

**FORM NO. MGT-7**

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



सत्यमेव जयते

# 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  
Delhi  
110025  
India

(c) \*e-mail ID of the company

complianceofficer@digispice.c

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(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

27

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	73.18
2	Spice Money Limited	U72900DL2000PLC104989	Subsidiary	96.83

3	Digispice Nepal Private Limited		Subsidiary	100
4	Kimaan Exports Private Limited	U51311DL2004PTC127784	Subsidiary	100
5	Spice Digital Bangladesh Limited		Subsidiary	100
6	S Global Services Pte. Ltd.		Subsidiary	100
7	PT Spice Digital Indonesia Limited		Subsidiary	100
8	Omnia Pte. Ltd.		Subsidiary	100
9	Spice Digital FZCO		Subsidiary	100
10	Beoworld SDN. BHD		Subsidiary	100
11	Spice VAS (Africa) Pte. Limited		Subsidiary	100
12	Spice VAS RDC		Subsidiary	100
13	Spice VAS Kenya Limited		Subsidiary	100
14	Digispice Nigeria Limited		Subsidiary	100
15	Digispice Uganda Limited		Subsidiary	75
16	Digispice Ghana LTD		Subsidiary	70
17	Digispice Zambia Limited		Subsidiary	100
18	Digispice Tanzania Limited		Subsidiary	100
19	Fast Track IT Solutions Limited		Subsidiary	70
20	E-Arth Travel Solutions Private Limited	U63000DL2020PTC364122	Subsidiary	66.67
21	Vikasni Fintech Private Limited	U72900DL2021PTC389276	Subsidiary	51
22	S Mobility (HK) Limited		Subsidiary	100
23	Hindustan Retail Private Limited	U52100DL2007PTC399197	Subsidiary	100
24	New Spice Sales & Solutions Limited	U32201DL1988PLC399032	Subsidiary	100
25	Cellucom Retail India Private Limited	U32202DL2006PTC153361	Subsidiary	100
26	Sunstone Learning Private Limited	U80221DL2011PTC216991	Associate	41.61
27	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	231,541,406	231,541,406	231,541,406
Total amount of equity shares (in Rupees)	1,240,500,000	694,624,218	694,624,218	694,624,218

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	231,541,406	231,541,406	231,541,406
Nominal value per share (in rupees)	3	3	3	3
Total amount of equity shares (in rupees)	1,240,500,000	694,624,218	694,624,218	694,624,218

###### (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			
<b>Equity shares</b>						

<b>At the beginning of the year</b>	951,310	229,983,296	230934606	692,803,818	692,803,818	
		+		+	+	
<b>Increase during the year</b>	0	617,881	617881	1,820,400	1,820,400	6,219,700
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	606,800	606800	1,820,400	1,820,400	6,219,700
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		11,081	11081			
Conversion of physical Shares into Demat form						
<b>Decrease during the year</b>	11,081	0	11081	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	11,081		11081			
Conversion of physical Shares into Demat form						
<b>At the end of the year</b>	940,229	230,601,177	231541406	694,624,218	694,624,218	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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	<input type="text"/>
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

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

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

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

**(i) Turnover**

549,717,955

**(ii) Net worth of the Company**

2,075,581,860

**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	73.18	0	
10.	Others	0	0	0	
	<b>Total</b>	169,447,570	73.18	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	20,844,480	9	0	
	(ii) Non-resident Indian (NRI)	593,626	0.26	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	525	0	0	
5.	Financial institutions	545	0	0	

6.	Foreign institutional investors	12,900	0.01	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,629,003	5.89	0	
10.	Others Clearing Members, Trust, IE	27,012,757	11.67	0	
	<b>Total</b>	62,093,836	26.83	0	0

**Total number of shareholders (other than promoters)**

32,915

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

32,916

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

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASPIRE EMERGING FUND	ICICI BANK SMS DPT EMPIRE COM			2,900	0
AIDOS INDIA FUND LT	ICICI BANK SMS DPT EMPIRE COM			10,000	0.01

