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

NOTICE

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting ('AGM') of DiGiSPICE Technologies Limited will be held on Monday, the 29th September, 2025 at 10:00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a. the Audited Financial Statements for the financial year ended 31st March, 2025 along with the Board of Directors' and Auditors' Report thereon;

   b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2025 and the Auditors' Report thereon.

2. To consider and appoint a Director in place of Mr. Rohit Ahuja (DIN: 00065417), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and approve the appointment of M/s Sanjay Grover & Associates, Company Secretaries, as Secretarial Auditor of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "Resolved that pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Circulars issued thereunder, from time to time, Section 204 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), M/s Sanjay Grover & Associates, Practicing Company Secretaries (Firm Registration Number P2001DE052900), be and is hereby appointed as the Secretarial Auditor of the Company for a period of five consecutive financial years, for the purpose of auditing the secretarial and related records of the Company for the period from April 1, 2025 up to March 31, 2030..

   Resolved further that the Board of Directors (hereinafter referred to as the "Board", which term shall include Audit Committee), be and is hereby authorised to fix/determine and approve the remuneration of the Secretarial Auditor, for current financial year or the subsequent years of its term.

   Resolved further that the Board, be and is hereby authorised to execute any agreement, document or instruction, as may be required, and settle at its sole and absolute discretion, any query or difficulty that may arise in this regard and to generally do all such acts, deeds, matters and things as may be necessary and appropriate and to delegate all or any of its powers herein conferred to any Director / Officer of the Company, to give effect to this resolution."

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

Date: **5th September, 2025**
Place: **Noida**

Ruchi Mehta
Company Secretary and Compliance Officer
Membership No. ACS16717

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NOTES:

1. The Ministry of Corporate Affairs **('MCA')** vide its General Circular no. 09/2024 dated 19th September, 2024 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 the item no. 3 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 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), or failing him Mr. Neeraj Arora, Company Secretary in whole-time practice (Membership No. F10781), Partners of M/s Sanjay Grover & Associates, Company Secretaries, as 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 2024-25, 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' Registrar and Share Transfer Agent ('RTA')/ Depository Participant ('DP'). A letter providing the web-link, giving the exact path where complete details of the Notice of AGM and Annual Report 2024-25 are available, is being sent to those members whose e-mail address are not so registered. Members may note that Notice of the AGM and the Annual Report for FY 2024-25 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.

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. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025 ('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.

   The security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:
   - to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
   - for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from 1st April, 2024.

9. Pursuant to Section(s) 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. **Members who have not claimed their dividend related to financial year 2018-19 are requested to contact the Company's RTA, MAS Services Limited, as the said unpaid dividend lying in the unpaid dividend account maintained by the Company, the details of which have been filed with MCA and also uploaded on the website of the Company viz. www.digispice.com.**

    To prevent compulsory transfer of your shares and dividends to IEPF Authority, we request you to claim the unclaimed dividends due to you, by completing your KYC as soon as possible

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 AGMs 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 **26th September, 2025 at 9:00 A.M. and ends on 28th September, 2025 at 5:00 P.M.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **22nd September, 2025** 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. **22nd September, 2025**, 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 11th November, 2024, 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 136325 then user ID is 136325001***.

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 provide folio no., name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or investors@digispice.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@masserv.com or investors@digispice.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode**.

3. Alternatively Shareholder/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 atleast five (5) working days in advance as a speaker by sending their request along with questions from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, mobile number at investors@digispice.com.

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 15 (fifteen) minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members, on first-come-first-served basis. However, the participation of large Members (Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for Members for attending the AGM through VC/OAVM are given in this Notice.

Other Instructions for Shareholders

1. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. 29th August, 2025, 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. 29th August, 2025 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 the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with provisions of Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Board of Directors, at their meeting held on 12th August 2025, have approved, subject to the approval of members of the Company, the appointment of M/s Sanjay Grover & Associates ('SGA'), a Peer Reviewed Firm of Company Secretaries in Practice as the Secretarial Auditor for a period of five consecutive financial years, from 1st April, 2025 till 30th March, 2030.

SGA, established in 2001, is a reputed firm offering comprehensive corporate, secretarial, and regulatory advisory services. Led by experienced professionals with backgrounds in multinational engineering conglomerates, the firm specializes in Secretarial Audits, Corporate Governance, Legal Compliance, Public Offerings, M&A, and FDI-related advisory.

