

Date: **11th April, 2025**

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 517214

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: DIGISPICE

Sub.: **Postal Ballot Notice**

Dear Sir/Madam,

We submit herewith Postal Ballot Notice (including instructions for e-voting) being sent to the Members of the Company, to obtain their consent and approval for the matters, as set out in Notice of Postal Ballot by way of remote e-voting only.

Please find below the schedule of events for Postal Ballot:

Sr. No.	Particulars	Day/Date
1	Cut-off date for sending notice to the Members and reckoning voting rights.	Friday, 4 th April, 2025
2	Completion of sending Notice to Members through E-mail; Uploading of the Notice on website of the Company, Stock Exchange(s) and NSDL.	Friday, 11 th April, 2025
3	Remote E-voting Period (Start).	Saturday, 12 th April, 2025 (9:00 A.M. IST)
4	Remote E-voting Period (End).	Sunday, 11 th May, 2025 (5:00 P.M. IST)
5	Date on which resolution will be deemed to be passed, if approved by the requisite majority.	Sunday, 11 th May, 2025
6	Declaration of results of the Postal Ballot.	within two working days from the end of the remote e-voting period

Kindly take the above information on record and acknowledge receipt of the same.

Thanking you.

Yours faithfully,
For **DiGiSPICE Technologies Limited**

Ruchi Mehta
Company Secretary & Compliance Officer



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 OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Voting Starts on	Saturday, 12th April, 2025 at 9:00 A.M.(IST)
Voting Ends on	Sunday, 11th May, 2025 at 5:00 P.M. (IST)

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the '**Act**') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the '**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**'), issued by the Institute of Company Secretaries of India, as amended from time to time and in accordance with the framework prescribed by the Ministry of Corporate Affairs ('**MCA**') for passing of ordinary and special resolutions by the companies under the Act vide General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19th September, 2024 issued by MCA (collectively the '**MCA Circulars**') and other applicable Laws, Regulations, Rules, Circular and Guidelines (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) that the resolutions as set out hereunder, are proposed for approval by the members of DiGiSPICE Technologies Limited (the '**Company**') by means of Postal Ballot by way of voting only through electronic means ('**remote e-voting**') (such notice, the '**Notice**' or the '**Postal Ballot Notice**').

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and the reasons/rationale thereof form part of the Postal Ballot Notice.

The Board of Directors of the Company at its meeting held on Thursday, 14th February, 2025 has decided to transact the matters contained in this notice through postal ballot and, in compliance with Rule 22(5) of the aforesaid Rules, 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, has been appointed as Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. They have communicated their willingness to be so appointed.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, MCA Circulars and the SEBI Circulars, the Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The manner of voting on the proposed resolution(s) is restricted only to remote e-voting i.e., by casting votes

electronically instead of submitting Postal Ballot forms. Members are requested to carefully read the instructions / the detailed procedure with respect to remote e-voting as stated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes. Remote e-voting shall commence from 12th April, 2025 at 9:00 A.M. (IST) and end on 11th May, 2025 at 5:00 P.M. (IST). The e-voting facility shall be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Members may download the Notice from the Company's website at www.digispice.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice can also be accessed from the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him. The result of the Postal Ballot will be announced within two working days from the end of the remote e-voting period and the resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. 11th May, 2025, as if the same has been passed at a general meeting of the members convened in that behalf on said date. The Scrutinizer's decision on the validity of votes cast shall be considered as final.

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 www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

SPECIAL BUSINESS(ES)

1. Appointment of Ms. Veena Vikas Mankar (DIN 00004168) as a Non-Executive Independent Director of the Company.

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

"Resolved that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act and rules made thereunder and Regulations 16(1)(b), 17(1A), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions, notifications and Articles of Associations of the Company and subject to other consent(s), including regulatory approvals, as may be required and as recommended by the Nomination and Remuneration Committee, Ms. Veena Vikas Mankar (DIN 00004168) who in terms of Section 161 of the Act, was appointed by the Board as an Additional Director in category of Non – Executive Independent Director and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 14th February, 2025 till 13th February, 2030, (both days inclusive), not subject to retirement by rotation.

