

Date: **November 11, 2022**

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

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,

In compliance with Regulations 30 and 33 read with Schedule III of the Companies Act, 2013 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 a meeting of the Board of Directors of the Company was held today i.e. Friday, 11th November, 2022 and the Board *inter-alia* considered and approved the following matters:

1. the Un-audited Financial Results (Standalone and Consolidated) for the quarter and half year ended 30th September 2022, as recommended by the Audit Committee.

The above mentioned Financial Results alongwith Limited Review Reports (Standalone and Consolidated) issued by M/s. Singhi & Co., Chartered Accountants, the Statutory Auditors of the Company are attached as **Annexure – I**;

The said Financial Results have been reviewed by the Audit Committee in its meeting held on 11th November, 2022.

The extract of the above mentioned Financial Results are being published in the newspaper(s) in accordance with Regulation 47 of the Listing Regulations.

2. Appointment of Mr. Chandrachur Ghosh as the Chief Executive Officer designated as the Whole Time Key Managerial Personnel of the Company in terms of provisions of Section 203 of the Companies Act, 2013 with effect from 14th November, 2022, as recommended by the Nomination and Remuneration Committee.

We are enclosing the requisite details as required in connection with the aforesaid appointment as **Annexure II**.

The Meeting of the Board of Directors of the Company commenced at 4.20 p.m. (IST) and concluded at 7:40 p.m. (IST).

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

You are requested to kindly take the aforesaid information on record.

Thanking you.

Yours faithfully,
for **DiGiSPICE Technologies Limited**

(Ruchi Mehta)
Company Secretary & Compliance Officer
Encl: as above

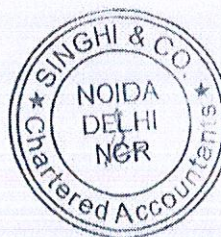
Independent Auditor's Review Report on the Unaudited Standalone Financial Results for quarter and half year ended September 30, 2022 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended.

To the Board of Directors of DiGiSPICE Technologies Limited

We have reviewed the accompanying statement of unaudited standalone financial results ("Statement") of DiGiSPICE Technologies Limited ("the Company") for the quarter and half year ended September 30, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.

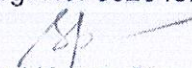
We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement read with notes therein, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Place: Noida (Delhi-NCR)
Date: November 11, 2022

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E


Bimal Kumar Sipani
Partner

Membership No. 088926
UDIN: 22088926BCWD5G4711

DIGISPICE Technologies Limited

Regd. Office : 622, 6th Floor, DLF Tower A Jasola Distt. 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 and half year ended Sept 30, 2022

(Rs. In Lakhs)

| STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPT 30, 2022 | | | | | | | |
|---|---|-----------------|-----------------|-----------------|-----------------|-----------------|------------------|
| Sl.No. | Particulars | Standalone | | | | | |
| | | 3 months ended | | | 6 Month Ended | | Year ended |
| | | 30.09.2022 | 30.06.2022 | 30.09.2021 | 30.09.2022 | 30.09.2021 | 31.03.2022 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) | |
| 1 | Income | | | | | | |
| | Revenue from operations | 1,354.19 | 809.02 | 2,920.68 | 2,163.21 | 5,058.62 | 11,252.30 |
| | Other Income | 401.51 | 80.48 | 187.40 | 481.99 | 324.42 | 807.72 |
| | Total Income | 1,755.70 | 889.50 | 3,108.08 | 2,645.20 | 5,383.04 | 12,060.02 |
| 2 | Expenses:- | | | | | | |
| | Cost of goods and services procured | 18.54 | 18.08 | 31.31 | 36.62 | 60.53 | 121.41 |
| | Cost of services rendered | 856.53 | 419.24 | 1,984.85 | 1,275.77 | 3,592.34 | 8,683.81 |
| | Employee benefits expense (Refer note 2) | 558.93 | 524.97 | 435.37 | 1,083.90 | 922.17 | 1,812.38 |
| | Other expenses | 444.54 | 380.11 | 465.65 | 824.65 | 757.78 | 1,407.79 |
| | Depreciation and Amortization expense | 63.94 | 210.56 | 61.60 | 274.50 | 125.53 | 257.00 |
| | Finance costs | 10.53 | 3.82 | 24.82 | 14.35 | 48.88 | 94.01 |
| | Total expenses | 1,953.01 | 1,556.78 | 3,003.60 | 3,509.79 | 5,507.23 | 12,376.40 |
| 3 | Profit / (Loss) before exceptional items and tax | -197.31 | -667.28 | 104.48 | -864.59 | -124.19 | -316.38 |
| 4 | Exceptional items | - | - | - | - | - | - |
| 5 | Profit/(Loss) before tax | -197.31 | -667.28 | 104.48 | -864.59 | -124.19 | -316.38 |
| 6 | Tax expense: | 100.00 | - | - | 100.00 | 8.25 | 68.64 |
| | (1) Current tax | - | - | - | - | 8.25 | 10.25 |
| | (2) Income tax adjustments for earlier years | - | - | - | - | - | 58.39 |
| | (3) Deferred tax | 100.00 | - | - | 100.00 | - | - |
| 7 | Profit/(Loss) after tax | -297.31 | -667.28 | 104.48 | -964.59 | -132.44 | -385.02 |
| 8 | Other Comprehensive Income | - | - | - | - | - | - |
| | Items that will not be reclassified to Profit or Loss | - | - | - | - | - | 27.73 |
| | Items that will be reclassified to Profit or Loss | - | - | - | - | - | - |
| | 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) | -297.31 | -667.28 | 104.48 | -964.59 | -132.44 | -357.29 |
| 10 | Paid up Equity Share Capital (Face value of Rs.3/- each) | 6,163.91 | 6,149.57 | 6,090.41 | 6,163.91 | 6,090.41 | 6,146.00 |
| 11 | Other Equity | | | | | | 15,741 |
| 12 | Earnings Per Share (in Rs.) (of Rs. 3/- each) (Not Annualized except for the year end) | | | | | | |
| | (a) Basic | (0.13) | (0.29) | 0.05 | (0.42) | (0.06) | (0.17) |
| | (b) Diluted | (0.13) | (0.29) | 0.04 | (0.42) | (0.06) | (0.17) |



