

Date: 12th August, 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.: **Outcome of Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), it is hereby informed that the Board of Directors of the Company (the 'Board') at its meeting held on 14th November, 2024, inter alia, considered/taken or record/approved, as applicable, following:

- 1) Reconstitution of Committees: The Board of Directors of the Company decided to (a) dissolve the Corporate Social Responsibility Committee as it is no longer applicable to the Company; and (b) reconstituted the following Committees to meet the prescribed requirements under the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Committee(s)	Members of the Committee(s)
Nomination & Remuneration Committee	Mr. Pankaj Vaish - Chairperson Mr. Ram Nirankar Rastogi – Member Mr. Dilip Modi – Member
Stakeholders Relationship Committee	Mr. Ram Nirankar Rastogi – Chairperson Mr. Pankaj Vaish – Member Mr. Rohit Ahuja – Member

- 2) Approval of Policies: The Board of Directors *inter-alia* approved amendment to the 'Code of practices and procedures for fair disclosure of unpublished price sensitive information' effective from 12th August, 2025. Copy of the revised Code is enclosed herewith.
- 3) Fixation of date of Annual general Meeting (AGM) - The Board decided to convene 37th AGM of the Company on 29th September 2025. The notice of AGM and Annual Report for the financial year 2024-25 shall be sent to shareholders/eligible persons within prescribed timeline.

The Meeting of the Board of Directors of the Company commenced today at 14:30 hours (IST) and concluded at 16:00 hours (IST).

This intimation is also being uploaded on the website of the Company.

You are requested to kindly take the above on record.

Thanking you.

Yours faithfully,
For **DiGiSPICE Technologies Limited**

Ruchi Mehta
Company Secretary & Compliance Officer

DIGISPICE TECHNOLOGIES LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

(Effective from August 12, 2025)

{Version – 3}

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1. *Original Code effective from 1st December, 2015;*
 2. *Amended w.e.f. August 21, 2020;*
 3. *Amended w.e.f. August 12, 2025.*

**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

Securities and Exchange Board of India (SEBI) has notified SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'Regulations') effective from 15th May, 2015. Pursuant to Regulation 8 of the aforesaid Regulations, the Company is required to formulate a "Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information" ("**The Code**").

Pursuant to the Regulations and based on the Principles of Fair Disclosure for the purpose of the Code outlined in the said Regulations, the Board of directors in its meeting held on 11th May, 2015 has formulated "The Code". This Code shall be applicable and binding on all the Directors, employees and connected persons (as defined under the Code of Conduct to regulate, monitor and report trading by insiders).

On 21st August, 2020, the Board of Director of the Company, pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020, has amended the Code and the amended Code shall come into effect from August 21, 2020.

On 12th August, 2025, the Board of Director of the Company, pursuant *inter-alia* to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025 has amended the Code and the amended Code shall come into effect from August 12, 2025.

A. The Principles of Fair Disclosure of Unpublished Price Sensitive Information adopted by the Company are as follows:

- 1) The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2) The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 3) The Compliance Officer shall act as the Chief Investor Relations Officer to deal with dissemination and disclosure of unpublished price sensitive information unless any other officer of the Company is designated in this regards by the Board of Directors.
- 4) The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 5) The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 6) The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

- 7) The Company shall take reasonable steps to make the transcripts or records of proceedings of meetings with analysts and other investors relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

Unpublished price sensitive information shall be handled on a "need to know" basis, i.e. unpublished price sensitive information shall be communicated only where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 8) Unpublished price sensitive information can be shared by the Company to such persons and in such manner as per the 'Policy for determination of Legitimate Purpose' as detailed hereinafter.

B. Policy for determination of 'Legitimate Purpose'

The Company shall ensure that no insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information (UPSI), relating to the company or securities listed to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of the UPSI, relating to the company or securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The term 'Legitimate Purposes' shall mean and include:

- i. sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- ii. sharing of UPSI for any other purposes as may be prescribed under any law for the time being in force.
- iii. sharing of UPSI for any other genuine or reasonable purpose or in the best interest of the Company as may be determined and authorized by the Board of Directors or Chief Investor Relations Officer of the Company.

Provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of Regulations. Any person in receipt of UPSI pursuant to a legitimate purpose or otherwise shall be considered as an 'Insider' for the purposes of Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with the Regulations. Such person is required to ensure the confidentiality of UPSI shared with him in compliance with the Regulations.

The information shall be shared with such person on a 'need to know basis'.