Resolved further that pursuant to Regulation 17(1A) of the Listing Regulations, consent of the Members be and is hereby also accorded for continuation of Directorship of Ms. Veena Vikas Mankar, as a Non-Executive Independent Director of the Company after she attains the age of 75 years till the expiry of her term till 13th February, 2030 on the same terms and conditions as mentioned in these resolutions.

Resolved further that the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution and to settle any question or doubt that may arise including filing the relevant forms, returns and/or reports or such other document as applicable with the Ministry of Corporate Affairs and/or Registrar of Companies, and with such other authorities as may be required from time to time.”

2. Appointment of Mr. Ramesh Venkataraman (DIN 03545080) as a Non-Executive Non - Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions, notifications and Articles of Associations of the Company and subject to other consent(s), permission(s) or sanction(s) including regulatory approvals, as may be required, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, Mr. Ramesh Venkataraman (DIN 03545080), who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director with effect from 12th May, 2025, in category of Non – Executive Non - Independent Director, liable to retire by rotation.

Resolved further that the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution and to settle any question or doubt that may arise including filing the relevant forms, returns and/or reports or such other document as applicable with the Ministry of Corporate Affairs and/or Registrar of Companies, and with such other authorities as may be required from time to time.”

3. Approval for holding of office or place of profit by Mr. Ramesh Venkataraman (DIN 03545080), upon being appointed as Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 188 of the Companies Act, 2013 (‘the Act’) read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the members of the Company be and is hereby accorded to Mr. Ramesh Venkataraman (DIN 03545080), a Director (and accordingly, a related party) to hold and continue to hold office or place of profit in Spice Money Limited (‘SML’), a subsidiary of the Company as per consideration and tenure as set out in the Explanatory Statement annexed to this Notice and on such other terms as may be mutually agreed upon with Mr. Ramesh Venkataraman.

Resolved further that the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized 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 or any other concerned authority, if required, for any purpose in connection with aforesaid resolution."

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

Date: 11th April, 2025
Place: Noida

Sd/-
Ruchi Mehta
Company Secretary and Compliance Officer

NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Act read with Section 110 of the Act and Rule 20 and 22 of the Rules, as amended, setting out the material facts relating to the aforesaid Resolution(s) and the reasons thereof and containing information required to be disclosed under Clause 1.2.5 of SS-2, Regulation 17(11) and 36(3) of the Listing Regulations, is annexed herewith and forms part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being electronically sent to the Members of the Company i.e. persons whose name appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('**NSDL**') and Central Depository Services (India) Limited ('**CDSL**') as on 4th April, 2025 ('**Cut- off date**'), at their registered email addresses, registered with the Company or Depository Participants/Depositories, (in case of electronic shareholding)/the Company's Registrar and Transfer Agent ('**RTA**') (in case of physical shareholding).
3. The physical copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to any of the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
4. Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-off date as mentioned above, shall be eligible to cast their votes through remote e-voting. It is however, clarified that all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to any reason or non-registration of their e-mail address with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution(s) in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the aforesaid Cut-off date.
5. The vote in this Postal Ballot cannot be exercised through proxy.

6. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. The letter of appointment of Director(s) already appointed, and proposed to be approved pursuant to this Notice, setting out the terms and conditions of appointment and documents referred in this notice and explanatory statement would be made available for online inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at complianceofficer@digispice.com on all working days except Saturdays, Sundays and public holidays during normal business hours up to the date of declaration of result of the Postal Ballot.
8. The Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 ('SEBI KYC Circulars') has mandated furnishing of PAN, Choice of Nomination, 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 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.

In view of the above, Members of the Company holding securities in physical form are requested to update their KYC and other details by providing the following to the RTA:

- a) PAN and details of KYC (using Form ISR-1);
- b) Contact details including postal address with PIN code, Mobile Number, E-mail address (using Form ISR-1);
- c) Bank account details including bank name, branch, bank account number and IFS code (using Form ISR-1);
- d) Specimen signature (using Form ISR-2);
- e) Request for making nominations as per the provisions contained in Section 72 of the Act in the prescribed Form No. SH-13 or submit declaration to 'Opt-out' in Form ISR-3; and
- f) Any cancellation or change in nomination shall be provided in Form No. SH-14.

The shareholders can access the forms prescribed in the SEBI KYC Circulars from the website of the Company, www.digispice.com or of the RTA, www.masserv.com, as made available. Members holding shares in dematerialized mode are requested to intimate the aforesaid changes directly to their Depository Participant ('DP').