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Notes :

- 1 The above results were reviewed by the Audit Committee in its meeting held on November 11,2022 and approved by the Board of Directors in its meetings held on November 11,2022. The results have been subjected to limited review by the statutory auditors. The financial results are in accordance with the Indian Accounting Standards ("IND AS") as prescribed under Section 133 of Companies Act, 2013 read with relevant rules made thereunder.
- 2 Employee benefit expense towards the provision for fair value of options granted under Employee Stock option plan 2018 of the Company recognised in accordance with the provisions of IND AS 102, for the quarter ending Sept 30,2022 is Rs 45.72 (previous quarter (Rs. Nil), and previous year is (Rs. 27.36 Lakhs)'. During the current quarter, the Company has further granted an aggregate of 25,25,000 stock options to certain employees under the Employee Stock Options Plan, 2018.
- 3 The Company's business activities fall within a single operating segment viz. " Digital Technology Services (DigiSpice)" and accordingly, the disclosure requirement of Indian Accounting Standard (Ind AS-108), 'Operating Segments ' prescribed under Section 133 of the Companies Act, 2013 read with the relevant Rules issued thereunder is not applicable.
- 4 The paid up equity share capital of the Company is Rs. 6,945.94 Lakhs. 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, 2022 - Rs. 782.04 Lakhs) being the face value of 26,067,843 (March 31, 2022 - 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.
- 5 Current year tax expense includes provisions for current income taxes and taxes paid in foreign.
- 6 Previous period's figures have been regrouped and/or recasted, wherever considered necessary to conform to the current period presentation.

Dated : November 11, 2022
Place : Noida



By order of Board
DigiSpice Technologies Limited

Rohit Ahuja
Executive Director





DiGISPICE Technologies Limited
Statement of Assets And Liabilities as on September 30, 2022

(Rs. In Lakhs)

| S.No. | Particulars | Standalone | Standalone |
|----------|--|---------------------------|-------------------------|
| | | As at | As at |
| | | 30.09.2022 (Unaudited) | 31.03.2022 (Audited) |
| A | Assets | | |
| 1 | Non Current assets | | |
| | (a) Property, plant and equipment | 355.06 | 518.28 |
| | (b) Right of Use Assets | 112.18 | 114.27 |
| | (c) Capital work in progress | - | - |
| | (d) Investment property | 1,334.90 | 1,380.68 |
| | (e) Other intangible assets | 430.50 | 490.13 |
| | (f) Intangible assets under development | - | 11.85 |
| | (g) Financial assets | | |
| | (i) Investments | 11,611.85 | 11,580.55 |
| | (ii) Loans | 1.14 | 1.08 |
| | (iii) Other financial assets | 805.13 | 1,904.19 |
| | (h) Deferred tax Assets | 1,543.22 | 1,643.22 |
| | (i) Non current tax assets (Net) | 2,794.69 | 2,716.47 |
| | (j) Other Non current assets | 0.15 | 0.41 |
| | Total Non-Current Assets | 18,988.82 | 20,361.13 |
| 2 | Current Assets | | |
| | (a) Financial assets | | |
| | (i) Investments | - | - |
| | (ii) Trade receivables | 2,717.50 | 3,027.72 |
| | (iii) Cash and cash equivalent | 734.80 | 1,323.17 |
| | (iv) Bank balance other than (iii) above | 2,640.48 | 2,015.77 |
| | (v) Loans | 0.96 | 1.62 |
| | (vi) Other financial assets | 481.33 | 244.43 |
| | (b) Other current assets | 34.90 | 67.99 |
| | Total Current Assets | 6,609.97 | 6,680.70 |
| | Total Assets | 25,598.79 | 27,041.83 |
| B | EQUITY AND LIABILITIES | | |
| 1 | Equity | | |
| | (a) Equity share capital | 6,163.91 | 6,146.00 |
| | (b) Other equity | 14,877.78 | 15,741.46 |
| | Total Equity | 21,041.69 | 21,887.46 |
| 2 | Non Current Liabilities | | |
| | (a) Financial liabilities | | |
| | (i) Borrowings | - | - |
| | (ii) Other financial liabilities | 13.13 | 13.13 |
| | (b) Provisions | 252.91 | 297.65 |
| | (c) Other Non Current liabilities | - | - |
| | Total Non-Current Liabilities | 266.04 | 310.78 |
| 3 | Current Liabilities | | |
| | (a) Financial liabilities | | |
| | (i) Borrowings | 1,083.05 | - |
| | (ii) Trade and other payables | | |
| | - total outstanding dues of micro and small enterprises | 8.40 | 5.04 |
| | - total outstanding dues of creditors other than micro and small enterprises | 2,711.87 | 4,303.46 |
| | (iii) Other financial liabilities | 315.15 | 349.56 |
| | (b) Other liabilities | 31.24 | 31.24 |
| | (c) Provisions | 141.35 | 154.29 |
| | Total Current Liabilities | 4,291.06 | 4,843.59 |
| | Total EQUITY AND LIABILITIES | 25,598.79 | 27,041.83 |



