

General information about company

Scrip code	517214
NSE Symbol	DIGISPICE
MSEI Symbol	NOTLISTED
ISIN	INE927C01020
Name of the entity	DiGiSPICE Technologies Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory								Textual Information(1)	
Whether the listed entity has a Regular Chairperson								Yes	
Whether Chairperson is related to MD or CEO								No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	
1	Mr	Dilip Modi		00029062	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-03-1974	
2	Mr	Subramanian Murali		00041261	Non-Executive - Non Independent Director	Not Applicable		30-07-1959	
3	Mrs	Rashmi Aggarwal		07181938	Non-Executive - Independent Director	Not Applicable		16-10-1974	
4	Mr	Mayank Jain		00251609	Non-Executive - Independent Director	Not Applicable		12-04-1973	
5	Mr	Rohit Ahuja		00065417	Executive Director	Not Applicable		16-09-1975	
6	Mr	Mrutyunjay Mahapatra		03168761	Non-Executive - Independent Director	Not Applicable		03-05-1960	

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		21-08-2006	28-09-2023			1	0	0	0		
2	NA		07-05-2015	30-09-2021			1	0	2	1		
3	NA		02-11-2018	28-09-2023		59	1	1	4	1		
4	NA		01-10-2019	01-10-2019		48	1	1	0	0		
5	NA		05-05-2020	29-09-2022			1	0	1	0		
6	NA		22-12-2022	22-12-2022		9	2	2	6	3		

Text Block

Textual Information(1)

1. Dr. (Ms.) Rashmi Aggarwal ceased to be a director on the Board of Dish TV India Limited, a listed entity, and Dish Infra Services Private Limited, subsidiary of Dish TV India Limited, with effect from 25.09.2023.
2. Dr. (Ms.) Rashmi Aggarwal is holding the post of Chairperson in Audit Committee of one Private Limited Company, which is subsidiary of Public Limited Company. Hence, the same is included in number of membership/chairperson of the Committee.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03168761	Mrutyunjay Mahapatra	Non-Executive - Independent Director	Chairperson	16-01-2023		
2	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
3	07181938	Rashmi Aggarwal	Non-Executive - Independent Director	Member	16-08-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07181938	Rashmi Aggarwal	Non-Executive - Independent Director	Chairperson	16-08-2019		
2	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
3	00251609	Mayank Jain	Non-Executive - Independent Director	Member	21-10-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Chairperson	07-05-2015		Textual Information(1)
2	07181938	Rashmi Aggarwal	Non-Executive - Independent Director	Member	05-02-2019		
3	00065417	Rohit Ahuja	Executive Director	Member	21-10-2022		

Sr Text Block

Textual Information(1)

Appointed as Chairperson of the Committee w.e.f. 30.11.2015.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00065417	Rohit Ahuja	Executive Director	Chairperson	09-06-2021		
2	00251609	Mayank Jain	Non-Executive - Independent Director	Member	09-06-2021		
3	07181938	Rashmi Aggarwal	Non-Executive - Independent Director	Member	09-06-2021		
4	99999999	Ruchi Mehta	Company Secretary	Member	15-04-2022		Textual Information(1)
5	99999999	Vinit Kishore	Chief Financial Officer	Member	09-06-2021		Textual Information(2)

Sr Text Block

Textual Information(1)	Since Ms. Ruchi Mehta is not a Board Member, dummy DIN has been incorporated.
Textual Information(2)	Since Mr. Vinit Kishore is not a Board Member, dummy DIN has been incorporated.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029062	Dilip Modi	Non-Executive - Non Independent Director	Chairperson	08-05-2014		
2	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
3	00251609	Mayank Jain	Non-Executive - Independent Director	Member	21-10-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	05-04-2023				Yes	6	6	3
2	07-04-2023		1		Yes	6	6	3
3	01-05-2023		23		Yes	6	6	3
4	19-05-2023		17		Yes	6	6	3
5		27-07-2023	68		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-05-2023				Yes	3	3	2	0
2	Audit Committee	18-07-2023	59			Yes	3	3	2	0
3	Audit Committee	27-07-2023	8			Yes	3	3	2	0
4	Nomination and remuneration committee	27-07-2023				Yes	3	3	2	0
5	Risk Management Committee	14-09-2023	48			Yes	3	3	2	2
6	Corporate Social Responsibility Committee	27-07-2023				Yes	3	3	1	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)

There was no material transaction with related parties.

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Ruchi Mehta
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

This information shall be placed before the Board in the next meeting.

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

Annexure III		
1	Name of signatory	Ruchi Mehta
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Vinit Kishore		
Designation	CFO		
Place	Noida		
Date	21-10-2023		

Text Block

Details of Cyber security incidence	
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Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Signatory Details	
Name of signatory	Ruchi Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	21-10-2023