9. Members are requested to take note that Regulation 25(2A) of the Listing Regulations *inter alia* provides that the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution, provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations.

E-VOTING INSTRUCTIONS

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 for Individual shareholders holding securities in demat mode

In terms of SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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.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.jsp3. 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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 MyEasi 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 e-voting 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. 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 e-voting link available on 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 able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant 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.</p>

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 2109 911

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 133551 then user ID is 133551001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your 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'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 on NSDL e-voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com.
4. In case of any concern/ grievance connected with e-voting for Postal Ballot, any member can contact MAS Services Limited, RTA of the Company at 011-26387281, 82, 83 or investor@masserv.com.
5. In order to enhance investor services and streamline the grievance redressal process, MAS Services Limited, RTA of the Company, has introduced a dedicated Grievance Page within the investor login section of its website www.masserv.com. We request all shareholders to lodge their grievances, if any, through the said portal for ensuring faster resolution and better tracking of your concerns.

How to Submit Your Grievance:

Visit www.masserv.com

Click on Investor Login

Navigate to the Grievance Page

Submit your grievance along with relevant details.

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 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

Pursuant to provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (the '**Act**') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the '**Rules**') and other applicable provisions of the Act and Rules and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee ('**NRC**'), the Board of Directors of the Company approved, subject to approval of Members through Special Resolution, the appointment of Ms. Veena Vikas Mankar (DIN 00004168) as an Additional Director in the category of Non – Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 14th February, 2025 till 13th February, 2030 (both days inclusive), not subject to retirement by rotation.

As per the Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, resolution no. 1 to the Notice has been proposed for the consideration of Members.

Further, Regulation 17(1A) of the SEBI Listing Regulations prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director, who has attained the age of 75 years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice for such appointment indicates the justification for appointing such Director.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing candidature of Ms. Mankar for the office of Director and the Company has also received from Ms. Mankar:

- a) Consent in Form DIR-2 to act as a Director, pursuant to Rule 8 the Companies (Appointment and Qualification of Directors) Rules, 2014 ('DIR Rules');
- b) Intimation in Form DIR-8 in terms of Rule 14 of the DIR Rules, to the effect that she stands free from any disqualification for being appointed as a Director;
- c) A declaration that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority; and
- d) A declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Ms. Veena Vikas Mankar has confirmed that:

- a) she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence; and
- b) that she is in compliance with Rules 6(1) and 6(2) of the DIR Rules, with respect to inclusion of her name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and she passed the online proficiency self-assessment test conducted by IICA.

Ms. Veena Vikas Mankar is a seasoned banking and financial professional and entrepreneur, with expertise in trade and structured finance, small and medium enterprise financing and financial inclusion. has been actively engaged in micro banking for over a decade. She started her career with ICICI Ltd. (the precursor to the Bank) and has worked with leading financial institutions including Emirates Bank in Dubai, West LB group,

Germany and FimBank, Malta. She also served as an Independent Non - Executive Chairperson of IDFC First Bank Limited. She is the founder of two entities Swadhaar FinAccess (a non-profit entity, which provides financial education and digital literacy, facilitating access to finance for low-income households and micro entrepreneurs, especially in rural areas) and Swadhaar FinServe Pvt Limited, an MFI (now RBL FinServe Ltd. and a subsidiary of RBL Bank, which is a distributor of comprehensive financial services and products for the Bank as its Business Correspondent, to low-income households and micro entrepreneurs). She is also founding partner of India Consult, a firm providing consulting services to Financial Institutions.

Currently, Ms. Veena Vikas Mankar holds directorship in RBL Bank Limited, Artha-India Research Advisors Private Limited, Spice Money Limited, Swadhaar FinAccess, PB Fintech Limited and Paisabazaar Marketing and Consulting Private Limited. She is also a member of the SROC (Self-Regulatory Organisation Committee) at MFIN (MicroFinance Industry Network). Ms. Vikas Mankar holds a Bachelor of Arts degree in Economics (H) and is also a postgraduate diploma in management from IIM, Ahmedabad. She is also an Independent Director in Spice Money Limited, a Subsidiary of the Company.