The agreements entered into for sharing of UPSI should have a "confidentiality clause" or else a separate Non-Disclosure Agreement or Undertaking shall be executed with parties to safeguard the disclosure of UPSI.

A structured digital database shall be maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Provided that entry of information, not emanating from within the organization, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

The database shall not be outsourced and shall be maintained by the Company internally.

Adequate and effective system of internal controls and checks and audit trails to ensure non – tampering of the database will also be laid out to secure such database. All files containing confidential information shall be kept secure under lock and key. Computer files shall have adequate security of login and passwords. Files containing confidential information should be deleted/destroyed after its use, unless they are required for future purposes or as per law.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings

Powers of the Board of Directors:

The Board of directors of the Company may stipulate further guidelines and procedures from time to time to ensure fair disclosure of Unpublished Price Sensitive Information. The Board reserves the right to modify "the Code" in whole or in part, at any time without assigning any reason whatsoever but within the framework of the 'Regulations'.

Date: **12th August, 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.: **Outcome of Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Financial Results**

Dear Sir/Madam,

In compliance with Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), it is hereby informed that the Board of Directors of the Company in their meeting held today i.e. Tuesday, 12th August, 2025, inter-alia, approved the Un-audited Financial Results (Standalone and Consolidated) for the Quarter ended 30th June, 2025, as recommended by the Audit Committee, pursuant to Regulation 33 of the Listing Regulations.

The above-mentioned Financial Results along with Limited Review Reports (Standalone and Consolidated) issued by S. R. Batliboi & Co. LLP, Chartered Accountants, the Statutory Auditors of the company, are attached.

The said Financial Results have been reviewed by the Audit Committee in its meeting held on 12th August, 2025.

The Board Meeting commenced at 14:30 hours (IST) and concluded at 16:00 hours (IST).

This intimation is also being uploaded on the website of the Company.

You are requested to kindly take the above on record.

Thanking you.

Yours faithfully,
For **DiGiSPICE Technologies Limited**

Ruchi Mehta
Company Secretary & Compliance Officer

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
Digispice Technologies Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Digispice Technologies Limited (the "Company") for the quarter ended June 30, 2025 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & Co. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005



per Anil Gupta

Partner

Membership No.: 087921

UDIN: 25087921BMMKY09526

Place: New Delhi

Date: August 12, 2025



DiGiSPICE Technologies Limited

Regd. Office: JA-122, 1st Floor, DLF Tower - A, Jasola District Centre, New Delhi-110025

Email Id: complianceofficer@digispice.com, Website: www.digispice.com

Tel: +91-11-41251965, CIN No - L72900DL1986PLC330369


Unaudited Standalone Financial Results for the quarter ended June 30, 2025

(Rs. in lakhs)

Sl.No.	Particulars	Quarter ended		Year ended	
		June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
		(Unaudited)	(Audited)*	(Unaudited)	(Audited)
A	Continuing operations				
1	Income				
	Revenue from operations	-	-	-	-
	Other income	92.91	97.37	216.55	696.94
	Total income	92.91	97.37	216.55	696.94
2	Expenses				
	Employee benefits expense (refer note 5)	85.52	64.98	109.36	669.33
	Finance cost	0.17	0.19	0.28	0.94
	Depreciation and amortization expense	40.53	38.05	27.32	120.57
	Other expenses	66.71	137.12	113.97	724.48
	Total expenses	192.93	240.34	250.93	1,515.32
3	Profit/(loss) from continuing operations before tax	(100.02)	(142.97)	(34.38)	(818.38)
4	Tax expense:				
	- Current tax	-	-	-	-
	- Deferred tax	-	-	-	-
5	Profit/(loss) after tax from continuing operations	(100.02)	(142.97)	(34.38)	(818.38)
B	Discontinued operations				
	Profit/(loss) from discontinued operations before tax	2.81	(1,577.61)	(316.79)	(4,476.87)
	Tax expense of discontinued operations	-	0.71	66.12	66.83
6	Profit/(loss) after tax from discontinued operations	2.81	(1,578.32)	(382.91)	(4,543.70)
7	Profit/(loss) after tax	(97.21)	(1,721.29)	(417.29)	(5,362.08)
8	Other comprehensive income				
	Items that will not be reclassified to Profit or Loss	-	(22.32)	-	(22.32)
	Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
9	Total comprehensive income for the period/year (Comprising profit/(loss) and other comprehensive income for the period/year)	(97.21)	(1,743.61)	(417.29)	(5,384.40)
10	Paid up equity share capital	6,226.65	6,226.65	6,191.85	6,226.65
	Face value of share (Rs.)	3	3	3	3
11	Other equity				10,507.33
12	Earnings Per Share (for continuing operations) (in Rs.) (of Rs. 3/- each) (Not Annualized except for the year end)				
	(a) Basic	(0.04)	(0.06)	(0.01)	(0.35)
	(b) Diluted	(0.04)	(0.06)	(0.01)	(0.35)
13	Earnings Per Share (for discontinued operations) (in Rs.) (of Rs. 3/- each) (Not Annualized except for the year end)				
	(a) Basic	0.00	(0.68)	(0.17)	(1.95)
	(b) Diluted	0.00	(0.68)	(0.17)	(1.95)
14	Earnings Per Share (for continuing and discontinued operations) (in Rs.) (of Rs. 3/- each) (Not Annualized except for the year end)				
	(a) Basic	(0.04)	(0.74)	(0.18)	(2.30)
	(b) Diluted	(0.04)	(0.74)	(0.18)	(2.30)