**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)	34,069	32,914
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
<b>A. Promoter</b>	0	1	0	1	0	0.44
<b>B. Non-Promoter</b>	1	4	1	4	0	0.24
(i) Non-Independent	1	1	1	1	0	0.24

(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	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	0.68

**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	
SUBRAMANIAN MURARAJ	00041261	Director	560,606	
RASHMI AGGARWAL	07181938	Director	0	
MAYANK JAIN	00251609	Director	0	
MRUTYUNJAY MAHAPATRA	03168761	Director	0	
ROHIT AHUJA	00065417	Whole-time director	0	
RUCHI MEHTA	BBFPS2867C	Company Secretary	0	
VINIT KISHORE	AJPPK7381N	CFO	0	

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

7

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)
MEGHRAJ BOTHRA	AADPB4978P	Company Secretary	14/04/2022	Cessation
RUCHI MEHTA	BBFPS2867C	Company Secretary	15/04/2022	Appointment
SUMAN HAZRA GHOSH	00012223	Director	29/09/2022	Cessation
CHANDRACHUR GHOSH	ADSPG3614P	CEO	14/11/2022	Appointment
MRUTYUNJAY MAHAPATRA	03168761	Additional director	22/12/2022	Appointment
CHANDRACHUR GHOSH	ADSPG3614P	CEO	31/01/2023	Cessation
MRUTYUNJAY MAHAPATRA	03168761	Director	19/03/2023	Change in designation

## 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

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/09/2022	33,486	134	84.72
GENERAL MEETING THROUGH	19/03/2023	33,513	156	84.47

### B. BOARD MEETINGS

\*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2022	6	6	100
2	25/05/2022	6	6	100
3	26/05/2022	6	4	66.67
4	10/08/2022	6	6	100
5	11/11/2022	5	5	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	25/01/2023	6	6	100

### C. COMMITTEE MEETINGS

Number of meetings held

15

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	25/05/2022	3	3	100
2	Audit Committee	09/08/2022	3	3	100
3	Audit Committee	11/11/2022	3	3	100
4	Audit Committee	25/01/2023	3	3	100
5	Audit Committee	24/03/2023	3	3	100
6	Nomination & Remuneration	06/05/2022	3	3	100
7	Nomination & Remuneration	16/06/2022	3	3	100
8	Nomination & Remuneration	01/08/2022	3	3	100
9	Nomination & Remuneration	11/11/2022	3	3	100
10	Stakeholder Relationship	12/04/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	5	83.33	1	1	100	
2	SUBRAMANIAM	6	6	100	12	12	100	
3	RASHMI AGGARWAL	6	6	100	14	14	100	
4	MAYANK JAIN	6	6	100	5	5	100	
5	MRUTYUNJAN	1	1	100	2	2	100	

6	ROHIT AHUJA	6	6	100	4	4	100
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**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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ROHIT AHUJA	Whole time Dire	12,478,400	0	0	21,600	12,500,000
	Total		12,478,400	0	0	21,600	12,500,000

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	VINIT KISHORE	CFO	4,499,490	0	0	272,160	4,771,650
2	RUCHI MEHTA	Company Secre	3,183,177	0	0	273,202	3,456,379
3	MEGHRAJ BOTHRA	Company Secre	248,747	0	0	1,740,102	1,988,849
4	CHANDRACHUR GUPTA	CEO	2,876,446	0	0	153,204	3,029,650
	Total		10,807,860	0	0	2,438,668	13,246,528

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUMAN GHOSE HANDE	DIRECTOR	0	0	0	325,000	325,000
2	RASHMI AGGARWAL	DIRECTOR	0	0	0	600,000	600,000
3	MAYANK JAIN	DIRECTOR	0	0	0	375,000	375,000
4	MRUTYUNJAY MAHAJAN	DIRECTOR	0	0	0	100,000	100,000
	Total		0	0	0	1,400,000	1,400,000

**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  FellowCertificate 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**