The current age of Ms. Mankar is 72 years and if her appointment is approved by the members for a term of five years, she will attain 75 years in mid of her term. It is recommended to approve the appointment for 5 years pursuant to regulation 17(1A) of the Listing Regulations whereby her office shall not be vacated on her reaching the age of 75 years. It will enable Ms. Mankar to contribute more effectively, ensuring continuity, stability, and the realization of long-term strategic objectives for the Company.

The Board is of the opinion that Ms. Mankar fulfils the criteria of Independent Director, as set out in the Act and that considering her profile, her association as an Independent Director of the Company would be of immense benefit to the Company and the stakeholders. The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, recommends the resolution set out at item no. 1 of the Notice for approval of Members by Special Resolution.

Members are requested to take note that Regulation 25(2A) of the Listing Regulations *inter-alia* provides that the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special resolution, provided that where a Special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations.

The information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings, in relation to Ms. Mankar is attached as Annexure - I hereto.

Except, Ms. Veena Vikas Mankar herself, none of the Director(s) and Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at item no. 1 of the Notice.

Item No. 2 and 3

Board of Directors of the Company, at their meeting held on 14th February 2025, on the recommendation of Nomination and Remuneration Committee, decided to place before the shareholders, proposal for appointment of Mr. Ramesh Venkataraman (DIN 03545080) as a Non-Executive, Non-Independent Director, liable to retirement by rotation.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director and the Company has also received from Mr. Ramesh Venkataraman:

- a) Consent in Form DIR-2 to act as a Director, pursuant to Rule 8 of the Rules;
- b) Intimation in Form DIR-8 in terms of Rule 14 of the Rules, to the effect that he is stand free from any disqualification being a Director;
- c) A declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority

Mr. Ramesh Venkataraman runs Avest, a private equity investment firm advising IDO, a UAE-based sovereign wealth fund, and several family offices in India and the Middle East on their direct investments. He is currently on the boards of Rak Economic Zone, Pure Data Centres Group, Aeries Technology, Spice Money Limited and WSFx Global Pay Limited.

Since 1992, he has worked with several institutions including McKinsey & Co., Bridgepoint Capital, Samena Capital, Rak Airport and Falcon Technologies. He also advised the Prime Minister's Office on telecom and technology policy and worked closely between 1999-2006 with Nasscom, the association for Indian offshore IT and BPO firms, in shaping industry strategy, global positioning and regulation.

In 2005, Ramesh was chosen for the prestigious young Achiever award by the Indo American society. He is also a frequent speaker at various private equity forums.

Ramesh has a B.Tech degree in electronics and communications engineering from IIT - Kharagpur (National Talent Scholar), an M.Phil. in International Relations from Oxford University (Inlaks Scholar), and an M.P.A. with distinction in Economics and Public Policy from Princeton University's Woodrow Wilson School of Public and International Affairs (Woodrow Wilson Fellow).

Mr. Venkataraman serves as Non-Executive Chairman of Spice Money Limited ('SML'). He has been associated with SML since year 2019 and has been working towards the overall growth of business and instrumental for strategic directions and other value creation opportunities.

There is a subsisting Consultancy Service Agreement (the 'Agreement') between Mr. Venkataraman and SML for a period of three (3) years effective from 1st January, 2025 till 31st December, 2027, according to which he is entitled to receive Rs. 45 lakhs (Rupees Forty Five lakhs) per annum as consideration.

The Extract of Agreement between SML and Mr. Ramesh Venkataraman would be available for online inspection upon request.

Upon approval of appointment of Mr. Venkataraman as per Agenda item 2, his agreement with SML shall be considered as holding of Office or Place of Profit by a Director of the Company in subsidiary company in terms of Section 188(1)(f) of the Act. Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014 read with first proviso to section 188 (1) of the Act requires approval of members for holding of an Office or Place of Profit by a related Party in the Company or its subsidiary, if the remuneration exceeds Rs. 2.5 Lakh per month. Accordingly, approval of the members is sought by passing the resolution at item no. 3 of the Notice.

In compliance with second proviso to Section 188(1) of the Act, no member of the company shall vote on resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee and considering profile of Mr. Ramesh Venkataraman and contribution in SML, believes that his association as a Director on the Board of Directors of the Company would greatly benefit the organization and recommends the approval of the resolution set-out at item(s) no. 2 and 3 of the Notice through Ordinary Resolution.

