

# DiGiSPICE

## DiGiSPICE Technologies Limited

Registered Office: 622, 6<sup>th</sup> Floor, DLF Tower A, Jasola Distt. Centre, New Delhi -110025

CIN: L72900DL1986PLC330369

Tel.: 011- 41251965; Email: [complianceofficer@digispice.com](mailto:complianceofficer@digispice.com)

Website: [www.digispice.com](http://www.digispice.com)

## Notice

Notice is hereby given that the Thirty Fifth Annual General Meeting ('AGM') of DiGiSPICE Technologies Limited will be held on Thursday, the 28<sup>th</sup> September, 2023 at 11.00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 along with the Board of Directors' and Auditors' Report thereon;
  - b. the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 and the Auditors' Report thereon.
2. To consider and appoint a Director in place of Mr. Dilip Modi (DIN: 00029062), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve the appointment of the Statutory Auditors to hold office from the conclusion of the 35<sup>th</sup> Annual General Meeting till the conclusion of the 40<sup>th</sup> Annual General Meeting and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Board of Directors of the Company, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI Firm Registration No. 301003E/E300005 be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of 35<sup>th</sup> Annual General Meeting ('AGM') of the Company until the conclusion of 40<sup>th</sup> AGM to be held in calendar year 2028, at such remuneration, plus applicable taxes and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company and on such terms and conditions as may be recommended by the Audit Committee in consultation with the Statutory Auditors from time to time during their tenure and approved by Board of Directors.

Resolved further that the Board of Directors (which term shall include any Committee of the Board authorized in this regard) be and is hereby authorized to do and

perform all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, for the purpose of giving effect to this resolution and for matters connected herewith, or incidental hereto."

### SPECIAL BUSINESS

4. To consider and approve the re-appointment of Dr. (Ms.) Rashmi Aggarwal (DIN: 07181938) as a Non-Executive Independent Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, Remuneration Policy, the Code of Conduct for Directors and Senior Management Personnel, provisions of Articles of Associations of the Company and as recommended by the Board of Directors of the Company, Dr. (Ms.) Rashmi Aggarwal (DIN: 07181938), who meets the criteria of independence as prescribed in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director and who has given her consent to act as Director be and is hereby re-appointed as a Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years from 2<sup>nd</sup> November, 2023 to 1<sup>st</sup> November, 2028 (both days inclusive), not subject to retirement by rotation.

Resolved further that the Board of Directors (which term shall include any Committee of the Board authorized in this regard) be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

By Order of the Board  
For **DiGiSPICE Technologies Limited**

**Ruchi Mehta**

Date: 4<sup>th</sup> September, 2023  
Place: Noida

Company Secretary and  
Compliance Officer

## Notice

### NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its circular no. 10/2022 dated 28<sup>th</sup> December, 2022 read together with circular no. 02/2022 dated 5<sup>th</sup> May, 2022, circular no. 20/2020 dated 5<sup>th</sup> May, 2020, circular no. 17/2020 dated 13<sup>rd</sup> April, 2020, circular no. 14/2020 dated 8<sup>th</sup> April, 2020 ('MCA Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. Further SEBI circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 ('SEBI Circulars') (MCA Circulars and SEBI Circulars collectively referred as 'Circulars') has granted relaxation upto 30<sup>th</sup> September, 2023, from requirements of sending physical copy of annual report, containing salient features of all the documents prescribed in provisions of Section 136 of the Companies Act, 2013 ('the Act'). Hence, in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
  2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. However, in terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this Notice.
  3. An explanatory statement pursuant to the provisions of Section 102(1) of the Act, relating to the item no(s). 3 and 4 to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and relevant provisions of the Act / Circulars issued thereunder are also annexed.
  4. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the 'Annexure-I' to the Notice.
  5. Mr. Ramit Rastogi (COP No. 18465), failing him, Mr. Kapil Dev Taneja (COP No. 22944), Partners of M/s. Sanjay Grover & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
  6. In compliance with aforesaid Circulars, Annual Report for FY 2022-23, containing the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Board's Report, Auditors' Reports etc., Notice of the AGM of the Company is being sent only through electronic mode to those Members whose Email IDs are registered with the Company' Registrar and Share Transfer Agent ('RTA')/ Depository Participant ('DP'). Members may note that Notice of the AGM and the Annual Report for FY 2022-23 will also be available on (a) the Company's website at [www.digispice.com](http://www.digispice.com); (b) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com); and (c) on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (agency providing e-Voting facility). The Company will not dispatch a physical copy of Annual Report and Notice of AGM to any Member.
  7. Members are requested to update their e-mail ID with their DP in case the equity shares are held in demat mode and with the RTA of the Company or the Company, along with duly filled in and completed Form ISR-1, in case the shares are held in physical mode to ensure that the documents reach them on their preferred email address. After registering their e-mail addresses, Members are entitled to receive the Notice of AGM and Annual Report in physical mode upon making a request for the same to the Company from their registered e-mail ID.
  7. The members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  8. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2023 to 28<sup>th</sup> September, 2023 (both days inclusive) for the purpose of AGM.
  9. The Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 has mandated furnishing of PAN, KYC, nominations, contact details, (postal address, phone number and e-mail address), bank details and signature by holders of physical securities to the Registrar and Transfer Agent ('RTA') of the Company. RTA will not be able to process any service requests or complaints received from the Members till PAN, KYC and nomination documents / details are received by RTA as mentioned above.
- The Members holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI Circular or in case PAN is not linked with Aadhaar, all folios of such Members shall be frozen on or after 1<sup>st</sup> October, 2023 by the RTA. If the folio(s) continue to remain frozen as on 31<sup>st</sup> December, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