* Refer Note 13

For and on behalf of DiGiSPICE Technologies Limited


Rohit Ahuja
Whole time Director
August 12, 2025
Noida



DiGiSPICE Technologies Limited

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Unaudited Standalone Financial Results for the quarter ended June 30, 2025

- The above unaudited standalone financial results of DiGiSPICE Technologies Limited (the "Company") were reviewed by the Audit Committee and approved by the Board of Directors of the Company in their meetings held on August 12, 2025.
- The above unaudited standalone financial results of the Company have been prepared in accordance with Indian Accounting Standards notified under Companies (Indian Accounting Standards) Rules, 2015 (as amended) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
- The Board of directors of DiGiSPICE Technologies Limited, in its meeting held on April 07, 2023, had approved, in principle, to exit Digital Technology Services Business. This is in keeping with the repositioning of the overall group strategy to focus on Financial Technology Services opportunities, mainly through its subsidiary Spice Money Limited ('Spice Money') and other group entities. On July 1, 2024, the business operations of Digital Technology Services ('DTS') got completely discontinued, except for assets held for sale/ disposal. Consequently, Digital Technology Services segment has been classified as discontinued operations and its results is given as below:

Detail of discontinued operations are as under:

Particulars	(Rs. in lakhs)			
	Quarter ended		Year ended	
	June 30, 2025 (Unaudited)	March 31, 2025 (Audited)*	June 30, 2024 (Unaudited)	March 31, 2025 (Audited)
Revenue	-	-	-	-
Other income	2.81	0.45	0.04	3.01
Expenses				
Cost of goods and services procured	-	-	-	-
Cost of services rendered	-	-	-	-
Employee benefits expense	-	-	266.49	266.49
Finance cost	-	-	3.12	3.12
Depreciation and amortisation expense	-	3.13	7.14	25.58
Other expenses	-	12.92	40.08	81.97
Profit/(loss) before exceptional items and tax during the periods/years	2.81	(15.60)	(316.79)	(374.15)
Exceptional items				
Provision/ (Reversal of provision) for diminution in value of investments (refer note 9 for details)	-	1,562.01	-	4,102.72
Profit/(loss) from discontinued operations before tax	2.81	(1,577.61)	(316.79)	(4,476.87)
Tax expense	-	0.71	66.12	66.83
Profit/(loss) after tax during the periods/year	2.81	(1,578.32)	(382.91)	(4,543.70)

* Refer Note 13

- The Company's business activities fall within a single operating segment viz. "Digital Technology Services (DiGiSPICE)" and accordingly, the disclosure requirement of Indian Accounting Standards (Ind AS-108) 'Operating Segments' prescribed under Section 133 of the Companies Act, 2013 read with the relevant Rules issued thereunder is not applicable.
- Employee benefit expense includes expense being the provision for fair value of option granted under employee stock option plans of the Company recognised in accordance with the provision of IND AS -102, which is as below:

Particulars	Quarter ended		Year ended	
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
Employee benefits expense	1.52	(46.96)	3.79	9.09

- The paid up equity share capital of the Company is Rs. 7,008.69 Lakhs as on June 30, 2025. However, taking a conservative interpretation of "Ind AS 32", the paid up equity share capital had been reduced by Rs. 782.04 Lakhs (March 31, 2025: Rs. 782.04 Lakhs) being the face value of 26,067,843 (March 31, 2025: 26,067,843) equity shares of Rs. 3/- each held by two trusts viz. Independent Non Promoter Trust and Independent Non Promoter (Spice Employee Benefit) Trust.
- The other income includes interest on income tax refund for earlier years; which is given below:

Particulars	Quarter ended		Year ended	
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
Interest on Income tax refund	-	0.83	136.08	144.44

- The Board of Directors of the Company in their meeting on August 08, 2024, approved the proposed Scheme of Amalgamation by way of merger of Spice Money Limited, E-Arth Travel Solutions Private Limited and Vikasni Fintech Private Limited (collectively referred as 'Transferor Companies') with the Company ('Transferee Company') subject to necessary approval from the regulatory authorities concerned, including those required, under Section 230 and 232 of the Companies Act 2013. Subsequent to the scheme becoming effective upon approval of the Scheme by NCLT and any other regulatory authorities, the Transferor Companies shall cease to exist, and the business operation shall continue under the Transferee Company. Pending such approval, the standalone financial results of the Company for the quarter ended June 30, 2025 are presented without giving effect to the said merger.
- During the year ended March 31, 2024, S Global Services Pte Limited ("SGS"), Singapore, the subsidiary of the Company has invested an additional amount of Rs. 34.36 lakhs via right issue in DigiAsia Bios Pte Ltd ("DigiAsia"). The fair value of investment at March 31, 2024 was determined based on the right issue price, since no other basis was practically available. Accordingly, the investment in SGS at DiGiSPICE standalone level amounted to Rs. 4,633.25 lakhs at year end resulting in a gain of Rs 3,779.64 lakhs recorded in the standalone financial statements of the Company for the previous year and quarter ended March 31, 2024.

During the year ended March 31, 2025, the Company has observed significant volatility in the market share price of DigiAsia, and the market share price of DigiAsia has reduced significantly. Consequently, the Company has recognised write down of Rs. 4,102.73 lakhs during the year ended March 31, 2025 (including Rs. 1,562.01 lakhs during the quarter ended March 31, 2025) to the fair value less cost to sell of Investment in SGS which is classified as assets held for sale (discontinued operations).



DiGISPICE Technologies Limited

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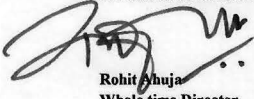
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Unaudited Standalone Financial Results for the quarter ended June 30, 2025

- 10 The Board of Directors of the Company in their meeting held on May 30, 2025 decided not to proceed further with proposed acquisition of 99.91% of the equity share capital of SpiceBulls Investments Limited, a Non-Banking Financial Company. The Acquisition was approved at an earlier meeting of Board of Directors held on May 16, 2024, subject to regulatory approvals.
- 11 During the current quarter, the Company has acquired an additional 1.94% stake in its subsidiary, Spice Money Limited, from a Class B shareholder of the subsidiary on April 25, 2025, for a consideration of Rs. 449.90 lakhs.
- 12 During the current quarter, Spice Digital FZCO, a step-down subsidiary of the Company has been wound-up and dissolved on April 18, 2025. Consequently, Spice Digital FZCO has ceased to be a wholly owned step-down subsidiary of the Company.
- 13 This financial results for the quarter ended March 31, 2025, are derived as balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the third quarter of the respective financial year, which were subjected to a limited review.

For and on behalf of DiGISPICE Technologies Limited



Rohit Ahuja
Whole time Director
August 12, 2025
Noida



Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
Digispice Technologies Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Digispice Technologies Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended June 30, 2025, (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Master circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the entities listed in Annexure A.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 to 8 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes the unaudited interim financial results and other financial information in respect of:
 - 15 subsidiaries, whose unaudited interim financial results include total assets of Rs. 2,784.25 lakhs as at June 30, 2025, and total revenues (including other income) of Rs 0.02 lakhs, total net loss after tax of Rs. 44.60 lakhs, total comprehensive income of Rs. 65.70 lakhs, for the quarter ended June 30, 2025, as considered in the Statement which have been reviewed by their respective independent auditors.

The independent auditor's reports on interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts



S.R. BATLIBOI & Co. LLP

Chartered Accountants

and disclosures in respect of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

7. 14 of these subsidiaries are located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial results of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.
8. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of:
- Two subsidiaries, whose interim financial results reflect total assets of Rs. 12.89 lakhs as at June 30, 2025, and total revenues (including other income) of Rs. Nil, total net loss after tax of Rs. 0.26 lakhs, total comprehensive loss of Rs. 0.26 lakhs, for the quarter ended June 30, 2025.
 - Two associates, whose interim financial results includes the Group's share of net profit of Rs. Nil and Rs. Nil and Group's share of total comprehensive income of Rs. Nil and Rs. Nil for the quarter ended June 30, 2025 and for the period ended on that date respectively.