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Standalone Cash Flows Statement for the period ended Sept 30, 2022:

(Rs. In Lakhs)

| Notes | For the period ended September 30, 2022 | For the period ended September 30, 2021 |
|--|--|--|
| | (Unaudited) | (Unaudited) |
| CASH FLOWS FROM / (USED IN) OPERATING ACTIVITIES | | |
| Profit/(Loss) before tax | -864.59 | -124.19 |
| Adjustments for : | | |
| Exceptional items | | |
| intangible assets under development written off | 11.85 | - |
| Depreciation and amortisation expense | 274.50 | 125.53 |
| (Profit)/Loss on disposal of property, plant and equipment (net) | - | - |
| Employee ESOP Compensation | 45.72 | -20.46 |
| Interest income | -113.26 | -104.71 |
| Dividend Income | -165.00 | - |
| Unclaimed balances written back (net) | - | -61.09 |
| Net Rental (Income)/Expense on investment properties | -51.42 | -101.97 |
| Interest expense | 14.35 | 48.88 |
| Bad debts written off | - | - |
| Provision for doubtful rent and other receivables | 6.92 | 37.01 |
| Provision for Loss Allowances | - | 210.39 |
| Reversal of provision for loss allowances | -102.92 | - |
| Operating (loss) before working capital changes | -943.85 | 9.39 |
| Movements in working capital: | | |
| (Increase)/Decrease in trade receivables | 413.14 | 221.90 |
| (Increase)/Decrease in other receivables | 1,110.21 | 246.43 |
| Increase/(Decrease) in trade payables | -1,602.58 | -355.77 |
| Increase/(Decrease) in other payable | -50.64 | 58.36 |
| Increase/(Decrease) in provisions | -44.74 | -27.67 |
| Cash (used in) operations | -1,118.46 | 152.64 |
| Direct taxes paid (net of refunds) | -127.54 | -60.96 |
| Net cash (used in) operating activities (A) | -1,246.00 | 91.68 |
| CASH FLOWS FROM / (USED IN) INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment (including capital work in progress and capital advances) | -3.80 | - |
| Purchase of intangible assets (Including intangible assets under development) | - | -204.96 |
| Proceeds from disposal of property, plant and equipment | - | - |
| Investment in subsidiary | -31.30 | -1,320.42 |
| Loans repaid by a body corporate | - | 142.65 |
| Change in loan/money receivable from a subsidiary company | - | - |
| Rental Income/(Expense) on investment property | 51.42 | 101.97 |
| Interest received | 113.26 | 181.32 |
| Net Movement in Fixed deposits | -621.05 | 1,258.66 |
| Net cash from investing activities (B) | -491.47 | 159.22 |
| CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | |
| Proceeds/(repayment) from current borrowings (net) | 1,083.05 | -447.52 |
| Proceeds from share capital issued | 17.90 | 20.56 |
| Securities premium received on share capital issued | 61.17 | 70.25 |
| Interest paid | -14.35 | -48.88 |
| Share Application Money received | 1.33 | 57.37 |
| Net cash from financing activities (C) | 1,149.10 | -348.22 |
| Net Increase/(decrease) in cash and cash equivalents (A + B + C) | -588.37 | -97.32 |
| Cash and cash equivalents at the beginning of the year | 1,323.17 | 830.82 |
| Cash and cash equivalents at the end of the year | 734.80 | 733.50 |



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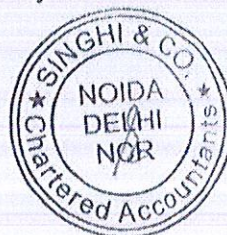
Independent Auditor's Review Report on unaudited consolidated financial results for the quarter and half year ended September 30, 2022 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

To Board of Directors of DiGiSPICE Technologies Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of DiGiSPICE Technologies Limited ('the Company/Parent') and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of net loss after tax and total comprehensive Income of its associates for the quarter and half year ended September 30, 2022, ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. 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. 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 circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the entities as mentioned in Annexure 1.
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 the other firm of chartered accountants and other auditor referred to in the paragraph 6 & 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement read with notes therein, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

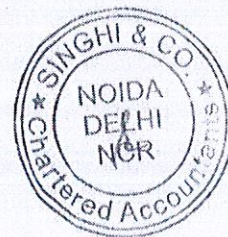


6. We did not review the interim consolidated financial results of a foreign subsidiary (consolidated with fourteen step down subsidiaries) included in the unaudited consolidated financial results; whose interim consolidated financial results reflect total asset of Rs. 4,355 lakhs as at September 30, 2022, consolidated revenue from operation of Rs. 447 lakhs and Rs. 960 lakhs, consolidated net Loss after tax of Rs. 310 lakhs and Rs. 227 lakhs and consolidated total comprehensive income of Rs. (291) lakhs and Rs. (227) lakhs for the quarter and half year ended September 30, 2022 respectively and Net cash inflow of Rs. 281 lakhs for the half year ended September 30, 2022. This interim consolidated financial result was reviewed by other firm of chartered accountants whose report has been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on report of the other firm of chartered accountants and procedures performed by us as stated in paragraph 3 above.
7. We did not review the interim financial results of a subsidiary included in the unaudited consolidated financial results; whose interim financial results reflect total asset of Rs. 1,213 lakhs as at September 30, 2022, revenue from operation of Rs. nil and Rs. nil, net Loss after tax of Rs. 51 lakhs and Rs. 84 lakhs and total comprehensive income of Rs. (51) lakhs and Rs. (84) lakhs for the quarter and half year ended September 30, 2022 respectively and Net cash outflow of Rs. 28 lakhs for the half year ended September 30, 2022. This interim financial result was reviewed by other auditor whose report has been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on report of the other auditor and procedures performed by us as stated in paragraph 3 above.