In view of the above, Members of the Company holding securities in physical form are requested to quote their ledger folio number in all their correspondence and provide the following documents/details to RTA:

- a. PAN linked with Aadhaar and details of KYC (using ISR-1);
- b. Contact details including postal address with PIN code, mobile number, e-mail address (using ISR-1);
- c. Bank account details including bank name, branch, Bank account number, IFSC code (using ISR-1);
- d. Specimen signature (using ISR-2);
- e. Nomination in Form no. SH-13 or submit declaration to Opt-out of Nomination Form ISR-3;
- f. Any cancellation or variation in nomination shall be provided in Form no. SH-14.

Members holding shares in dematerialized mode are requested to intimate the aforesaid changes directly to their DP.

The above mentioned required documents/details to be sent at the office of the RTA by any one of the following mode:

- a. Through 'In Person Verification' ('IPV'): The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials.
- b. Through Post: Hard copies of self-attested documents.
- c. Through electronic mode with e-sign: The holder(s)/ claimant(s) may furnish the documents to RTA electronically including by way of email at [investor@masserv.com](mailto:investor@masserv.com), provided the documents furnished shall have e-sign of the holder(s)/ claimant(s). The Members can download the forms mentioned in the SEBI Circular from the website of the Company or RTA website i.e. [www.masserv.com](http://www.masserv.com), as made available.

Pursuant to Regulation 40 of the Listing Regulations, as amended, securities of the listed companies can only be transferred in dematerialized form and in case of transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form.

In view of the aforesaid, all the Members holding shares in physical form are advised to convert their shareholding from physical form to demat form with a DP of their choice in order to continue the benefit of liquidity of their shareholding.

Further, SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, has mandated the listed Companies to issue securities in dematerialized form only while processing the following request(s):

- a. Issue of duplicate share certificate;
- b. Claim from unclaimed suspense account;
- c. Renewal / Exchange of securities certificate;
- d. Endorsement;
- e. Sub-division / splitting of securities certificate;
- f. Consolidation of securities certificates/folios;
- g. Transmission;
- h. Transposition.

For this purpose, the securities holder/claimant shall submit a duly filled-up Form ISR-4 which is hosted on the website of the company as well as on the website of the Company's RTA.

10. Pursuant to Sections 124 and 125 of the Act the dividend amount which remains unpaid/unclaimed for a period of seven years from the date of transfer to unpaid dividend accounts of the Company, is required to be transfer to the Investor Education and Protection Fund ('IEPF') of the Central Government. Accordingly, unpaid or unclaimed amount in respect of dividend till financial year 2013-14 have already been transferred to IEPF.

Kindly note that the Members whose unclaimed/unpaid dividend already transferred to IEPF can claim the unpaid / unclaimed dividend from IEPF Authority by making an application in the Form and the manner as prescribed under the IEPF (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended. Members who have not claimed their dividend related to financial year 2018-19 are requested to contact the Company's RTA, MAS Services Limited, as the said unpaid dividend lying in the unpaid dividend account maintained by the Company and the details of which have been filed with MCA and also uploaded on the website of the Company viz. [www.digispice.com](http://www.digispice.com).

