DiGiSPICE

DiGiSPICE Technologies Limited

Registered Office: JA-122, 1st Floor, DLF Tower A, Jasola, Jamia Nagar, New Delhi -110025
CIN: L72900DL1986PLC330369
Tel.: 011- 41251965; Email: complianceofficer@digispice.com
Website: www.digispice.com

NOTICE

Notice is hereby given that the Thirty Eighth (38th) Annual General Meeting ('AGM') of DiGiSPICE Technologies Limited (the "Company") will be held on Tuesday, the 22nd September, 2026 at 11:00 A.M. (IST) 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 Standalone Financial Statements for the financial year ended March 31, 2026 along with the Board of Directors' and Auditors' Report thereon;

   b. the Audited Consolidated Financial Statements for the financial year ended March 31, 2026 and the Auditors' Report thereon.

2. To consider and appoint a Director in place of Mr. Dilip Kumar Modi (DIN: 00029062), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and approve the appointment of Mr. Pankaj Arora (DIN: 11847526) as a Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

   "Resolved that pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Associations of the Company and applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such other regulatory approvals as may be required, the appointment of Mr. Pankaj Arora (DIN: 11847526) who was appointed as an Additional Director in the category of Executive Director to holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby approved as a Whole-time Director of the Company, liable to retire by rotation, for a period of one year with effect from August 1, 2026 subject to the terms detailed in the Explanatory Statement of this notice and onthe following remuneration:

Component	Amount per Annum (in Rs.)
Fixed Cost to Company	3,570,000
Variable Cost to Company	390,000
Total Cost to Company (CTC)	**3,960,000**

Resolved further that Mr. Pankaj Arora shall also be entitled for such other benefits 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 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 payable to him as an Executive Director of the Company from time to time within the permissible limits as may be allowed under the applicable provisions of the law during his tenure as an Executive Director of the Company without requiring any further approval of the shareholders.

Resolved further that the aforesaid remuneration or altered remuneration as may be approved by the Board of Directors of the Company or its duly authorized Committee shall be paid to Mr. Pankaj Arora, as the minimum remuneration in case of loss or inadequacy of profits .

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 any question or doubt that may arise in order to give effect to the above resolution and to seek such approval/consent from the Government of India or any other concerned authority, if required, for any purpose in connection with the appointment of Mr. Pankaj Arora as a Whole-time Director and for making payment of remuneration as may be allowed under the applicable law from time to time."

4. To consider and approve one time ex-gratia payment to Mr. Rohit Ahuja (DIN: 00065417) and in this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013, including Section 197 read with Schedule V to the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and any other applicable provision of the Act, the Articles of Associations of the Company and applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, and subject to such other regulatory approvals as may be required, the Members of the Company hereby approve and ratify the payment of a one time ex-gratia amount of INR 63.25 Lakhs (Rupees Sixty Three Lakhs Twenty Five Thousand only) towards services during his term, subject to deduction of applicable taxes, to Mr. Rohit Ahuja (DIN: 00065417), erstwhile Executive Director of the Company who had completed his second term as Executive Director on 4th May, 2026.

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 any question or doubt that may arise in order to give effect to the above resolution and in this connection all actions taken by the Board or its Committee for approving and making payment of one time ex-gratia payment to Mr. Rohit Ahuja as an Executive Director of the Company be and is hereby ratified and approved."

Resolved further that any Director or Company Secretary of the Company be and is hereby authorised to certify a copy of this resolution and furnish the same to such authorities, banks, auditors and other persons as may be required."

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

(Pankaj Arora)
Whole-time Director and
Company Secretary
Membership No. A26414

Date: August 26, 2026
Place: Noida

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 03/2025 dated 22nd September, 2025 read with Circular No. 20/2020 dated 5th May, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 14/2020 dated 8th April, 2020 ('MCA 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. Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') allows sending soft copies of full annual report to all those shareholders who has registered email address(es) with Company or any depository and a letter providing weblink, including exact path, where complete details of Annual Report is available to those shareholders whose mail is not so registered. In compliance with the provisions of the Act and Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act') relating to item no. 3 and item no. 4 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.