If approved by requisite majority of Shareholders, appointment of Mr. Ramesh Venkataraman will be effective from 12th May, 2025.

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 is attached as Annexure - I hereto. It is further stated in terms of para 1.2.5. of SS-2 that none of the Promoters, Directors, and Key Managerial Personnel(s) of the Company are shareholder of SML.

Except, Mr. Ramesh Venkataraman himself, none of the Director(s) and Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at item no. 2 or 3 of the Notice.

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

Date: 11th April, 2025
Place: Noida

Sd/-
Ruchi Mehta
Company Secretary and Compliance Officer

Annexure-I

The information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, in relation to the Director seeking appointment /re-appointment is given hereunder:

Name of the Director	Ms. Veena Vikas Mankar	Mr. Ramesh Venkataraman
DIN	00004168	03545080
Age as on date of first appointment	72 years	58 years
Date of first appointment on the Board	14 th February 2025	If approved, the appointment will be effective from 12 th May, 2025.
No. of shares held as a registered owner or beneficial owner	Nil	Nil
Qualifications	<ul style="list-style-type: none"> Bachelor of Arts in Economics (H) Postgraduate diploma in management from the IIM, Ahmedabad. 	<ul style="list-style-type: none"> B.Tech in electronics & communications engineering from IIT - Kharagpur (National Talent Scholar), M.Phil. in International Relations from Oxford University (Inlaks Scholar), M.P.A. with distinction in Economics and Public Policy from Princeton University's Woodrow Wilson School of Public and International Affairs (Woodrow Wilson Fellow)
Nature of expertise in specific functional areas	In view of the above provide as provided in the Explanatory Statements, the Nomination and Remuneration Committee and Board of Directors of the Company believes that the proposed appointees possess the requisite skills and capabilities which would be of immanence benefit to the Company	
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As provided in the Explanatory Statements above	NA
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Ms. Mankar does not hold any shares in the Company.	Mr. Ramesh Venkataraman does not hold any shares in the Company, however he holds 8,00,000 ESOPs of Spice Money Limited.
Detail of remuneration sought to be paid	She will be entitled for sitting fees for attending the Meetings of the Board of Directors and Committees thereof, and such other remuneration /benefits as allowed under the Act and Listing Regulations.	As may be approved by the Board of Directors and shareholders from time to time in accordance with limits prescribed under the Act and Listing Regulations.
The remuneration last drawn	Not Applicable	Not Applicable
No. of Board Meetings attended since his appointment	3 out of 3	NA
List of Directorship in the companies (Other than DiGiSPICE Technologies Limited) including name of listed entity	<ol style="list-style-type: none"> Artha-India Research Advisors Private Limited Swadhaar FinAccess Spice Money Limited PB Fintech Limited* RBL Bank Limited Paisabazaar Marketing and Consulting Private Limited 	<ol style="list-style-type: none"> WSFX Global Pay Limited Spice Money Limited

Membership of the Committees of the Board of Directors	Name of the Company	Name of the Committee	Status (Chairman/ Member)	Name of the Company	Name of the Committee	Status (Chairman/ Member)
	PB Fintech Limited	Nomination and remuneration committee	Chairperson	WSFx Global Pay Ltd	Audit Committee	Member
	RBL Bank Limited	Audit Committee	Member		Stakeholder Relationship Committee	Member
		Stakeholder Relationship Committee	Chairperson		Nomination and remuneration committee	Member
		Nomination and remuneration committee	Member	Spice Money Limited	Nomination and Remuneration Committee	Member
	Spice Money Limited	Audit Committee	Member		CSR Committee	Member
		CSR Committee	Member			
		Nomination and remuneration committee	Chairperson			
	Name of the listed entities from which the person has resigned in the past 3 (three) years	1. Alicon Castalloy Limited			-	
Disclosure of relationships between Directors/KMP inter-se	None of the directors has any relationship with other directors and Key Managerial Personnel of the Company.					

* Listed Company

Date: 11th April, 2025
Place: Noida

By Order of the Board of Directors
For **DiGiSPICE Technologies Limited**
Sd/-
Ruchi Mehta
Company Secretary and Compliance Officer