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate by the Secretarial Auditors of the Company regarding ESOP Scheme as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection electronically by the Members.

## Notice

12. Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Company Secretary of the Company at least 5 days in advance of the AGM so that the information called for can be made available at the Meeting.
13. All documents, including those required to be kept for inspection, referred to in the accompanying Notice are available for electronic inspection up to the date of the AGM. Members seeking to inspect such documents can send an email to [investors@digispice.com](mailto:investors@digispice.com).
14. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast two (2) days prior to the date of commencement of e-voting. Hence, Members are requested to update the mobile no./email ID with their respective DPs.
15. Since the AGM is being conducted through VC/OAVM, the Route map of the 35<sup>th</sup> AGM is not attached.
16. **Voting through electronic means:**
  - a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote electronic voting facility to its Members for transacting all the businesses as stated in this Notice through e-voting services being provided by National Securities Depository Limited ('NSDL'). The Member may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - b. Pursuant to the relevant Circulars issued by MCA, the facility for voting through e-voting facility will also be available at the AGM for those Members who have not cast their vote through remote e-voting before the AGM and who are not otherwise debarred from doing so.
  - c. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
  - d. The remote e-voting period commences on **25<sup>th</sup> September, 2023 at 9:00 A.M. and ends on 27<sup>th</sup> September, 2023 at 5:00 P.M.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **21<sup>st</sup> September, 2023** may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, the same shall not be allowed to be changed subsequently.
  - e. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **21<sup>st</sup> September, 2023**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

#### How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by listed companies, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

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### B. Login method for Shareholders other than individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for Shareholders other than Individual Shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Pallavi Mhatre, Senior Manager) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide folio no., name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@masserv.com](mailto:investor@masserv.com) or [investors@digispice.com](mailto:investors@digispice.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@masserv.com](mailto:investor@masserv.com) or [investors@digispice.com](mailto:investors@digispice.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholder/Member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

### THE INSTRUCTIONS FOR MEMBERS/SHAREHOLDER FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## Notice

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@digispice.com](mailto:investors@digispice.com). The same will be replied by the company suitably.
6. Members may register themselves atleast five (5) days in advance as a speaker by sending their request along with questions from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, mobile number at [investors@digispice.com](mailto:investors@digispice.com).
7. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.
8. Members can login and join the AGM 15 (fifteen) minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start

the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members, on first-come-first-served basis. However, the participation of large Members (Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for Members for attending the AGM through VC/OAVM are given in this Notice.

### OTHER INSTRUCTIONS FOR SHAREHOLDERS

1. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2023 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or MAS Services Limited, RTA at [investor@masserv.com](mailto:investor@masserv.com). In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2023 may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-Voting system'.
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'E-voting' facility of NSDL for all those Members who are attending the AGM but have not cast their votes by availing the remote e-voting facility.
3. The Scrutinizer shall make, within two (2) working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against whether through remote e-voting or through e-voting during AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
4. Subject to receipt of requisite number of votes, the Resolution(s) shall be deemed to be passed on the date of AGM i.e. 28<sup>th</sup> September, 2023.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.digispice.com](http://www.digispice.com) and on the website of NSDL immediately after the declaration of result and communicated to the BSE Limited and National Stock Exchange of India Limited.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 3

M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) were appointed as Statutory Auditors of the Company to hold office for a period of five consecutive years commencing from the conclusion of 30<sup>th</sup> Annual General Meeting ('AGM') held on 14<sup>th</sup> November, 2018 till the conclusion of 35<sup>th</sup> AGM to be held in year 2023. Their existing term will expire at the conclusion of the ensuing 35<sup>th</sup> AGM.

The Company has received a Special Notice from one of its Member in terms of provisions of Section 140(4) of the Companies Act, 2013 (the 'Act'), for appointment of Statutory Auditors other than retiring Auditors. Accordingly, as per provisions of Sections 139, 141, 142 and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules made

thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Audit Committee and the Board of Directors at their respective meetings held on 27<sup>th</sup> July, 2023, recommended the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI Firm Registration No. 301003E/E300005 for a period of five consecutive years, from the conclusion of this 35<sup>th</sup> AGM till the conclusion of 40<sup>th</sup> AGM to be held in calendar year 2028.