The unaudited interim financial results and other unaudited financial information of these subsidiaries and associates have not been reviewed by their auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries and associates, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the Statement in respect of matters stated in para 6 to 8 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results/financial information certified by the Management.

9. The comparative financial information of one subsidiary i.e Spice Money Limited, for the quarter ended June 30, 2024, included in the Statement, were jointly reviewed by us and Singhi & Co. We have expressed an unmodified conclusion on the financial information on August 08, 2024.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005



per Anil Gupta

Partner

Membership No.: 087921

UDIN: 25087921BMMKYP3933

Place: New Delhi

Date: August 12, 2025



**Annexure A
List of Entities**

I. Subsidiaries (Direct)

1. Spice Money Limited
2. E-Arth Travel Solutions Private Limited
3. Vikasni Fintech Private Limited
4. Spice Digital Bangladesh Limited
5. S Global Services Pte limited
6. Digispice Nepal Private Limited

II. Subsidiaries (Indirect)

1. Kimaan Exports Private Limited
2. Fast Track IT Solutions Limited
3. Spice Digital FZCO (till April 18, 2025)
4. Spice VAS (Africa) Pte Limited
5. Omnia Pte Limited
6. PT Spice Digital Indonesia
7. Digispice Nigeria Limited
8. Digispice Ghana LTD
9. Digispice Zambia Limited
10. Digispice Tanzania Limited
11. Digispice Uganda Limited
12. Spice VAS Kenya Limited

III. Associates (Direct)

1. Creative Functionapps Lab Private Limited
2. Sunstone Learning Private Limited



STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2025					
Sl. No.	Particulars	Consolidated			
		Quarter ended		Year ended	
		June 30, 2025 (Unaudited)	March 31, 2025 (Audited) Refer Note 14	June 30, 2024 (Unaudited)	March 31, 2025 (Audited)
A	Continuing operations				
1	Income				
	Revenue from operations	12,375.66	11,680.60	10,982.78	44,847.55
	Other income	556.37	607.73	736.44	2,479.12
	Total income	12,932.03	12,288.33	11,719.22	47,326.67
2	Expenses:				
	Cost of goods and services procured	1,251.39	232.20	755.61	1,503.27
	(Increase)/decrease in inventories of procured goods	(298.20)	47.40	1.43	97.28
	Cost of services rendered	6,505.80	6,496.08	6,052.21	25,448.97
	Employee benefits expense (refer note 4)	2,608.35	2,585.75	2,464.29	10,748.99
	Finance cost	68.29	73.69	36.13	252.58
	Depreciation and amortization expense	178.00	159.84	123.90	588.20
	Other expenses	1,668.71	2,249.92	1,654.39	7,384.71
	Total expenses	11,982.34	11,844.88	11,087.96	46,024.00
3	Profit before share in profit/(loss) of associates, exceptional items and tax	949.69	443.45	631.26	1,302.67
4	Share in Profit/ (loss) of associates	-	-	-	-
5	Exceptional items				
	- Change in fair value of investment carried at fair value through profit and loss (refer note 8)	-	1,370.79	-	3,907.61
6	Profit/(loss) before tax	949.69	(927.34)	631.26	(2,604.94)
7	Tax expense:	248.29	185.13	183.43	648.94
	- Current tax				
	- Current year	275.81	155.64	165.66	520.58
	- Adjustment of tax related to earlier periods	-	22.85	-	37.48
	- Deferred tax				
	- Current year	(27.52)	5.96	17.31	106.32
	- Adjustment of tax related to earlier periods	-	0.68	0.46	(15.44)
8	Profit/(loss) after tax from continuing operations	701.40	(1,112.47)	447.83	(3,253.88)
B	Discontinued operations				
9	Profit/(loss) before tax from discontinued operations	(8.16)	(99.11)	(357.52)	(539.86)
10	Tax expenses from discontinued operations	-	13.79	66.12	94.76
11	Profit/(loss) after tax from discontinued operations	(8.16)	(112.90)	(423.64)	(634.62)
12	Profit/(loss) after tax	693.24	(1,225.37)	24.19	(3,888.50)
13	Other Comprehensive Income from continuing operations				
	Items that will not be reclassified to Profit or Loss	-	(6.72)	-	(12.24)
	Items that will be reclassified to Profit or Loss	-	-	-	-
	Income tax relating to items that will not be reclassified to Profit or Loss	-	(3.93)	-	(2.54)
14	Other Comprehensive Income from discontinued operations				
	Items that will not be reclassified to Profit or Loss	-	-	-	-
	Items that will be reclassified to Profit or Loss	109.46	17.22	(44.70)	82.60
15	Total Comprehensive Income for the period/ year (Comprising Profit/(loss) and Other Comprehensive Income for the period/ year)	802.70	(1,218.80)	(20.51)	(3,820.68)
16	Profit/ (loss) for the period/year	693.24	(1,225.37)	24.19	(3,888.50)
	Attributable to: Equity holders of the Parent	685.34	(1,234.31)	18.73	(3,913.95)
	Attributable to: Non-Controlling Interests	7.90	8.94	5.46	25.45
17	Other comprehensive income for the period /year	109.46	6.57	(44.70)	67.82
	Attributable to: Equity holders of the Parent	109.46	6.31	(44.71)	67.65
	Attributable to: Non-Controlling Interests	-	0.26	0.01	0.17
18	Total comprehensive income for the period/year	802.70	(1,218.80)	(20.51)	(3,820.68)
	Attributable to: Equity holders of the Parent	794.80	(1,228.00)	(25.98)	(3,846.30)
	Attributable to: Non-Controlling Interests	7.90	9.20	5.47	25.62



