

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72900DL1986PLC330369

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCM5619D

(ii) (a) Name of the company

DIGISPICE TECHNOLOGIES LIM

(b) Registered office address

622, 6th Floor, DLF Tower A
Jasola Distt. Centre
New Delhi
South Delhi
Delhi
110025

(c) *e-mail ID of the company

mr.bothra@spiceglobal.com

(d) *Telephone number with STD code

01141251965

(e) Website

www.digispice.com

(iii) Date of Incorporation

23/12/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

26

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SPICE CONNECT PRIVATE LIMITED	U74999DL2012PTC229915	Holding	74.19
2	HINDUSTAN RETAIL PRIVATE LIMITED	U52100UP2007PTC033258	Subsidiary	100

3	SPICE MONEY LIMITED	U72900DL2000PLC104989	Subsidiary	98.04
4	S Mobility (HK) Limited		Subsidiary	100
5	Digispice Nepal Private Limited		Subsidiary	100
6	NEW SPICE SALES AND SOLUTIONS PRIVATE LIMITED	U32201HP1988PLC008020	Subsidiary	100
7	CELLUCOM RETAIL INDIA PRIVATE LIMITED	U32202DL2006PTC153361	Subsidiary	100
8	KIMAAN EXPORTS PRIVATE LIMITED	U51311DL2004PTC127784	Subsidiary	100
9	Spice Digital Bangladesh Ltd		Subsidiary	100
10	S Global Services Pte. Limited		Subsidiary	100
11	PT Spice Digital Indonesia Ltd.		Subsidiary	100
12	Omnia Pte. Limited		Subsidiary	100
13	Spice Digital FZCO		Subsidiary	100
14	Beoworld Sdn. Bhd		Subsidiary	100
15	S Mobility Pte. Limited		Subsidiary	100
16	Spice Vas (Africa) Pte. Limited		Subsidiary	80
17	Spice VAS RDC		Subsidiary	100
18	Spice VAS Kenya Limited		Subsidiary	100
19	Digispice Nigeria Ltd		Subsidiary	100
20	Digispice Uganda Limited		Subsidiary	75
21	Digispice Ghana Ltd		Subsidiary	100
22	Digispice Zambia Limited		Subsidiary	100
23	Digispice Tanzania Limited		Subsidiary	100
24	Fast Track IT Solutions Limited		Subsidiary	70
25	SUNSTONE LEARNING PRIVATE LIMITED	U80221DL2011PTC216991	Associate	41.61
26	CREATIVE FUNCTIONAPPS LAB PRIVATE LIMITED	U74999DL2013PTC260423	Associate	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	413,500,000	228,396,379	228,396,379	228,396,379
Total amount of equity shares (in Rupees)	1,240,500,000	685,189,137	685,189,137	685,189,137

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	413,500,000	228,396,379	228,396,379	228,396,379
Nominal value per share (in rupees)	3	3	3	3
Total amount of equity shares (in rupees)	1,240,500,000	685,189,137	685,189,137	685,189,137

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,122,774	226,779,291	227902065	683,706,195	683,706,195	

Increase during the year	0	592,674	592674	1,482,942	1,482,942	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	494,314	494314	1,482,942	1,482,942	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		98,360	98360			
Dematerialisation of Shares / Transferred to IEPF						
Decrease during the year	98,360	0	98360	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	98,360		98360			
Dematerialisation of Shares / Transferred to IEPF						
At the end of the year	1,024,414	227,371,965	228396379	685,189,137	685,189,137	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE927C01020

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	15/12/2020
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,112,279,460

(ii) Net worth of the Company

2,115,625,413

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	169,447,570	74.19	0	
10.	Others	0	0	0	
	Total	169,447,570	74.19	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,597,484	4.2	0	
	(ii) Non-resident Indian (NRI)	382,328	0.17	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	1,070	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	2,900	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	20,413,350	8.94	0	
10.	Others Clearing Member, Trust, IEP +	28,551,677	12.5	0	
	Total	58,948,809	25.81	0	0

Total number of shareholders (other than promoters)

22,642

**Total number of shareholders (Promoters+Public/
Other than promoters)**

22,643

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASPIRE EMERGING FUND +	ICICI BANK LTD S B MARG LOWER +		MU	2,900	

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	17,684	22,642
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0.44
B. Non-Promoter	1	4	1	4	0	0.09
(i) Non-Independent	1	1	1	1	0	0.09
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0