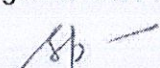
Our conclusion on the Statement is not modified in respect of the above matters.

8. The unaudited consolidated financial results include the interim financial results of seven subsidiaries (including three foreign subsidiaries) which have not been reviewed by their auditors, whose interim financial results reflect total asset of Rs. 2,091 lakhs as at September 30, 2022, revenue from operation of Rs. 1 lakh and Rs. 1 lakh, net profit after tax of Rs. 50 lakhs and Rs. 16 lakhs and total comprehensive income of Rs. 70 lakhs and Rs. 53 lakhs for the quarter and half year ended September 30, 2022 respectively and Net cash outflow of Rs 67 lakhs for the half year ended September 30, 2022. The unaudited consolidated financial results also include the Group's share of net profit/(loss) after tax of Rs. 2 lakhs and Rs. (5) lakhs and total comprehensive income of Rs. 2 lakhs and Rs. (5) lakhs for the quarter and half year ended September 30, 2022, as considered in the unaudited consolidated financial results, in respect of two associates, based on their interim financial results which have not been reviewed by their auditors. 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 is not modified in respect of the above matter.



For Singhi and Co.
Chartered Accountants
Firm Reg. No. 302049E


Bimal Kumar Sipani
Partner

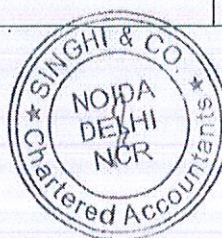
Membership No. 088926

UDIN: 22088926BCWEGQ3812

Place: Noida (Delhi-NCR)
Date: November 11, 2022

Annexure-1 to our report dated November 11, 2022 on the unaudited consolidated financial results for the quarter and half year ended September 30, 2022 (DiGiSPICE Technologies Limited)

| S. No. | Name of Entity | Relationship |
|--------|---|---------------------------------------|
| 1. | S Global Services Pte limited | Subsidiary |
| 2. | Spice VAS Kenya Limited | Subsidiary |
| 3. | Digispice Uganda Limited (Formerly known as Spice VAS Uganda Limited) | Subsidiary |
| 4. | Digispice Ghana LTD (Formerly known as Spice VAS Ghana Limited) | Subsidiary |
| 5. | Digispice Zambia Limited (Formerly known as Spice VAS Zambia Limited) | Subsidiary |
| 6. | Digispice Nigeria Limited (Formerly known as Spice Digital Nigeria Limited) | Subsidiary |
| 7. | PT Spice Digital Indonesia | Subsidiary |
| 8. | Spice Digital FZCO | Subsidiary |
| 9. | Beoworld SDN BHD | Subsidiary |
| 10. | S Mobility Pte Limited | Subsidiary |
| 11. | Spice VAS (Africa) Pte Limited | Subsidiary |
| 12. | Digispice Tanzania Limited (Formerly known as Spice VAS Tanzania Limited) | Subsidiary |
| 13. | Spice VAS RDC Limited | Subsidiary |
| 14. | Omnia Pte Limited | Subsidiary |
| 15. | Fast Track IT Solutions Limited | Subsidiary |
| 16. | Kimaan Exports Private Limited | Subsidiary |
| 17. | Digispice Nepal Private Limited | Subsidiary |
| 18. | Spice Digital Bangladesh Limited | Subsidiary |
| 19. | Hindustan Retail Private Limited | Subsidiary |
| 20. | New Spice Sales and Solutions Limited | Subsidiary |
| 21. | Cellucom Retail India Private Limited | Subsidiary |
| 22. | E-Arth Travel Solutions Private Limited | Subsidiary (w.e.f. August 6, 2021) |
| 23. | S Mobility (HK) Limited | Subsidiary |
| 24. | Vikasni Fintech Private Limited | Subsidiary (w.e.f. November 01, 2021) |
| 25. | Spice Money Limited | Subsidiary |
| 26. | Creative Function Apps Labs Private Limited | Associate |
| 27. | Sunstone Learning Private Limited | Associate |



Unaudited Consolidated Financial Results for the quarter and six months period ended September 30, 2022

(Rs. In Lakhs)

| STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2022 | | | | | | | |
|--|---|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-------------------------|
| Sl.No. | Particulars | Consolidated | | | | | 31.03.2022 (Audited) |
| | | 3 months ended | | | 6 months ended | | |
| | | 30.09.2022 (Unaudited) | 30.06.2022 (Unaudited) | 30.09.2021 (Unaudited) | 30.09.2022 (Unaudited) | 30.09.2021 (Unaudited) | |
| 1 | Income | | | | | | |
| | Revenue from operations | 25,670.15 | 26,330.16 | 23,668.43 | 52,000.31 | 46,534.65 | 99,060.62 |
| | Other Income | 445.05 | 416.84 | 415.67 | 861.89 | 687.31 | 2,070.14 |
| | Total Income | 26,115.20 | 26,747.00 | 24,084.10 | 52,862.20 | 47,221.96 | 1,01,130.76 |
| 2 | Expenses: | | | | | | |
| | Cost of goods and services procured | 13,499.61 | 14,319.09 | 12,168.10 | 27,818.70 | 25,117.11 | 50,151.49 |
| | (Increase) / Decrease in inventories of procured goods | (77.70) | (163.49) | (358.68) | (241.19) | (293.80) | (162.28) |
| | Cost of services rendered | 7,631.57 | 7,209.25 | 7,559.93 | 14,840.82 | 14,238.04 | 32,215.92 |
| | Employee benefits expense (Refer note 3) | 2,940.05 | 2,778.19 | 1,835.03 | 5,718.24 | 3,498.28 | 8,472.47 |
| | Other expenses | 2,264.99 | 2,138.24 | 1,710.34 | 4,403.23 | 3,129.65 | 6,920.42 |
| | Depreciation and Amortization expense | 600.17 | 709.00 | 443.72 | 1,309.17 | 864.18 | 1,989.95 |
| | Finance costs | 15.11 | 13.07 | 30.63 | 28.18 | 58.08 | 117.82 |
| | Total expenses | 26,873.80 | 27,003.35 | 23,389.07 | 53,877.15 | 46,611.54 | 99,705.79 |
| 3 | Profit / (Loss) before share in profit/ (loss) of associates, exceptional items and tax | (758.60) | (256.35) | 695.03 | (1,014.95) | 610.42 | 1,424.97 |
| 4 | Share in Profit/ (Loss) of Associates | 2.06 | (6.68) | (8.03) | (4.62) | (1.19) | (10.81) |
| 5 | Exceptional items | | | | | | |
| | Charges imposed by RBI | - | - | - | - | - | 100.00 |
| 6 | Profit / (Loss) before tax | (756.54) | (263.03) | 687.00 | (1,019.57) | 609.23 | 1,314.16 |
| 7 | Tax expense: | 127.29 | 144.01 | 270.33 | 271.30 | 397.47 | 673.95 |
| | (1) Current tax | 49.89 | 83.31 | 236.33 | 133.20 | 342.81 | 492.50 |
| | (2) Income tax adjustments for earlier years | (0.07) | (6.74) | (34.27) | (6.81) | (34.27) | (84.57) |
| | (3) Deferred tax | 77.47 | 67.44 | 68.27 | 144.91 | 88.93 | 266.02 |
| 8 | Profit/(Loss) after tax from continuing operations | (883.83) | (407.04) | 416.67 | (1,290.87) | 211.76 | 640.21 |
| 9 | Profit / (Loss) before tax from Discontinued Operations | (2.57) | (2.13) | 0.06 | (4.70) | (11.69) | 29.77 |
| 10 | Tax expenses from Discontinued Operations | - | - | - | - | - | - |
| 11 | Profit/(Loss) after tax from Discontinued Operations | (2.57) | (2.13) | 0.06 | (4.70) | (11.69) | 29.77 |
| 12 | Profit/(Loss) after tax | (886.40) | (409.17) | 416.73 | (1,295.57) | 200.07 | 669.98 |
| 13 | Other Comprehensive Income from continuing operations | | | | | | |
| | Items that will not be reclassified to Profit or Loss | - | - | - | - | - | 36.95 |
| | Items that will be reclassified to Profit or Loss | 55.95 | 15.69 | (5.86) | 71.64 | 31.39 | (114.43) |
| | Income Tax relating to items that will not be reclassified to Profit or Loss | - | - | - | - | - | (2.57) |
| 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 | - | - | - | - | - | - |
| 15 | Total Comprehensive Income for the period/ year (Comprising Profit / (Loss) and Other Comprehensive Income for the period/ year) | (830.45) | (393.48) | 410.87 | (1,223.93) | 231.46 | 589.93 |
| 16 | Profit/ (Loss) for the period/year | (886.40) | (409.17) | 416.73 | (1,295.57) | 200.07 | 669.98 |
| | Attributable to: Equity holders of the Parent | (819.39) | (434.24) | 398.33 | (1,253.63) | 156.19 | 542.44 |
| | Attributable to: Non-Controlling Interests | (67.01) | 25.07 | 18.40 | (41.94) | 43.88 | 127.54 |
| 17 | Other comprehensive income for the period /year | 55.95 | 15.69 | (5.86) | 71.64 | 31.39 | (80.05) |
| | Attributable to: Equity holders of the Parent | 94.95 | 17.44 | 24.11 | 112.39 | 55.46 | (20.42) |
| | Attributable to: Non-Controlling Interests | (39.00) | (1.75) | (29.97) | (40.75) | (24.07) | (59.63) |
| 18 | Total comprehensive income for the period/year | (830.45) | (393.48) | 410.87 | (1,223.93) | 231.46 | 589.93 |
| | Attributable to: Equity holders of the Parent | (724.44) | (416.80) | 422.45 | (1,141.24) | 211.65 | 522.02 |
| | Attributable to: Non-Controlling Interests | (106.01) | 23.32 | (11.58) | (82.69) | 19.81 | 67.91 |
| 19 | Paid up Equity Share Capital (Face value of Rs.3/- each) | 6,163.91 | 6,149.57 | 6,090.41 | 6,163.91 | 6,090.41 | 6,146.00 |
| 20 | Other Equity | | | | | | 18,580.88 |
| 21 | Earnings Per Share (in Rs.) (Continuing operations) (of Rs. 3/- each) (Not Annualized) | | | | | | |
| | (a) Basic | (0.35) | (0.19) | 0.17 | (0.54) | 0.07 | 0.23 |
| | (b) Diluted | (0.35) | (0.19) | 0.17 | (0.54) | 0.07 | 0.22 |
| 22 | Earnings Per Share (in Rs.) (Discontinued operation) (of Rs. 3/- each) (Not Annualized) | | | | | | |
| | (a) Basic | (0.00) | (0.00) | 0.00 | (0.00) | (0.01) | 0.01 |
| | (b) Diluted | (0.00) | (0.00) | 0.00 | (0.00) | (0.00) | 0.01 |
| 23 | Earnings Per Share (in Rs.) (of Rs. 3/- each) (Not Annualized) | | | | | | |
| | (a) Basic | (0.35) | (0.19) | 0.17 | (0.54) | 0.07 | 0.24 |
| | (b) Diluted | (0.35) | (0.19) | 0.17 | (0.54) | 0.07 | 0.23 |



