

## Report on Corporate Governance

### General information about company

Scrip code	517214
Symbol	DIGISPICE
MSEI Symbol	NOTLISTED
ISIN	INE927C01020
<b>Name of the entity</b>	<b>DiGiSPICE Technologies Limited</b>
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
<b>Date of Report</b>	<b>30-06-2021</b>
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure 1**  
**Composition of Board of Directors**

<b>Title</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointment in Current Term (Date of Re-appointment)</b>	<b>Date of cessation</b>	<b>Tenure of Director (in months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr	Dilip Modi	Non-Executive - Non Independent Director, Chairperson related to Promoter	21 Aug 2006	15 Dec 2020	-	-	1	0	0
Mr	Subramanian Murali	Non-Executive - Non Independent Director	07 May 2015	27 Sep 2019	-	-	1	3	1
Mr	Suman Ghose Hazra	Non-Executive - Independent Director	07 May 2015	07 May 2020	-	74.00	1	3	2
Mrs	Rashmi Aggarwal	Non-Executive - Independent Director	02 Nov 2018	02 Nov 2018	-	32.00	3	8	2
Mr	Mayank Jain	Non-Executive - Independent Director	01 Oct 2019	01 Oct 2019	-	21.00	1	0	0
Mr	Rohit Ahuja	Executive Director	05 May 2020	05 May 2020	-	-	1	0	0

## Composition of Committee

### Audit Committee

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Suman Ghose Hazra	Non-Executive - Independent Director,Chairperson	07-05-2015	-
Subramanian Murali	Non-Executive - Non Independent Director,Member	07-05-2015	-
Rashmi Aggarwal	Non-Executive - Independent Director,Member	16-08-2015	-

### Nomination and remuneration committee

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Rashmi Aggarwal	Non-Executive - Independent Director,Chairperson	16-08-2019	-
Suman Ghose Hazra	Non-Executive - Independent Director,Member	07-05-2015	-
Subramanian Murali	Non-Executive - Non Independent Director,Member	07-05-2015	-

### Stakeholders Relationship Committee

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Subramanian Murali	Non-Executive - Non Independent Director,Chairperson	07-05-2015	-
Suman Ghose Hazra	Non-Executive - Independent Director,Member	30-11-2015	-
Rashmi Aggarwal	Non-Executive - Independent Director,Member	05-02-2019	-

### Risk Management Committee

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Rohit Ahuja	Executive Director,Chairperson	09-06-2021	-
Mayank Jain	Non-Executive - Independent Director,Member	09-06-2021	-
Rashmi Aggarwal	Non-Executive - Independent Director,Member	09-06-2021	-
Megh Raj Bothra	Member,Member	09-06-2021	-
Vinit Kishore	Member,Member	09-06-2021	-

### Corporate Social Responsibility Committee

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Dilip Modi	Non-Executive - Non Independent Director,Chairperson	08-05-2014	-
Subramanian Murali	Non-Executive - Non Independent Director,Member	07-05-2015	-
Suman Ghose Hazra	Non-Executive - Independent Director,Member	16-08-2019	-

### Meeting of Board Of Directors

<b>Date(s) of meeting (if any) in the previous quarter</b>	<b>Date(s) of meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meeting (in number of days)</b>
12 Feb 2021	-	0
31 Mar 2021	-	46
-	30 Apr 2021	29
-	09 Jun 2021	39

### Meeting of Committees

<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
Audit Committee	-	Yes	12 Feb 2021	
Audit Committee	09 Jun 2021	Yes	-	116
Nomination and remuneration committee	-	Yes	11 Feb 2021	
Nomination and remuneration committee	-	Yes	01 Mar 2021	
Nomination and remuneration committee	-	Yes	18 Mar 2021	
Nomination and remuneration committee	21 May 2021	Yes	-	
Stakeholders Relationship Committee	-	Yes	04 Jan 2021	
Stakeholders Relationship Committee	-	Yes	26 Feb 2021	
Stakeholders Relationship Committee	27 Apr 2021	Yes	-	

### Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

### Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

#### Signatory Details

Name of signatory	M R Bothra
Designation of person	Company Secretary and Compliance Officer