DiGiSPICE Technologies Limited
 Regd. Office: JA-122, 1st Floor, DLF Tower - A, Jasola District Centre, New Delhi-110025
 Email Id: complianceofficer@digispice.com, Website: www.digispice.com
 Tel: +91 11 41251965, CIN No - L72900DL1986PLC330369
 Unaudited Consolidated Financial Results for the quarter ended June 30, 2025
 (Rs. in Lakhs unless otherwise stated)

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2025					
Sl. No.	Particulars	Consolidated			
		Quarter ended		Year ended	
		June 30, 2025 (Unaudited)	March 31, 2025 (Audited) Refer Note 14	June 30, 2024 (Unaudited)	March 31, 2025 (Audited)
19	Paid up equity Share Capital (Face value of Rs.3/- each)	6,226.65	6,226.65	6,191.85	6,226.65
20	Other equity	-	-	-	15,026.24
21	Earnings Per Share (in Rs.) (Continuing operations) (of Rs. 3/- each) (Not Annualized)				
	(a) Basic	0.30	(0.48)	0.19	(1.41)
	(b) Diluted	0.30	(0.48)	0.19	(1.41)
22	Earnings Per Share (in Rs.) (Discontinued operation) (of Rs. 3/- each) (Not Annualized)				
	(a) Basic	(0.01)	(0.05)	(0.18)	(0.27)
	(b) Diluted	(0.01)	(0.05)	(0.18)	(0.27)
23	Earnings Per Share (in Rs.) (of Rs. 3/- each) (Not Annualized)				
	(a) Basic	0.29	(0.53)	0.01	(1.68)
	(b) Diluted	0.29	(0.53)	0.01	(1.68)

SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES UNDER REGULATION 33 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015					
Sl.No.	Particulars	Consolidated			
		Quarter ended		Year ended	
		June 30, 2025 (Unaudited)	March 31, 2025 (Audited) Refer Note 14	June 30, 2024 (Unaudited)	March 31, 2025 (Audited)
1	Segment revenue (net):				
	Financial Technology Services (Spice Money)	12,375.66	11,680.60	10,982.78	44,847.55
	Revenue from operations	12,375.66	11,680.60	10,982.78	44,847.55
2	Segment results -profit/ (loss) before exceptional items, interest and tax:				
	Financial Technology Services (Spice Money)	1,136.82	704.00	778.11	2,794.90
	Less: Finance cost	(68.29)	(73.69)	(36.13)	(252.58)
	Less : Other unallocable (expense) net of unallocable income	(118.84)	(186.86)	(110.72)	(1,239.65)
	Profit / (loss) before share in profit/ (loss) of associates, exceptional items and tax	949.69	443.45	631.26	1,302.67
	The entity's interest in the profit / (loss) of associates accounted for by the equity method	-	-	-	-
	Exceptional items	-	(1,370.79)	-	(3,907.61)
	Profit/(loss) from Continuing Operations before tax	949.69	(927.34)	631.26	(2,604.94)
	Profit/(loss) from Discontinued Operations before tax	(8.16)	(99.11)	(357.52)	(539.86)
3	Segment assets:				
	Financial Technology Services (Spice Money)	54,101.25	55,691.18	44,562.01	55,691.18
	Discontinued Operations	1,351.47	1,232.02	1,584.43	1,232.02
	Investment in associates accounted for by the equity method	-	-	-	-
	Unallocated	13,628.11	14,339.50	19,485.61	14,339.50
	Total	69,080.83	71,262.70	65,632.05	71,262.70
4	Segment liabilities:				
	Financial Technology Services (Spice Money)	45,232.54	47,706.03	38,637.52	47,706.03
	Discontinued Operations	1,323.59	1,305.58	1,795.70	1,305.58
	Unallocated	446.31	602.02	421.05	602.02
	Total	47,002.44	49,613.63	40,854.27	49,613.63