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SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES UNDER REGULATION 33 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

(Rs. In Lakhs)

| Sl.No. | Particulars | Consolidated | | | | | 31.03.2022 |
|----------|---|------------------|------------------|------------------|-------------------|------------------|------------------|
| | | 3 months ended | | | 6 months ended | | |
| | | 30.09.2022 | 30.06.2022 | 30.09.2021 | 30.09.2022 | 30.09.2021 | |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) | |
| 1 | Segment Revenue (Net): | | | | | | |
| | Digital Technology Services (DiGiSPICE) | 1,712.65 | 1,232.44 | 3,375.32 | 2,945.09 | 6,035.34 | 13,298.40 |
| | Financial Technology Services (Spice Money) | 23,976.83 | 25,118.97 | 20,308.16 | 49,095.80 | 40,536.36 | 85,823.61 |
| | Less : Intra Segment Revenue | (19.33) | (21.25) | (15.05) | (40.58) | (37.05) | (61.39) |
| | Revenue from Operations | 25,670.15 | 26,330.16 | 23,668.43 | 52,000.31 | 46,534.65 | 99,060.62 |
| 2 | Segment Results -Profit/ (Loss) before tax and Interest: | | | | | | |
| a | Digital Technology Services (DiGiSPICE) | (500.72) | (529.75) | 73.00 | (1,030.47) | (263.80) | (376.98) |
| b | Financial Technology Services (Spice Money) | (200.24) | 359.12 | 755.20 | 158.88 | 1,121.03 | 2,079.88 |
| | Less: Finance costs | (15.11) | (13.07) | (30.63) | (28.18) | (58.08) | (117.82) |
| | Less : Other unallocable (expense) net of unallocable income | (42.50) | (72.65) | (102.55) | (115.15) | (188.74) | (160.11) |
| | Profit / (Loss) before share in profit/ (loss) of associates, exceptional items and tax | (758.57) | (256.35) | 695.02 | (1,014.92) | 610.41 | 1,424.97 |
| | The entity's interest in the profit/ (loss) of associates accounted for by the equity method | 2.06 | (6.68) | (8.03) | (4.62) | (1.19) | (10.81) |
| | Exceptional items | - | - | - | - | - | (100.00) |
| | Profit/(Loss) from Continuing Operations | (756.54) | (263.03) | 687.00 | (1,019.57) | 609.23 | 1,314.16 |
| | Profit/(Loss) from Discontinued Operation | (2.57) | (2.13) | 0.06 | (4.70) | (11.69) | 29.77 |
| | Profit/(Loss) before tax including Discontinued Operation | (759.11) | (265.16) | 687.06 | (1,024.27) | 597.54 | 1,343.93 |
| 3 | Segment Assets: | | | | | | |
| | Digital Technology Services (DiGiSPICE) | 6,921.40 | 5,807.10 | 9,011.67 | 6,921.40 | 9,011.67 | 8,130.05 |
| | Financial Technology Services (Spice Money) | 32,859.25 | 41,085.03 | 28,502.07 | 32,859.25 | 28,502.07 | 43,516.92 |
| | Discontinued Operation | 370.68 | 404.03 | 421.36 | 370.68 | 421.36 | 405.54 |
| | Investment in associates accounted for by the equity method | 45.50 | 43.44 | 48.93 | 45.50 | 48.93 | 39.31 |
| | Unallocated | 25,577.80 | 20,090.16 | 20,242.56 | 25,577.80 | 20,242.56 | 17,955.20 |
| | Total | 65,774.63 | 67,429.76 | 58,226.59 | 65,774.63 | 58,226.59 | 70,047.02 |
| 4 | Segment Liabilities: | | | | | | |
| | Digital Technology Services (DiGiSPICE) | 5,315.71 | 4,983.13 | 5,649.20 | 5,315.71 | 5,649.20 | 6,473.51 |
| | Financial Technology Services (Spice Money) | 34,521.78 | 36,596.77 | 25,738.84 | 34,521.78 | 25,738.84 | 37,368.70 |
| | Discontinued Operation | 264.87 | 276.50 | 310.49 | 264.87 | 310.49 | 279.42 |
| | Unallocated | 1,623.75 | 669.70 | 1,823.47 | 1,623.75 | 1,823.47 | 594.68 |
| | Total | 41,726.11 | 42,526.10 | 33,522.00 | 41,726.11 | 33,522.00 | 44,716.31 |

Notes :