3. Details of Directors retiring by rotation/ seeking re-appointment and appointment at this AGM are provided in 'Annexure-I' to this Notice.

4. 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.

5. The Board of Directors of the Company appointed Mr. Kapil Dev Taneja, Company Secretary in whole-time practice (Membership No. F4019) failing him Mr. Neeraj Arora, Company Secretary in whole-time practice (Membership No. F10781), Partner(s) of M/s Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting process during AGM in a fair and transparent manner and they have communicated their willingness to be appointed.

6. In compliance with the Act and Listing Regulations, Annual Report for Financial Year 2025-26, containing the audited standalone and consolidated financial statements, cash flow statement, directors report, management discussion and analysis report and Notice of the AGM of the Company are being sent through electronic mode to those Members whose e-mail IDs are registered with the Company's Registrar and Share Transfer Agent ('RTA')/ Depository Participant ('DP') i.e. whose names appear on the Register of Members/List of Beneficial Owners as on 21st August, 2026. Members may note that Notice of the AGM and the Annual Report for F.Y. 2025-26 will also be available on (a) the Company's website at www.digispice.com; (b) 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 (c) on the website of National Securities Depository Limited at www.evoting.nsdl.com (agency providing e-Voting facility). The Company will not dispatch a physical copy of Annual Report and Notice of AGM to any Member. Further, in compliance with regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will dispatch a letters to those shareholders whose e-mail addresses are not registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories at their registered address providing the web-link and path from where the Notice and annual report of aforesaid Meeting can be accessed on the Company's website

   Members are requested to update their e-mail ID with their DP in case the equity shares are held in demat mode and with the RTA of the Company or the Company, along with duly filled in and completed Form ISR-1, in case the shares are held in physical mode to ensure that the documents reach them on their preferred email address. After registering their e-mail addresses, Members are entitled to receive the Notice of AGM. Physical Copy of the Annual Report shall be sent only to those shareholders who specifically request for the same in writing.

7. The members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Securities and Exchange Board of India ('SEBI') vide its Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026 ('SEBI Master Circular for RTA') has mandated furnishing of PAN, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers, by holders of physical securities. The members are requested to furnish their KYC details (if their KYC is still not updated) to MAS Services Limited, the RTA of the Company.

9. Pursuant to Section 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, due unpaid or unclaimed amount liable to be transferred to IEPF have already been transferred to IEPF.

   Kindly note that the Members whose unclaimed/unpaid dividend already transferred to IEPF can claim the unpaid/ unclaimed dividend from IEPF Authority by making an application in the Form and the manner as prescribed under the IEPF (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended.

10. Shareholders who have not claimed their final dividend for the F.Y. 2018-19 may contact the Company's RTA, MAS Services Limited, as these dividends are liable to be transferred to the IEPF. In accordance with Section 124(6) of the Companies Act, 2013, and applicable IEPF rules, equity shares with unclaimed dividends for seven consecutive years will also be transferred to the IEPF Authority. Individual notices have been dispatched to affected shareholders, and the full list is published at www.digispice.com. To prevent the mandatory transfer of your shares and dividends, please submit your claim on or before October 15, 2026. The specimen of said letter can be accessed at following web-link: https://investorrelations.digispice.com/articles/1189402320_STXIntimationofIEPFLetter%20(1).pdf

11. 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 during the AGM.

12. Members desiring any information with regard to Accounts/ Reports are requested to submit their queries addressed to the Company Secretary of the Company at least 5 working days in advance of the AGM so that the information called for can be made available at the Meeting.

13. All concerned documents, including those required to be kept for inspection, referred to in this 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.

14. The Company shall provide the details of the upcoming AGM requiring voting to the Depository(ies). The

depository shall send SMS/email alerts in this regard, to the demat account holders, atleast 2 days prior to the date of the commencement of e-voting. Hence, Members are requested to update the mobile no./email ID with their respective DPs.

