

Date: 12th May, 2025

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.: Postal Ballot - Disclosure of the Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report

Dear Sir/Madam,

This is in continuation to our letter dated 11th April, 2025 with respect to 'Postal Ballot Notice' for seeking approval of members of the Company on the following resolutions:

Sr. No.	Description of Resolution	Type of resolution
1	Appointment of Ms. Veena Vikas Mankar (DIN 00004168) as a Non-Executive Independent Director of the Company.	Special Resolution
2	Appointment of Mr. Ramesh Venkataraman (DIN 03545080) as a Non-Executive Non - Independent Director of the Company.	Ordinary Resolution
3	Approval for holding of office or place of profit by Mr. Ramesh Venkataraman (DIN 03545080), upon being appointed as Director of the Company.	Ordinary Resolution

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company transacted these matters by means of Postal Ballot by voting only through electronic means i.e. Remote e-voting. Remote e-voting process concluded on Sunday, 11th May, 2025 at 5.00 p.m. (IST).

The Board of Directors of the Company, in compliance with Rule 22(5) of the Rules, appointed Mr. Kapil Dev Taneja, Company Secretary in whole-time practice (Membership No.F4019), or failing him Mr. Neeraj Arora, Company Secretary in whole-time practice (Membership No.F10781), partners of M/s. Sanjay Grover & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

The Scrutinizers submitted report today, i.e. on 12th May, 2025. Based on the report of the scrutinizer, this is to inform that the resolutions put for voting through postal ballot (Remote E-voting) have been passed by the Members of the Company on 11th May, 2025.

Please find enclosed herewith the following:

- a. The voting result in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure- 1**); and
- b. Copy of the Scrutinizer's Report (**Annexure -2**).

The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://digispice.com>

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking you.

Yours faithfully,
for **DiGiSPICE Technologies Limited**

(Ruchi Mehta)
Company Secretary & Compliance Officer

DiGiSPICE TECHNOLOGIES LIMITED								
Voting Results of Postal Ballot								
Details of Postal Ballot and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the Postal Ballot							11-05-25	
Total number of shareholders on Cut-off date i.e. April 04, 2025							42,861	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							NA	
1. <u>Special Resolution</u> : Appointment of Ms. Veena Vikas Mankar (DIN 00004168) as a Non-Executive Independent Director of the Company.								
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	170,460,115	169,447,570	99.4060	169,447,570	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		169,447,570	99.4060	169,447,570	0	100.0000	0.0000
Public-Institutions	E-voting	147,196	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	63,015,795	48,926	0.0776	47,929	997	97.9622	2.0378
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		48,926	0.0776	47,929	997	97.9622	2.0378
Total		233,623,106	169,496,496	72.5513	169,495,499	997	99.9994	0.0006

2. Ordinary Resolution: Appointment of Mr. Ramesh Venkataraman (DIN 03545080) as a Non-Executive Non - Independent Director of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	170,460,115	169,447,570	99.4060	169,447,570	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		169,447,570	99.4060	169,447,570	0	100.0000	0.0000
Public-Institutions	E-voting	147,196	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Non Institutions	E-voting	63,015,795	48,926	0.0776	47,950	976	98.0052	1.9948
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		48,926	0.0776	47,950	976	98.0052	1.9948
Total		233,623,106	169,496,496	72.5513	169,495,520	976	99.9994	0.0006

3. Ordinary Resolution: Approval for holding of office or place of profit by Mr. Ramesh Venkataraman (DIN 03545080), upon being appointed as Director of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	170,460,115	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Institutions	E-voting	147,196	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Non Institutions	E-voting	63,015,795	48,931	0.0776	47,934	997	97.9624	2.0376
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		48,931	0.0776	47,934	997	97.9624	2.0376
Total		233,623,106	48,931	0.0209	47,934	997	97.9624	2.0376

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COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Company Secretary

DiGiSPICE TECHNOLOGIES LIMITED

(CIN: L72900DL1986PLC330369)

JA-122, 1st Floor, DLF Tower - A Jasola,

Jamia Nagar, New Delhi-110025

Dear Sir,

I, Kapil Dev Taneja (FCS No. 4019, C.P. No.: 22944), Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of DiGiSPICE Technologies Limited ('**the Company**') on February 14, 2025 for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 ('**the Act**') read with the Companies (Management and Administration) Rules, 2014 ('**Rules**') and read with General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, subsequent circulars issued in this regard, and the latest being General Circular No. 09/2024 dated September



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19, 2024 and other applicable circulars thereto issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution(s) as mentioned in the Notice of Postal Ballot dated April 11, 2025 ('Notice'):

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Appointment of Ms. Veena Vikas Mankar (DIN 00004168) as a Non-Executive Independent Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Ramesh Venkataraman (DIN 03545080) as a Non-Executive Non - Independent Director of the Company.
3.	Ordinary Resolution	Approval for holding of office or place of profit by Mr. Ramesh Venkataraman (DIN 03545080), upon being appointed as Director of the Company.