For and on behalf of DiGiSPICE Technologies Limited



Name: Rohit Ahuja
 Designation: Whole-time Director
 August 12, 2025
 Place: Noida



1 The above unaudited consolidated financial results of DiGiSPICE Technologies Limited (the "Holding Company") were reviewed by the Audit Committee and approved by the Board of Directors of the Holding Company in their meeting held on August 12, 2025.

2 The financial results of the following entities have been consolidated with these financial results of the Holding Company:

S.No.	Name of the entities	Relationship
1	S Global Services Pte. Ltd.	Subsidiary
2	Spice VAS Kenya Limited	Subsidiary
3	DiGiSPICE Uganda Limited	Subsidiary
4	DiGiSPICE Ghana LTD	Subsidiary
5	DiGiSPICE Zambia Limited	Subsidiary
6	DiGiSPICE Nigeria Limited	Subsidiary
7	PT Spice Digital Indonesia Limited	Subsidiary
8	Spice Digital FZCO	Subsidiary (till April 18, 2025)
9	Spice VAS (Africa) Pte. Ltd.	Subsidiary
10	DiGiSPICE Tanzania Limited	Subsidiary
11	Omnia Pte. Ltd.	Subsidiary
12	Fast Track IT Solutions Limited	Subsidiary
13	Kimaan Exports Private Limited	Subsidiary
14	DiGiSPICE Nepal Private Limited	Subsidiary
15	Spice Digital Bangladesh Limited	Subsidiary
16	E-Arth Travel Solutions Private Limited	Subsidiary
17	Vikasni Fintech Private Limited	Subsidiary
18	Spice Money Limited	Subsidiary
19	Creative Functionapps Lab Private Limited	Associate
20	Sunstone Learning Private Limited	Associate

3 The above unaudited consolidated financial results of the Holding Company have been prepared in accordance with Indian Accounting Standards notified under Companies (Indian Accounting Standard) Rules, 2015 (as amended) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. The said financial results represent the results of the Holding Company and its subsidiaries (together referred to as "the Group") and its associates for the quarter ended June 30, 2025

4 Employee benefit expense includes expense being the provision for fair value of option granted under employee stock option plans of the Group recognised in accordance with the provision of IND AS -102, which is as below:

Particulars	Quarter ended			Year ended
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
	(Unaudited)	(Audited) Refer Note 14	(Unaudited)	(Audited)
Employee benefits expense	73.57	27.70	75.17	327.21

5 During the quarter ended March 31, 2025, the subsidiary company, Spice Money Limited ("Spice Money") has received a sum of Rs. 172.12 lakhs from the Class B shareholder, corresponding to 554,007 Class B Equity shares, resulting into fully paid 554,007 Class B Equity Shares. Earlier, during the quarter ended September 30, 2024, the subsidiary company has received a sum of Rs. 97.88 lakhs from the Class B shareholder, corresponding to 315,023 Class B Equity shares, resulting into fully paid 315,023 Class B Equity Shares. Consequently, all the Class B Shares of Spice Money have become fully paid-up and an additional amount of Rs. 219.75 lakhs has been recognised under "Non controlling interests" during the year ended March 31, 2025.

6 The paid up equity share capital of the Holding Company was Rs. 7,008.69 lakhs as at June 30, 2025. However, taking a conservative interpretation of "Ind AS 32", the paid up equity share capital had been reduced by Rs. 782.04 lakhs (March 31, 2025: Rs. 782.04 lakhs) being the face value of 2,60,67,843 (March 31, 2025 - 2,60,67,843) equity shares of Rs. 3/- each held by two trusts viz. Independent Non Promoter Trust and Independent Non Promoter (Spice Employee Benefit) Trust.