- The above results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 11th November 2022. The results have been subjected to limited review by the statutory auditors. The financial results are in accordance with the Indian Accounting Standards ("IND AS") as prescribed under Section 133 of Companies Act, 2013 read with relevant rules made thereunder.
- The Consolidated Financial results for the six months period ended on September 30, 2022 represents consolidated results of the Company, its Subsidiaries and Associates.
- Employee benefit expense for the current quarter ended September 30, 2022 includes Rs. 47.72 Lakhs (Previous quarter - Rs. 37.58 Lakhs, previous year - Rs. 121.58 Lakhs) being the provision for fair value of Options granted under Employee Stock Option Plans of the Company and a Subsidiary recognised in accordance with the provisions of IND AS 102.
- The paid up equity share capital of the Company was Rs. 6,945.94 Lakhs as at September 30, 2022. 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, 2022 - Rs. 782.04 Lakhs) being the face value of 26,067,843 (March 31, 2022 - 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 .
- Current year tax expense includes provisions for current income taxes and taxes paid in foreign.
- From the previous quarter, the Company has decided to include interest income on deposits made against the money received in the normal course of business to reflect the appropriate measurement of segment results of fin-tech business, accordingly previous periods/year figures have been reinstated.
- S Mobility Pte. Ltd., a foreign subsidiary, has been struck off from the register Accounting and Corporate Regulatory Authority (ACRA), Singapore and ceased to exist from July 04,2022 .



By order of the Board

DiGiSPICE Technologies Limited

[Signature]
Rohit Ahuja
Executive Director

Dated : November 11, 2022
Place : Noida

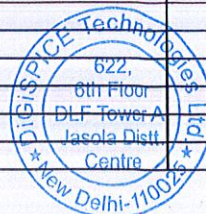
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Statement of Assets And Liabilities

(Rs. In Lakhs)

| S.No. | Particulars | Consolidated | |
|----------|--|---------------------------|-------------------------|
| | | As at | As at |
| | | 30.09.2022 (unaudited) | 31.03.2022 (Audited) |
| A | Assets | | |
| 1 | Non Current assets | | |
| | (a) Property, plant and equipment | 1,846.39 | 2,422.67 |
| | (b) Capital work in progress | 588.89 | 363.18 |
| | (c) Right of Use Assets | 380.73 | 375.16 |
| | (d) Investment property | 1,323.97 | 1,380.68 |
| | (e) Goodwill on consolidation | 5,188.21 | 5,179.46 |
| | (f) Other intangible assets | 814.20 | 1,030.49 |
| | (g) Intangible assets under development | 110.93 | 11.85 |
| | (h) Investment in an associates and a joint venture | 45.50 | 39.31 |
| | (i) Financial assets | | |
| | (i) Investments | 5.00 | 5.00 |
| | (ii) Loans | 37.47 | 10.69 |
| | (iii) Other financial assets | 5,433.91 | 3,880.59 |
| | (j) Deferred tax assets | 2,361.29 | 2,500.88 |
| | (k) Other non current assets | 507.48 | 105.50 |
| | (l) Non current tax assets | 5,621.27 | 4,610.45 |
| | Total Non-Current Assets | 24,265.24 | 21,915.91 |
| 2 | Current Assets | | |
| | (a) Inventories | 97.03 | 278.19 |
| | (b) Financial assets | | |
| | (i) Investments | - | - |
| | (ii) Trade receivables | 4,755.85 | 7,116.14 |
| | (iii) Cash and cash equivalent | 11,854.49 | 14,580.62 |
| | (iv) Bank balance other than (iii) above | 18,162.22 | 20,706.82 |
| | (v) Loans | 5.76 | 4.61 |
| | (vi) Other financial assets | 2,734.80 | 2,578.62 |
| | (c) Current Tax assets (Net) | 62.50 | 34.78 |
| | (d) Other current assets | 3,420.57 | 2,425.79 |
| | (e) Assets of a discontinued business | 370.69 | 405.54 |
| | Total Current Assets | 41,463.91 | 48,131.11 |
| | Total Assets | 65,729.15 | 70,047.02 |
| B | EQUITY AND LIABILITIES | | |
| 1 | Equity | | |
| | (a) Equity share capital | 6,163.91 | 6,146.00 |
| | (b) Other equity | 17,656.79 | 18,580.88 |
| | Equity attributable to holders of the parent | 23,820.70 | 24,726.88 |
| | Non controlling interests | 182.36 | 603.83 |
| | Total Equity | 24,003.06 | 25,330.71 |
| 2 | Non Current Liabilities | | |
| | (a) Financial liabilities | | |
| | (i) Borrowing | - | - |
| | (ii) Lease liability | - | - |
| | (iii) Other financial liabilities | 13.15 | 32.93 |
| | (b) Provisions | 836.61 | 761.99 |
| | (c) Other liabilities | - | 0.80 |
| | Total Non-Current Liabilities | 849.76 | 795.72 |
| 3 | Current Liabilities | | |
| | (a) Financial liabilities | | |
| | (i) Borrowing | 4,408.93 | 5,400.45 |
| | (ii) Trade and other payables | | |
| | - total outstanding dues of micro and small enterprises | 100.93 | 25.34 |
| | - total outstanding dues of creditors other than micro and small enterprises | 6,614.12 | 6,961.00 |
| | (iii) Lease liability | - | 6.11 |
| | (iv) Other financial liabilities | 2,864.52 | 2,804.32 |
| | (b) Other liabilities | 26,227.58 | 28,125.39 |
| | (c) Provisions | 147.40 | 147.20 |
| | (d) Current tax liabilities (Net) | 247.98 | 171.37 |
| | (e) Liabilities of a discontinued business | 264.87 | 279.41 |
| | Total Current Liabilities | 40,876.33 | 43,920.59 |
| | Total EQUITY AND LIABILITIES | 65,729.15 | 70,047.02 |