15. Since the AGM is being conducted through VC/OAVM, no Route map is attached.

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 AGM may also attend the AGM but shall not be entitled to cast their vote again.

d. The remote e-voting period commences on **September 18, 2026 at 9:00 A.M. and ends on September 21, 2026 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 **September 15, 2026** 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, the same shall not be allowed to be changed 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. **September 15, 2026**, unless the voting right is restricted due to any statutory/regulatory provisions or contractual obligations or any order of Court/ Tribunal. 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 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 Master Circular dated July 11, 2023 as latest amended on January 30, 2026, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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 DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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.com or call at 022 - 4886 7000 or 1800 1020 990.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B. Login method for Shareholders other than individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 141390 then user ID is 141390001***.

5. Password details for Shareholders other than Individual Shareholders are given below:
   a. If you are already registered for e-Voting, then you can user you existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      - 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'.
      - 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.com 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.

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.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.com Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon 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 (https://www.evoting.nsdl.com/eVotingWeb/faqs.do)and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 1800 1020 990 or send a request to (Pallavi Mhatre, Senior Manager) at evoting@nsdl.com.

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

1. In case shares are held in physical mode, please send form ISR-1, ISR-2 along with requisite documents to RTA Mas Services Limited, T-34 2nd Floor, Okhla Industrial Area Phase-II, New Delhi 110020 and email @ investor@masserv.com for updation of their records.
2. In case shares are held in demat mode, please update your email id in your demat account and generate password as procedure in e-voting instructions.
3. Alternatively, Shareholder/Member may send a request to evoting@nsdl.com for procuring user-id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS/SHAREHOLDER 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 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 the 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 the 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 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.

6. Members may register themselves by September 15, 2026 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.

7. Members 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.

8. Members can login and join the AGM 30 (Thirty) 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. September 15, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or to the company at investors@digispice.com or MAS Services Limited, RTA at investor@masserv.com. 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. September 15, 2026 may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-Voting system'.

2. 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.

3. 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.

4. 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 communicated to the BSE Limited and National Stock Exchange of India Limited.

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

Item No. 3

Pursuant to provisions of Sections 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on July 31, 2026, appointed Mr. Pankaj Arora (DIN: 11847526) as an Additional Director in the category of Executive Director of the Company w.e.f. August 1, 2026. He is designated as Whole-time Director and Company Secretary. His appointment as Whole-time Director for a period of one year with effect from August 1, 2026 is placed before the shareholders for their approval. Mr. Pankaj Arora has given his consent for appointment as an Executive Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

Pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, the remuneration by way of salary, perquisites, and allowances as set out above be paid as minimum remuneration to Mr. Pankaj Arora or such minimum remuneration as permissible in Schedule V to the Companies Act, 2013 notwithstanding that in any financial year of the Company during his tenure as Executive Director, the Company has made no profits or profits are inadequate.

In the opinion of the Board, Mr. Pankaj Arora fulfills the conditions specified in the Act and Rules made thereunder for appointment as 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 appointed as an Executive Director of the Company.

Summary of Key Terms and Conditions of Appointment:

a) Tenure: A term of one (1) year commencing from August 1, 2026.

b) Duties & Oversight: Mr. Pankaj Arora shall perform duties assigned to him from time to time under the overall supervision, direction, and control of the Board of Directors.

c) Remuneration & Increments: Remuneration shall be paid as set out in the resolution, comprising fixed salary, perquisites, and performance-based variable pay (cash and non-cash) as per Company policy. The Board may increase his remuneration, upon recommendation of the Nomination and Remuneration Committee, from time to time during his tenure, provided that total remuneration does not exceed the statutory limits specified under Section 197 read with Schedule V of the Companies Act.

d) Stock Options: Mr. Arora will also be eligible for stock options under the Company's Employee Stock Option Plan (ESOP), as recommended and approved by the NRC from time to time.

A Copy of the Contract of appointment under section 190 of the Act of Mr. Pankaj Arora as Executive Director of the Company setting out the terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and holidays, during business hours.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval by the shareholders as Ordinary Resolution.

No Director and Key Managerial Personnel and their relatives (other than Mr. Pankaj Arora himself to the extant of his appointment and remuneration payable to him and his relatives), is in any way concerned or interested in this resolution. The information as required pursuant to Part II of Schedule V of the Companies Act, 2013 is contained in the statement annexed hereto after Item No. 4.

The requisite details and information pursuant to the provisions of the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), is provided in the 'Annexure-I' to the Notice.