Pursuant to Section 139 of the Act and the rules framed thereunder, the Company has received written consent from M/s. S.R. Batliboi & Co. LLP, Chartered Accountants and a certificate that they are eligible for appointment and are not disqualified under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the Listing Regulations, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India ('ICAI').

Further, requisite information pursuant to Regulation 36(5) of the Listing Regulations are provided hereunder:

<p>Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.</p>	<p>Proposed fee payable is ₹ 18.50 Lakhs per annum including limited review, tax audit and certain recurring certifications.</p> <p>The fee is increased as compared to current auditors in view of the size, sector expertise and standing of the proposed appointee.</p>
<p>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.</p>	<p>The Audit Committee and the Board of Directors evaluated appointment of M/s. S.R. Batliboi &amp; Co. LLP, Chartered Accountants as Statutory Auditors, on various parameters including but not limited to size of the firm, industry experience, competency of the audit team, efficiency in conduct of audit, independence, transition, overall audit approach, sector expertise, eligibility criteria and understanding of the Company and its business.</p> <p>S. R. Batliboi &amp; Co. LLP (FRN 301003E/E300005) ('the Audit Firm'), is a firm of Chartered Accountants registered with the ICAI. The Audit Firm was established in the year 1949 and is a limited Liability Partnership Firm ('LLP') incorporated in India. It has registered office at 22, Camac Street, Kolkata apart from other branch offices in various cities in India. The Audit Firm has a valid Peer Review certificate and is part of S.R. Batliboi &amp; Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients. It comprises of a team of professionals having extensive experience, understanding and technical expertise with a proven ability and leading edge methodologies. It is committed to quality and service that is professionally and globally consistent and translate into service with adherence to professional standards and policies.</p>

## Notice

It is proposed to give authority to the Board of Directors, on the recommendation of the Audit Committee, to agree, revise, review and vary the terms & conditions of such appointment, remuneration etc. and to fix the remuneration to be paid for the subsequent years during their remaining tenure as the Statutory Auditors of the Company including out of pocket expenses and applicable taxes.

In addition to the statutory audit, the Company will also obtain certifications from M/s. S.R. Batliboi & Co. LLP, Chartered Accountants under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

The Board recommends the ordinary resolution set forth at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnels of the Company and their respective relatives are in any way, concerned or interested in the proposed Resolution set out at Item No. 3 of the Notice.

### Item No. 4

Dr. (Ms.) Rashmi Aggarwal (DIN: 07181938) was appointed as a Non-Executive Independent Director of the Company for first term of five consecutive years from 2<sup>nd</sup> November, 2018 to 1<sup>st</sup> November, 2023, by the Members at 31<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2019. Her first term as Non-Executive Independent Director of the Company will expire on 1<sup>st</sup> November, 2023.

The Nomination and Remuneration Committee ('NRC') and the Board of Directors at their respective Meetings held on 27<sup>th</sup> July, 2023 after taking into account the performance evaluation of Dr. (Ms.) Rashmi Aggarwal during first term and considering her knowledge, acumen, experience including proficiency, skills and based on declarations and consent received from her, has recommended her re-appointment for the second term of five consecutive years from 2<sup>nd</sup> November, 2023 to 1<sup>st</sup> November, 2028 (both days inclusive), not subject to retirement by rotation. In opinion of the Board, she is a person of integrity and possesses the relevant expertise and experience and fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for reappointment as an Independent Director, she is independent of the management and her re-appointment as an Independent Director for second term as mentioned would be of immense benefit to the Company.

In terms of provisions of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. In compliance thereof, the approval of the Members for the re-appointment of Dr. (Ms.) Rashmi Aggarwal as a Non-Executive Independent Director by passing Special Resolution set forth in the Item No. 4 of the Notice.