| | (Amount in Rs. Lakhs) | |
|--|---|---|
| | For the six months ended 30 September 2022 (Unaudited) | For the six months ended 30 September 2021 (Unaudited) |
| CASH FLOWS FROM / (USED IN) OPERATING ACTIVITIES | | |
| Profit/(loss) before tax from continuing operations | (1,019.56) | 609.23 |
| Profit/(loss) before tax from discontinued operations | (4.70) | (11.69) |
| Profit/(Loss) before tax | <u>(1,024.26)</u> | <u>597.54</u> |
| Adjustments for : | | |
| Exceptional items | | - |
| Impairment of goodwill of subsidiary | | - |
| Net Loss on foreign currency transactions and translations | 74.31 | 64.34 |
| Share of loss of associates and a joint venture | 4.62 | 1.19 |
| Depreciation and amortisation expense | 1,309.17 | 864.18 |
| (Profit)/Loss on disposal of plant, property and equipment's (net) | | - |
| Interest income | (741.13) | (472.95) |
| Profit on sales of Investment | | - |
| Rental Income on investment property net of directly attributable expense | (45.85) | (109.76) |
| Unclaimed balances written back (net) | (51.78) | (76.92) |
| Interest expense | 28.18 | 58.08 |
| Employee ESOP Compensation cost | 85.75 | 64.26 |
| Provision for Loss Allowances | (0.57) | 213.44 |
| Irrecoverable balances written off | - | 246.72 |
| Operating profit before working capital changes | <u>(361.56)</u> | <u>1,450.12</u> |
| Movements in working capital: | | |
| Decrease/(Increase) in inventories | 181.16 | 52.50 |
| Decrease in trade receivables | 2,412.64 | 41.20 |
| (Increase)/Decrease in other receivables | (2,722.07) | (448.17) |
| (Decrease)/Increase in trade payables | (271.29) | (56.71) |
| Increase in other payable | (1,872.74) | 4,371.68 |
| (Decrease) in provisions | 74.82 | (11.67) |
| Cash from operations | <u>(2,559.04)</u> | <u>5,398.95</u> |
| Direct taxes paid (net of refunds) | (1,044.33) | (179.18) |
| Net cash generated from operating activities (A) | <u>(A) (3,603.37)</u> | <u>5,219.77</u> |
| CASH FLOWS FROM / (USED IN) INVESTING ACTIVITIES | | |
| Purchase of plant, property and equipment's (including capital work in progress and capital advances) | (1,059.87) | (644.94) |
| Purchase of intangible assets (Including intangible assets under development) | (142.84) | - |
| Acquisition/Payment of subsidiary, net of cash and cash equivalent acquired | (4.62) | 6.16 |
| Proceeds from sale of investment in an associate company | | - |
| Interest received | 701.57 | 455.55 |
| Rental income | 45.85 | 109.76 |
| Movement in Fixed deposits | 2,544.60 | (5,803.32) |
| Net cash (used in)/from investing activities (B) | <u>(B) 2,084.69</u> | <u>(5,876.79)</u> |
| CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | |
| Proceeds/(repayment) from current borrowings (net) | 339.27 | (447.18) |
| Share capital issued | 17.91 | 20.56 |
| Securities Premium received | 101.34 | 70.25 |
| Fully paid up share capital issued/(Buy back) by a subsidiary company to a non-controlling interest holder | (302.45) | 192.07 |
| Share application money received | (6.02) | 57.38 |
| Repayment of Lease Liability | - | (31.67) |
| Interest paid | (28.18) | (58.08) |
| Net cash from/(used in) financing activities (C) | <u>(C) 121.87</u> | <u>(196.67)</u> |
| Net Increase in cash and cash equivalents (A + B + C) | (1,396.81) | (853.69) |
| Cash and cash equivalents at the beginning of the period/year | 9,269.71 | 7,053.23 |
| Cash and cash equivalents at the end of the period/year | <u>7,872.90</u> | <u>6,199.54</u> |



Annexure – II

Details as required as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 readwith SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

| Sr. No. | Particulars | Details |
|----------------|--|--|
| 1 | Reason for Change | Appointment |
| 2 | Date of Appointment/ Cessation , term of appointment | Mr. Chandrachur Ghosh has been appointed as the Chief Executive Officer designated as the Whole Time Key Managerial Officer in terms of provisions of Section 203 of the Companies Act, 2013 with effect from 14 th November, 2022. |
| 3 | Brief profile | Enclosed as Annexure III |
| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Not Applicable |

Annexure III

Mr. Chandrachur Ghosh is a professional with over 33 years of cross functional work experience in Product Development, Product Management, Marketing & Business strategy and as a Business Unit Head with P&L responsibility with responsibilities spanning across Sales, Marketing & Product Management & Customer retention functions.

Mr. Ghosh handled pan India portfolio and operations in senior/CXO positions since 2006. Also, headed Business Operations & Marketing Consulting globally ensuring consistent service delivery & customer experience through the development & implementation of the best practices.

Experience across telecom operators in Indian & International markets.

Digital Business: In depth exposure across a gamut of Digital services & products in Reliance Jio. Hands on experience in strategizing & implementing customer engagement & revenue enhancement programs across data, voice and digital services.

Strong Analytical skills: Both in Traditional (Exploratory & Deterministic analytics) & Advanced Analytics. Hands-on experience in Big Data analytics platforms and the development of the propensity & recommendation models & deployment in the customer engagement programs.

Unique Product development & techno-marketing skills of both Go-to-Market and monetizing of the technology/platform features and also conversely foreseeing the business challenges & opportunities and translating them into technical/platform capabilities.

Mr. Ghosh has completed PGDBM from IIM Calcutta (Majored in Marketing & Finance). B.E. (Mechanical) from NIT Jaipur. College Merit scholar in all the 4 years. I.E.S. (UPSC).