Item No. 4

The Nomination and Remuneration Committee of the Company at its meeting held on August 12, 2026 had approved a payment of a one-time ex-gratia amount of INR 63.25 Lakhs (Rupees Sixty three Lakhs Twenty Five thousand only) to Mr. Rohit Ahuja (DIN: 00065417), who was an Executive Director of the Company for two consecutive terms of 3 years each i.e. from May 5, 2020 to May 4, 2026, towards services during his tenure as an Executive Director of the Company. He joined the Company as an Advisor to Chairman, thereafter elevated to Executive Director w.e.f. May 5, 2020.

The requisite details and information pursuant to the provisions of SS-2, of Mr. Ahuja is provided in the "Annexure-I" to the Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any

The Nomination & Remuneration Committee/Board of Directors recommends the resolution set forth in item No. 4 of the Notice for approval by the shareholders by way of special resolution.

No Director (other than Mr. Rohit Ahuja himself, to the extant of Ex-gratia amount placed for approval and his relatives) and Key Managerial Personnel and their relatives, is in any way concerned or interested in this resolution. The information as required pursuant to Part II of Schedule V of the Companies Act, 2013 is contained in the statement annexed hereto after this item.

STATEMENT CONTAINING THE INFORMATION AS REQUIRED IN PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (For Item No. 3 & 4)

I. General information:

1) Nature of industry

The Company has discontinued its Business.

2) Date or expected date of commencement of commercial production

The Company is an existing Company and has discontinued 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

(Amount in Rs. Lakhs)

Particulars	2025-26	2024-25	2023-24
Total Income	818.85	696.94	805.15
Profit/(Loss) before Tax	-307.37	-5,295.25	2,279.33
Exceptional items	85.53	-	-
(Tax Expense)/Deferred tax credit	-	66.83	1,386.97
Profit/(Loss) after Tax	-392.90	-5,362.08	892.36

5) Foreign investments or collaborations, if any.

The Company has made foreign investment, the details of which are available in Directors Report and financial statement.

II. Information about the Director:

Particulars	Mr. Pankaj Arora	Mr. Rohit Ahuja
(1) Background details	Mr. Pankaj Arora is a member of the Institute of Company Secretaries of India and having around 16 years of experience.	Mr. Rohit Ahuja, was an Executive Director of the Company. He was also actively involved in looking at value prepositions and instrumental in defining strategy, growth and operational plans for strategic projects across the group.
(2) Past remuneration	Mr. Pankaj Arora receives remuneration as Company Secretary of the Company	Mr. Rohit Ahuja receives remuneration as Executive Director of the Company
(3) Recognition or awards	Mr. Arora is having around 16 years of extensive experience in managing corporate governance, regulatory compliance and secretarial functions across diverse industries, including Travel, Hospitality, Engineering, Procurement & Construction (EPC), and Logistics.	Mr. Rohit Ahuja had also served as a Managing Director of NBFC, 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. Pankaj Arora been instrumental in defining compliance and scheme of amalgamation within the group.	Mr. Rohit Ahuja, was an Executive Director of the Company. He was 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. Pankaj Arora has been given in the resolution	Please refer the concerned resolution, He has already ceased to be a Director of the Company.

(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. Pankaj Arora and the responsibilities shouldered by him, the aforesaid remuneration package 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, if any.

Besides the remuneration proposed, Mr. Pankaj Arora and Mr. Rohit Ahuja do not have any other pecuniary relationship with the managerial personnel.

III. Other information:

1) Reasons of loss or inadequate profits

The Company is not engaged in any business, therefore, there is no profit as on close of the financial year.

2) Steps taken or proposed to be taken for improvement

The Company has entered into a scheme of arrangement by the way of merger. The shareholder of the Company have, at their meeting held on 13th July, 2026, approved the merger embodied in the Scheme of Amalgamation by way of Merger proposed to be made between the Spice Money Limited ("Transferor Company 1"), E-Arth Travel Solutions Private Limited ("Transferor Company 2"), Vikasni Fintech Private Limited ("Transferor Company 3") and DiGiSPICE Technologies Limited ("the Transferee Company") and their respective shareholders and creditors (hereinafter referred to as the "Scheme") pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof.

