303	0	0	159410	3320713.00
2	Ruchi Mehta	Company Secretary	3914484	0	0	315087	4229571.00
3	Pankaj Arora	Company Secretary	1198061	0	0	35510	1233571.00
4							0.00
5							0.00
6							0.00
7							0.00
8							0.00
9							0.00
10							0.00
11							0.00
12							0.00
13							0.00
14							0.00
15							0.00
	Total		8273848.00	0.00	0.00	510007.00	8783855.00

C *Number of other directors whose remuneration details to be entered 5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mrutyunjay Mahapatra	Director	0	0	0	575000	575000.00
2	Ram Nirankar Rastogi	Director	0	0	0	675000	675000.00
3	Pankaj Vaish	Director	0	0	0	875000	875000.00
4	Veena Vikas Mankar	Director	0	0	0	575000	575000.00
5	Mayank Jain	Director	0	0	0	200000	200000.00
6							0.00
7							0.00
8							0.00
9							0.00
10							0.00
11							0.00
12							0.00
13							0.00
14							0.00
15							0.00
	Total		0.00	0.00	0.00	2900000.00	2900000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS/OFFICERS No

Number Of Penalties/Punishment imposed on company/directors/officers

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES: No

Number of compounding of offences

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Shareholder / Debenture holder details

Number of shareholder/ debenture holder: 39142

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of DIGISPICE TECHNOLOGIES LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by DSC BOX

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

(a) DIN/PAN/Membership number of Designated Person

(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated* (DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by** DSC BOX

*Designation
(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

***To be digitally signed by** DSC BOX

*Whether associate or fellow:

*Membership number

Certificate of practice number

ADDITIONAL INFORMATION / CLARIFICATIONS WITH RESPECT TO MGT-7 OF DIGISPICE TECHNOLOGIES LIMITED FOR THE YEAR ENDED 31ST MARCH 2026

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

During FY 2025-26, the company has not carried out any business operation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

(a) Particulars of Ultimate Holding Company

Modi Holdings Private Limited (formerly known as Rajarshi Modi Private Limited), the ultimate Holding Company of DiGiSPICE Technologies Limited, held 72.27% shares of the Company through Spice Connect Private Limited as at 31st March, 2026.

Since there is no option provided in E-form MGT-7 to report the name of ultimate holding company, hence, we are unable to mention the name of the ultimate holding company i.e. Modi Holdings Private Limited in E-form MGT-7.

Accordingly, number of companies for which information is to be given under the head particulars of holding, subsidiary and associate companies (including joint ventures) will be 21.

Details of the Ultimate Holding Company as on 31st March 2026, of which name could not be included in E-form MGT-7, are as follows:

Sr. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
22.	Modi Holdings Private Limited (Formerly known as Rajarshi Modi Private Limited)	U64202DL2001PTC111304	Ultimate Holding	72.27

(b) The details of % of shares held by DigiSpice Technologies Limited in its Subsidiary Companies

The percentage equity provided in the form is the equity held in the relevant subsidiary by the immediate holding company thereof. Accordingly, the data provided in form MGT 7 to be read along with notes as under:

S. No.	Name	Note	Country of Incorporation	% Equity Interest As at March 31, 2026
1	Spice Money Limited	(j)	India	98.77%
2	Kimaan Exports Private Limited	(a)	India	100.00%
3	E-Arth Travel Solutions Private Limited	(f)	India	100.00%
4	Vikasni Fintech Private Limited	(g)	India	100.00%
5	Spice Digital Bangladesh Limited		Bangladesh	100.00%
6	S Global Services Pte. Ltd (formerly known as S GIC Pte. Ltd.)		Singapore	100.00%
7	Digispice Nepal Private Limited		Nepal	100.00%
8	Fast Track IT Solutions Limited	(b)	Bangladesh	70.00%
9	PT Spice Digital Indonesia	(d)	Indonasia	100.00%
10	Omnia Pte. Ltd.	(c)	Singapore	100.00%
11	Spice VAS (Africa) Pte. Limited	(b)	Singapore	100.00%
12	Digispice Nigeria Limited	(c)	Nigeria	100.00%
13	Spice VAS Kenya Limited	(c) (h)	Kenya	100.00%
14	Digispice Uganda Limited	(c)	Uganda	75.00%
15	Digispice Ghana Limited	(c) (i)	Ghana	100.00%
16	Digispice Zambia Limited	(c)	Zambia	100.00%
17	Digispice Tanzania Limited	(c) (e)	Tanzania	100.00%
18	Spice Digital FZCO (dissolved w.e.f. April 18, 2025)	(b)	UAE	0.00%

a) Subsidiary through Spice Money Limited

b) Subsidiary through S Global Services Pte. Ltd.

c) Subsidiary through Spice VAS (Africa) Pte. Ltd.

d) Subsidiary through Omnia Pte. Ltd.

e) 0.1% an equity interest in the subsidiary company is held by a subsidiary company namely Spice VAS (Africa) Pte. Ltd. jointly with a third party.

f) Additionally an equity interest of 33.33% in E-arth Travel Solutions Private Limited is held by a subsidiary company namely Spice Money Limited.

g) Additionally an equity interest of 49% in Vikasni Fintech Private Limited is held by a subsidiary company namely Spice Money Limited.

h) An equity interest of 1% (2025: 1%) in the subsidiary company is held by a third party on behalf of a subsidiary company namely Spice VAS (Africa) Pte. Ltd.

i) In previous year, the Company has acquired 30% additional stake in Digispice Ghana Limited, an existing subsidiary of through Spice VAS (Africa) Pte. Ltd.

j) During the year, the Company had acquired an additional 1.94% stake, from a Class B shareholder of the subsidiary on April 25, 2025, for a consideration of Rs. 449.90 lakhs.

VI. SHARE HOLDING PATTERN

(B) Public/Other than promoters

Breakup of total number of shareholders (promoters + other than promoters)

The Form MGT-7 requires to fill the gender-wise classification of individual shareholders holding shares in dematerialized form, such gender-specific data was not provided to the Company by the Depository. As a result, all such individual shareholders have been categorized under "Individual Male" category in the said form.

(C) Details of Foreign Institutional Investors (FIIs) holding shares of the Company

This is to inform you that the specific details such as the date of incorporation and country of incorporation required to fill in the Form MGT-7 about the Foreign Institutional Investors (FIIs) holding shares in the Company, are not available in the BENPOS data or the Register of Members.

Solely for the purpose to facilitate the form submission process, the said information of FII as filled in the Form MGT-7 is taken from the website called 'LEILookup' (https://www.lie-lookup.com).

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

(A) MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED MEETINGS

The Company has passed some resolutions through Postal Ballot during the FY 2025-26, Since there is no option provided in Form MGT-7 to report the same, hence, we are unable to mention the same in Form MGT-7.

We are providing the information regarding the resolution passed through Postal Ballot during the FY 2025-26 as under:

Postal Ballot	Date	Total No. of Members entitled to vote.	Total No. of Members Voted	% of shareholding
Postal Ballot	11-05-2025	42861	177	72.55

(B) COMMITTEE MEETINGS

- Only those Committees established under the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are required to be included in the Form MGT-7. In addition to these, the Board of Directors has constituted three other Committees: the Investment and Finance Committee, Committee (Growth) and Committee (Structure).

- Additionally, two meetings of the Independent Directors held during the year.

For DiGiSPICE Technologies Limited

Pankaj Arora
Company Secretary & Compliance Officer
Membership No. ACS 16414
Address: UGF, 2/48, Sector 5,
Rajender Nagar, Sahibabad - 201005

Date:
Place: Noida