I submit my report as under:

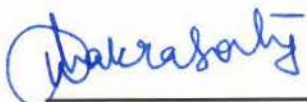
1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent i.e. MAS Services Limited, or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial



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Owners as maintained by the Depositories as on Friday, April 04, 2025 (**Cut-off Date**).

2. The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ LODR Regulations in respect of the resolutions contained in the Postal Ballot Notice including dispatch of notice to the Members. My responsibilities as Scrutinizer is restricted to make & submit a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (**'NSDL'**).
3. The Company has published an advertisement on Saturday, April 12, 2025 regarding service of Postal Ballot Notice to eligible Members in English language newspaper "Financial Express" and in vernacular newspaper "Jansatta".
4. The Members of the Company holding equity shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility in compliance of the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. ['https://www.evoting.nsdl.com/'](https://www.evoting.nsdl.com/) (**'website'**).
5. The remote e-voting commenced on Saturday, April 12, 2025, 09:00 A.M. (IST) and ended on Sunday, May 11, 2025, 05:00 P.M. (IST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL through its website.
6. The remote e-voting was unblocked on Sunday, May 11, 2025 after 05:00 P.M. (IST) in the presence of two witnesses i.e. Mr. Ujjwal Chakraborty and Mr. Rizwan Khan who were not in the employment of the Company and have signed below:


Ujjwal Chakraborty


Rizwan Khan



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7. The particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate register maintained for this purpose. E-votes cast upto 05:00 P.M. (IST) on May 11, 2025 are considered for the purpose of this report.
8. The remote e-voting was scrutinized and reconciled with the register of members/records of the Company as on cut- off date as maintained by RTA of the Company.
9. The total paid-up share capital of the Company as on "**cut-off**" date i.e. Friday, April 4, 2025 was INR 70,08,69,318/- (Indian Rupees Seventy Crore Eight Lakh Sixty Nine Thousand Three Hundred and Eighteen Only) divided into 23,36,23,106 (Twenty Three Crore Thirty Six Lakh Twenty Three Thousand One Hundred and Six Only) equity shares of Rs. 3/- (Indian Rupees Three Only) each.
10. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

1. Appointment of Ms. Veena Vikas Mankar (DIN 00004168) as a Non-Executive Independent Director of the Company.

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	16,94,95,499	NA	16,94,95,499	99.9994
Dissent	997		997	0.0006
Total	16,94,96,496		16,94,96,496	100

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure A**'



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2. Appointment of Mr. Ramesh Venkataraman (DIN 03545080) as a Non-Executive Non - Independent Director of the Company.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	16,94,95,520	NA	16,94,95,520	99.9994
Dissent	976		976	0.0006
Total	16,94,96,496		16,94,96,496	100

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure B**'

3. Approval for holding of office or place of profit by Mr. Ramesh Venkataraman (DIN 03545080), upon being appointed as Director of the Company.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	47,934	NA	47,934	97.9624
Dissent	997		997	2.0376
Total	48,931		48,931	100

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure C**'



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11. Based on the aforesaid results, the resolutions as mentioned above are deemed to have been passed on May 11, 2025, being the last date of remote e-voting for the Members of the Company.
12. The Register containing the details of remote e-voting relating to the Postal Ballot will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**For Sanjay Grover & Associates
Company Secretaries**

Firm Registration No.: P2001DE052900

Peer Review Certificate No.: 6311/2024



Kapil Dev Taneja

Partner

CP No.: 22944 / Mem. No. F4019

UDIN: F004019G000316751

May 12, 2025

New Delhi



Countersigned by



Dilip Kumar Modi

Chairman

DIN- 00029062

DiGiSPICE TECHNOLOGIES LIMITED

May 12, 2025

Noida

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Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	177	16,94,96,496	50,84,89,488
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	177	16,94,96,496	50,84,89,488
d) Votes with assent for the resolution	165	16,94,95,499	50,84,86,497
e) Votes with dissent for the resolution	12	997	2,991



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Annexure-B

A detailed summary of the voting through e-voting is given herein below:

B. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	177	16,94,96,496	50,84,89,488
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	177	16,94,96,496	50,84,89,488
d) Votes with assent for the resolution	166	16,94,95,520	50,84,86,560
e) Votes with dissent for the resolution	11	976	2,928



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Annexure-C

A detailed summary of the voting through e-voting is given herein below:

C. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	177	48,931	1,46,793
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	177	48,931	1,46,793
d) Votes with assent for the resolution	165	47,934	1,43,802
e) Votes with dissent for the resolution	12	997	2,991