The Scheme upon implementation will result in reduction of layers of subsidiaries and will thereby allow the Fintech Business, flexibility to diversify and expand through substructures in due course, if required, to meet future business/ regulatory requirements. The Scheme will enhance value for shareholders of listed entity by linking their stake directly to Fintech Business.

The Scheme will result in rationalisation and simplification of structure by reducing the number of legal entities. Integration of the Transferee Company and its subsidiaries will streamline operations, reduce duplication and improve operational efficiency. Merging the companies will optimize resources such as management, infrastructure, and technology, leading to cost savings and enhanced productivity.

3) Expected increase in productivity and profits in measurable terms

High growth and Digital spaces would lead to increase in turnover and profit margins of the Company.

'Annexure-I'

The information, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in relation to the Director seeking appointment / re-appointment/ or whose remuneration is placed for approval, are as under:

Name of the Director	Mr. Pankaj Arora	Dilip Kumar Modi	Mr. Rohit Ahuja
DIN	11847526	00029062	00065417
Terms and conditions of the Appointment	Director, liable to retire by rotation	Director, liable to retire by rotation	He ceased to be Director of the Company, he was an Executive Director, liable to retire by rotation
Age	42 years	52 years	49 years
Date of First Appointment on the Board	August 1, 2026	August 21, 2006	May 05, 2020
No. of shares held (including the Shareholding as Beneficial Owner)	Nil	10,12,395 in personal capacity	Nil. However, he holds 7 lakhs ESOPs of the Company.
Qualifications	Member of Institute of Company Secretaries of India	Master's in Business Administration and Bachelor of Science Degree in Management Technology from Brunel University, London	Bachelor of Science in Accounting and Finance, USA.
Experience and expertise in specific Functional Area/ Brief Resume	Member of the Institute of Company Secretaries of India and having around 16 years of experience.	Mr. Dilip Modi is an alumnus of Imperial College London and a pioneer in India's telecom and technology sector, having launched India's first mobile service, Modi Telstra, in 1995 and later building Spice Communications. He currently serves as the Non-Executive Chairman of Spice Connect and Chief Executive Officer of Spice Money, driving digital and financial inclusion across the country.	Appointed as Executive Director on the Board in May 2020, Mr. Rohit Ahuja is an entrepreneur with over 25 years of experience founding and scaling ventures across manufacturing, real estate finance, travel, and healthcare. He was associated with the Group since 2015, he plays a key role in shaping strategy, operational execution.
Detail of Remuneration sought to be paid and the remuneration last drawn	Mr. Pankaj Arora receives remuneration as Company Secretary of the Company. Please refer Annexure I of the Board report.	Appointed as a Non-Executive Director of the Company w.e.f. 01st October, 2019 liable to retire by rotation. The Company does not pay any remuneration to Mr. Dilip Modi.	During the financial year 2025-26, he received Rs. 2.77 Crores as remuneration.
No. of Board Meetings attended during the year ended 31st March, 2026	NA	6 out of 7 board meetings	6 out of 7 board meetings
List of other Directorship in Companies	Nil	1) Spice Connect Private Limited 2) Shubh Karma Ventures Private Limited (Striked off w.e.f. 20th April, 2026) 3) Vikasni Fintech Private Limited	1) Vikasni Fintech Private Limited

Name of the Director	Mr. Pankaj Arora	Dilip Kumar Modi	Mr. Rohit Ahuja
Chairman/ Member of the Committees of the Board of Directors of other Companies	Nil	Nil	Nil
Name of the listed entities from which he has resigned in the past three years	Nil	Nil	Nil. However, his term as Executive Director was completed in the Company, DiGiSpice Technologies Limited w.e.f. 4th May, 2026.
Disclosure of relationships between Directors/ KMP inter-se	Mr. Pankaj Arora is also a Company Secretary of the Company beside this he does not have any relationship with other directors and Key Managerial Personnel of the Company.	He does not have any relationship with other directors and Key Managerial Personnel of the Company	He does not have any relationship with other directors and Key Managerial Personnel of the Company

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

(Pankaj Arora)
Whole-time Director and Company Secretary
Membership No. A26414

Date: August 26, 2026
Place: Noida