

August 30, 2021

**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.: Intimation of Joint Venture under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is to inform you that the Board of directors in its meeting held today i.e. on 30<sup>th</sup> August, 2021 has decided to execute a Shareholders' Agreement to form a Joint Venture with 'Tarya Fintech Holdings Limited' (Tarya), a part of Israel's leading fintech group, for 'Lending Technology Platform' and other Technology Services business. The proposed Joint Venture, through a Company to be incorporated (JVC), will have shareholding with DiGiSPICE and Spice Money Ltd, a subsidiary of Company (combined holding 51%) and Tarya (49%) and on incorporation will become a subsidiary of the Company.

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requisite information is enclosed herewith as Annexure 'A'.

You are requested to kindly take the above on record and oblige.

Thanking you.

Yours faithfully,  
for **DiGiSPICE Technologies Limited**



**(M. R. Bothra)**  
Vice President - Corporate Affairs &  
Company Secretary



Encl.: as above

**Details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

S. No.	Particulars	Details
a)	Name(s) of parties with whom the agreement is entered	DiGiSpice Technologies Limited (Company), Tarya Fintech Holdings Limited (Tarya), a part of Israel's leading fintech group and Spice Money Limited (Spice Money), a subsidiary of the Company.
b)	Purpose of entering into the agreement	Entering into a Joint Venture for lending Technology platform & other technology services Business through a Company to be incorporated (JVC)
c)	Shareholding, if any, in the entity with whom the agreement is executed	Spice Money is a subsidiary of the Company and there is no holding of the Company in Tarya.
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The proposed shareholding of the JVC shall be as follows:</p> <ul style="list-style-type: none"> <li>• DiGiSPICE and Spice Money (together)– 51%,</li> <li>• Tarya – 49%.</li> </ul> <p>Tarya shall be entitled to appoint one director to the Board and the Company and Spice Money, in aggregate, shall be entitled to appoint two directors on the Board of JVC.</p> <p>All material decisions (including any change in the capital structure) will be taken jointly by the parties to the Shareholders' Agreement.</p>
e)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Spice Money is a subsidiary of the Company.
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Not a related party transaction.
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Initial Issue of Equity Shares at face value by JVC to the parties.
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	<p>Details of nominee on the board of directors of the listed entity: N.A.</p> <p>No potential conflict of interest arising out of this agreement.</p>
i)	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	N.A.