7 The Board of directors of DiGiSPICE Technologies Limited, in its meeting held on April 07, 2023 approved, in principle, to exit Digital Technology Services Segment. This is in keeping with the repositioning of the overall group strategy to focus on Financial Technology Services opportunities, mainly through its subsidiary Spice Money Limited ("Spice Money") and other group entities. Consequently, Digital Technology Service Segment has been classified as discontinued operations and its results given below. On July 1, 2024, the business operations of Digital Technology Services ("DTS") got completely discontinued, except for assets held for sale/ disposal. Consequently, Digital Technology Services segment has been classified as discontinued operations and its results is given as below:

Details of discontinued operations are as under:

Particulars	Quarter ended			Year ended
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
	(Unaudited)	(Audited) Refer Note 14	(Unaudited)	(Audited)
Total income	2.83	9.04	4.68	76.88
Total expenses	10.99	108.15	362.20	616.74
Profit/(loss) before tax during the periods/years	(8.16)	(99.11)	(357.52)	(539.86)
Tax expense	-	13.79	66.12	94.76
Profit/(loss) after tax during the periods/years	(8.16)	(112.90)	(423.64)	(634.62)



DIGISPICE Technologies Limited

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Unaudited Consolidated Financial Results for the quarter ended June 30, 2025

(Rs. in Lakhs unless otherwise stated)

- 8 During the year ended March 31, 2024, S Global Services Pte. Ltd. ("SGS"), Singapore, the subsidiary of the Holding Company has invested an additional amount of Rs. 34.36 lakhs via right issue in DigiAsia Bios Pte. Ltd. ("DigiAsia"). The fair value of investment at March 31, 2024 is determined based on the right issue price, since no other basis is practically available. The original investment of Rs. 1,711.68 lakhs was earlier being carried at Nil fair value and accordingly, a gain of Rs. 3,779.64 lakhs had been recorded in SGS books of accounts for the year ended March 31, 2024.

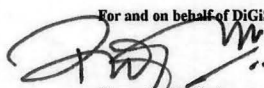
During the year ended March 31, 2025, the Group has observed significant volatility in the market share price of DigiAsia, and the market share price of DigiAsia has reduced significantly. Consequently, the Group has recognised fair value loss of Rs. 3,907.61 lakhs during the year ended March 31, 2025 (including Rs. 1,370.79 lakhs during the quarter ended March 31, 2025).

- 9 The other income includes interest on income tax refund for earlier years; which is given below:

Particulars	Quarter ended		Year ended	
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
	(Unaudited)	(Audited) Refer Note 14	(Unaudited)	(Audited)
Interest on Income tax refund	-	5.60	136.08	192.11

- 10 The Board of Directors of the Holding Company, in their meeting on August 08, 2024, approved the proposed Scheme of Amalgamation by way of merger of Spice Money Limited, E-Arth Travel Solutions Private Limited and Vikasni Fintech Private Limited (collectively referred as "Transferor Companies") with the Holding Company ("Transferee Company") subject to necessary approval from the authorities concerned, including those required, under Section 230 and 232 of the Companies Act 2013 ("the Scheme"). Subsequent to the Scheme becoming effective, upon approval of the Scheme by NCLT and any other regulatory authorities, the Transferor Companies shall cease to exist, and the business operation shall continue under the Transferee Company. Pending such approval, the consolidated financial results of the Group for the quarter ended June 30, 2025 are presented without giving effect to the Scheme.
- 11 The Board of Directors of the Holding Company in their meeting held on May 30, 2025 decided not to proceed further with proposed acquisition of 99.91% of the equity share capital of SpiceBulls Investments Limited, a Non-Banking Financial Company. The Acquisition was approved at an earlier meeting of Board of Directors held on May 16, 2024, subject to regulatory approvals.
- 12 During the quarter ended June 30, 2025, the Holding Company acquired an additional 1.94% stake in its subsidiary, Spice Money Limited, from non-controlling interest holder on April 25, 2025, for a consideration of Rs. 449.90 lakhs. Consequently, "Non controlling interest" has been reduced by Rs. 242.46 lakhs during the quarter ended June 30, 2025.
- 13 During the quarter ended June 30, 2025, Spice Digital FZCO, a step-down subsidiary of the Holding Company has been wound-up and dissolved on April 18, 2025. Consequently, Spice Digital FZCO has ceased to be a wholly owned step-down subsidiary of the Holding Company.
- 14 This financial results for the quarter ended March 31, 2025, are derived as balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the third quarter of the respective financial year, which were subjected to a limited review by statutory auditors.

For and on behalf of DIGISPICE Technologies Limited



Name: Rohit Ahuja
Designation: Whole-time Director
August 12, 2025
Place: Noida

