

DiGiSPICE Technologies Limited

Familiarization Programme for Independent Directors **(financial year 2024-25)**

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires that the listed entities shall familiarise its Independent Directors with the nature of the industry in which the company operates, its business model, roles, rights and responsibilities of the independent directors and other relevant information’s through various programs.

Further, Schedule IV of the Companies Act, 2013 (“Act”), provides that it is the duty of the Independent Director, to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

All the Independent Directors are made aware of their roles and responsibilities at the time of their appointment, through a formal letter of appointment which also includes the terms and conditions of their appointment. The Independent Directors are also made aware about the Company, its Board, Committees, Business, etc.

The Company through its Chairman/Executive Director/Key Managerial Personnel/Business Head and subject Experts periodically conducts programmes/presentations for familiarization of Independent Directors with the quarterly and annual results, business strategies, business outlook, various policies, review of internal audit and risk management framework, operations of the Company and its subsidiaries, Business model and strategy of the Company, amendments in applicable laws etc. The minutes of the meetings of the Board and various Committees are circulated to the Board. All the relevant developments relating the Company are informed to the Board including to the Independent Directors, as and when deemed necessary.

The Board is informed about the various changes taking place in the laws governing the activities of the Company. Detailed presentation are made on the relevant subject, whenever necessary, in order to apprise the directors on a particular subject and the draft policies are discussed in detail before they are finalized and implemented.

Such programmes/presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, and associated risks.

Details of familiarization programmes imparted to Independent Directors:

Name of Independent Director	Date of Appointment	During FY 2024-25		Cumulative basis (from 01-04-2020 to 31-03-2025)	
		Attended	Hours Spent	Attended	Hours Spent
Mr. Mayank Jain	01-10-19	6	2.30	28	15.45
Mr. Mrutyunjay Mahapatra	22-12-22	6	2.30	11	5.50
Mr. Pankaj Vaish ¹	01-10-24	5	6.40	5	6.40
Mr. Ram Nirankar Rastogi	31-01-24	6	2.30	7	3.50
Ms. Veena Vikas Mankar ²	14-02-25	2	0.50	2	0.50
Dr. (Ms.) Rashmi Aggarwal ³	02-11-18	3	1.10	25	15.25

All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company, its Subsidiary Companies and the industries in which they operate.

A few of the important Presentations made in respect of the changes in the applicable acts on the Company, during the year to the Board and Committees are as under:

- Amendments made in Listing Regulations and circulars issued by SEBI from time to time;
- Amendments in Companies Act, 2013, Rules made thereunder, and Circulars issued by MCA;
- Amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015; and
- Status of Compliance under applicable SEBI Laws.

Apart from the above, the Board Members were also updated about the other securities laws, taxation laws, labour laws and other applicable rules and regulations. The various policies as framed and approved by the Board are placed before the Board for its review and modifications, if any.

¹ Mr. Pankaj Vaish was appointed as a Non-Executive Independent Director with effect from 1st October, 2024

² Ms. Veena Vikas Mankar was appointed as Non-Executive Independent Director w.e.f. 14th February 2025

³ Dr. (Ms.) Rashmi Aggarwal, Non-Executive Independent Director of the Company resigned w.e.f. 3rd February 2025