SGA is supported by a qualified team with proven expertise across sectors and maintains active engagement with key regulatory authorities including Ministry of Corporate Affairs, Registrar of Companies, National Company Law Tribunal, Securities and Exchange Board of India, Reserve Bank of India, and Stock Exchange(s).

In terms of the SEBI Listing Regulations, SGA has provided:

- Valid peer review certificate.
- Confirmation that they are not disqualified from being appointed as Secretarial Auditor in terms of the provisions of the Act, the Companies Secretaries Act, 1980 and rules and regulations made thereunder, and the SEBI Listing Regulations read with relevant SEBI circulars.

They have consented to the said appointment and confirmed that its appointment, if made, would be within the limits specified by the ICSI.

SGA is exiting Secretarial Auditors of the Company. They have been deploying a team of professionals, demonstrating their expertise and proficiency in handling secretarial audits for the Company in past. SGA's approach towards the secretarial audit has been found to be suitable and aligns with the statutory requirements.

The proposed remuneration payable to SGA for FY 2025-26 is Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and reimbursable out-of-pocket expenses. The Board of Directors (which shall include Audit Committee) shall be authorized to approve the remuneration of the Secretarial Auditor, for the subsequent years of its term on review and any additional efforts on account of changes in regulations, restructuring or other considerations. The Board may alter and vary the terms and conditions of appointment in such manner and to such extent as may be mutually agreed with SGA.

Besides the secretarial audit services, the Company would also avail other services (including certifications or reports) of SGA under various statutes or regulations or as may be required by statutory authorities, not prohibited under the regulation 24(1B) of the Listing Regulations and as approved or may be approved by the Board of Directors or Audit Committee, from time to time, fees for which is not included in the remuneration for the Secretarial Audit.

In addition, the Company may obtain mandatory certifications or reports from the Secretarial Auditors as required under various statute or regulations from time to time and such services which a secretarial auditor may render to the Company as per applicable Laws. The fees for such certifications/services are not included in the aforementioned remuneration.

The Company would also obtain certifications, which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time.

In accordance with the facts of the proposal and the rationale as aforesaid, your Board recommends passing of the Ordinary Resolution at Item No. 3 of the accompanying Notice. The recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and the Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past and recommendation made by the Audit Committee to the Board of Directors.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested parties, financially or otherwise, in the Ordinary Resolution at Item No. 3 of the accompanying Notice.

'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, in relation to the Director seeking appointment / re-appointment is as under:

Name of the Director	Mr. Rohit Ahuja
DIN	00065417
Terms and conditions of the Appointment	Director, liable to retire by rotation
Age	49 years
Date of First Appointment on the Board	05th May, 2020
No. of shares held	Nil
Qualifications	Bachelor of Science in Accounting and Finance, USA.
Experience and expertise in specific Functional Area	A brief resume and nature of expertise in specific functional areas of Mr. Rohit Ahuja forms part of the Annual Report.
Detail of Remuneration sought to be paid and the remuneration last drawn	Details of Mr. Ahuja's last drawn remuneration is provided under Corporate Governance Report, forms part of the Annual Report. The proposed remuneration aligns with that approved by shareholders via postal ballot on 29th June 2024. The notice of concerned postal ballot is available here.
No. of Board Meetings attended during the year ended 31st March, 2025	Eight (8) Board Meetings attended during the year ended 31st March, 2025, out of Nine (9) Board Meetings held during the said period.
List of Directorship in Companies (Other than DiGiSPICE Technologies Limited)	Vikasni Fintech Private Limited
Chairman / Member of the Committees of the Board of Directors of Companies (Other than DiGiSPICE Technologies Limited) on which she/he is a Director	Mr. Rohit Ahuja serves on the Stakeholders Relationship Committee of the Company. He does not hold any membership or chairperson position on the Board Committees of any other company.
Name of the listed entities from which he has resigned in the past three years	Nil
Disclosure of relationships between Directors/KMP inter-se	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**

(Ruchi Mehta)
Company Secretary and Compliance Officer
Membership No. ACS16717

Date: 5th September, 2025
Place: Noida