(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0.53

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DILIP KUMAR MODI	00029062	Director	1,012,395	
ROHIT AHUJA	00065417	Whole-time director	210,606	
MAYANK JAIN	00251609	Director	0	
RASHMI AGGARWAL	07181938	Director	0	
SUBRAMANIAN MURARAJ	00041261	Director	0	
SUMAN HAZRA GHOSH	00012223	Director	0	
MEGHRAJ BOTHRA	AADPB4978P	Company Secretary	0	
VINIT KISHORE	AJPPK7381N	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PREETI DAS	ABPPD8160L	CEO	04/05/2020	CESSATION
PREETI DAS	05271289	Additional director	04/05/2020	CESSATION
ROHIT AHUJA	00065417	Additional director	05/05/2020	APPOINTMENT
DEEPAK MEHTA	ALNPM7126K	CFO	30/05/2020	CESSATION
RAVINDRA KUMAR SA	BBBPS8286D	CFO	26/06/2020	APPOINTMENT
RAVINDRA KUMAR SA	BBBPS8286D	CFO	14/12/2020	CESSATION
ROHIT AHUJA	00065417	Whole-time director	15/12/2020	CHANGE IN DESIGNATION
MAYANK JAIN	00251609	Director	15/12/2020	CHANGE IN DESIGNATION
VINIT KISHORE	AJPPK7381N	CFO	12/02/2021	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	15/12/2020	18,030	154	86.28

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/05/2020	6	6	100
2	26/06/2020	6	6	100
3	21/08/2020	6	6	100
4	05/11/2020	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	12/02/2021	6	6	100
6	31/03/2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/06/2020	3	3	100
2	Audit Committee	21/08/2020	3	3	100
3	Audit Committee	04/11/2020	3	3	100
4	Audit Committee	12/02/2021	3	3	100
5	Nomination & I	04/05/2020	3	3	100
6	Nomination & I	25/06/2020	3	3	100
7	Nomination & I	21/08/2020	3	3	100
8	Nomination & I	05/11/2020	3	3	100
9	Nomination & I	11/02/2021	3	3	100
10	Nomination & I	01/03/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	DILIP KUMAR	6	6	100	1	1	100	
2	ROHIT AHUJA	5	5	100	0	0	0	
3	MAYANK JAIN	6	6	100	0	0	0	
4	RASHMI AGGARWAL	6	6	100	15	15	100	

5	SUBRAMANIA	6	6	100	16	16	100	
6	SUMAN HAZF	6	6	100	16	16	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ROHIT AHUJA	Whole-time Dire +	5,767,106	0	0	19,568	5,786,674
2	PREETI DAS	Whole-time Dire +	9,132,896	0	0	240,000	9,372,896
	Total		14,900,002	0	0	259,568	15,159,570

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MEGHRAJ BOTHR +	COMPANY SEC +	5,427,691	0	0	180,000	5,607,691
2	DEEPAK MEHTA	CFO	1,613,436	0	0	9,000	1,622,436
3	RAVINDRA SARAV +	CFO	2,636,981	0	0	231,754	2,868,735
4	VINIT KISHORE	CFO	544,504	0	0	23,143	567,647
	Total		10,222,612	0	0	443,897	10,666,509

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUMAN GHOSE HA +	Director	0	0	0	575,000	575,000
2	RASHMI AGGARW +	Director	0	0	0	550,000	550,000
3	MAYANK JAIN	Director	0	0	0	175,000	175,000
	Total		0	0	0	1,300,000	1,300,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

C. COMMITTEE MEETINGS

Number of Meetings held

16

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members Attended	% of attendance
1.	Audit Committee	25/06/2020	3	3	100
2.	Audit Committee	21/08/2020	3	3	100
3.	Audit Committee	04/11/2020	3	3	100
4.	Audit Committee	12/02/2021	3	3	100
5.	Nomination & Remuneration Committee	04/05/2020	3	3	100
6.	Nomination & Remuneration Committee	25/06/2020	3	3	100
7.	Nomination & Remuneration Committee	21/08/2020	3	3	100
8.	Nomination & Remuneration Committee	05/11/2020	3	3	100
9.	Nomination & Remuneration Committee	11/02/2021	3	3	100
10.	Nomination & Remuneration Committee	01/03/2021	3	3	100
11.	Nomination & Remuneration Committee	18/03/2021	3	3	100
12.	Stakeholder Relationship Committee	06/08/2020	3	3	100
13.	Stakeholder Relationship Committee	05/10/2020	3	3	100
14.	Stakeholder Relationship Committee	04/01/2021	3	3	100
15.	Stakeholder Relationship Committee	26/02/2021	3	3	100
16.	Corporate Social Responsibility Committee	21/08/2020	3	3	100