

DiGiSPICE Technologies Limited
(formerly Spice Mobility Limited)

Familiarization Programme for Independent Directors
(financial year 2019-20)

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 informations 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.

The Board of Directors of DiGiSPICE Technologies Limited (formerly Spice Mobility Limited) (“the Company”) is updated as and when required, of its role, responsibilities & liabilities under applicable provisions of the Act and Listing Regulations.

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.

Independent Directors have freedom to interact with the Company’s management. The Company extends all support and assistance required in order to facilitate the Independent Directors to meet/ interact with the Business Heads/ members of the Senior Management team as and when desired by them.

Presentations are made regularly at the meetings of the Board of Directors of the Company (“Board”), Audit Committee, Nomination & Remuneration Committee of the Board, by the Senior Management in relation to the performance of the Company, 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. etc. The minutes of the meetings of 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.

All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

During the year 2019-20, Mr. Mayank Jain has been appointed as an Independent Director on the Board of the Company and was imparted Familiarization Programme on the roles and responsibilities, duties and obligations of Board Members, Company's business, governance, compliance and other related matters.

A few of the important Presentations made recently to the Board and Committees are as under:

- Amendments made in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Amendments in Companies Act, 2013
- Amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015

Apart from the above, the Board 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.