The Company has received a notice under provisions of Section 160(1) of the Act from a Member, proposing her candidature for the office of Director and the Company has also received from Dr. (Ms.) Rashmi Aggarwal:

- a. consent to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- b. intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is stand free from any disqualification being a Director;
- c. a declaration that she is not debarred or disqualified from being appointed as a Director or continue as Director by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority;
- d. a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations;
- e. she does not hold any equity shares in her name or on beneficial basis for any other person in the Company as on date of this Notice; and
- f. a declaration that she is in compliance with rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to inclusion of her name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Dr. (Ms.) Rashmi Aggarwal will be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, reimbursement for expenses incurred in connection with attending Board/ Committee meetings, if any, as permitted under Law.

A Copy of the letter of re-appointment of Dr. (Ms.) Rashmi Aggarwal as an Independent Director setting out the terms and conditions of her appointment would be available for online inspection without any fee by the Members. Members can request inspection of such documents by sending an e-mail to [complianceofficer@digispice.com](mailto:complianceofficer@digispice.com).

The information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings, in relation to the Director seeking appointment / re-appointment is attached as Annexure - I hereto.

The Board recommends the special resolution set forth at Item No. 4 of the Notice for approval by the Members.

None of the Directors (other than Dr. (Ms.) Rashmi Aggarwal, herself) and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the proposed Resolution set out at Item No. 4 of the Notice.

## 'Annexure-I'

The information, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the Director seeking appointment / re-appointment is given hereunder:

Name of the Director	Mr. Dilip Modi	Dr. (Ms.) Rashmi Aggarwal
DIN	00029062	07181938
Date of Birth	12 <sup>th</sup> March, 1974	16 <sup>th</sup> October, 1974
Date of First Appointment on the Board	21 <sup>st</sup> August, 2006	2 <sup>nd</sup> November, 2018
No. of shares held as on 31 <sup>st</sup> March, 2023	10,12,395	Nil
Qualifications	Mr. Modi completed his Master's in Business Administration with a specialisation in Finance. He also holds a First Class in Bachelor's of Science in Management Technology from Brunel University, London.	Bachelor of Science; Law Graduate; Masters' in Law; and PhD (Patents Law)
Experience and expertise in specific Functional Area	A brief resume and nature of expertise, in specific functional areas, of Mr. Dilip Modi is provided in the Annual Report.	A brief resume and nature of expertise, in specific functional areas, of Dr. Rashmi Aggarwal is provided in the Annual Report.
Terms and Conditions of appointment	Appointed as a Non-Executive Director of the Company, liable to retire by rotation.	Appointed as an Non-Executive Independent Director of the Company for a period of five years w.e.f. 2 <sup>nd</sup> November, 2023 to 1 <sup>st</sup> November, 2028 (both inclusive).
Detail of Remuneration sought to be paid and the remuneration last drawn	N.A.	She will be entitled to receive sitting fees for attending the meeting of the Board and its Committee.
No. of Board Meetings attended during the year ended 31 <sup>st</sup> March, 2023	Five (5) Board Meetings were attended out of six (6) Board Meetings* held during the year ended 31 <sup>st</sup> March, 2023.	Six (6) Board Meetings were attended out of six (6) Board Meetings* held during the year ended 31 <sup>st</sup> March, 2023.
List of Directorship in Companies (Other than DiGiSPICE Technologies Limited)	1. Spice Connect Private Limited; 2. E-Arth Techventures Private Limited; 3. Vikasni Fintech Private Limited; and 4. Subh Karma Ventures Private Limited.	1. Dish TV India Limited; 2. Spice Money Limited; 3. Dish Infra Services Private Limited; and 4. Today Merchandise Private Limited.
Chairman / Member of the Committees of the Board of Directors of Companies (Other than DiGiSPICE Technologies Limited) on which she/he is a Director	NIL	<b>Audit Committee</b> 1. Dish TV India Limited (Member) 2. Spice Money Limited (Member) 3. Dish Infra Services Private Limited (Chairperson) 4. Today Merchandise Private Limited (Chairperson) <b>Stakeholders Relationship Committee</b> 5. Dish TV India Limited (Chairperson) <b>Nomination &amp; Remuneration Committee</b> 6. Spice Money Limited (Chairperson)
Name of the listed entities from which he has resigned in the past three years	WSFx Global Pay Limited w.e.f. 4 <sup>th</sup> February, 2020. (Formerly known as 'Wall Street Finance Limited')	Zee Media Corporation Limited w.e.f. 9 <sup>th</sup> August, 2021.
Disclosure of relationships between Directors/KMP inter-se	None of the Directors has any relationship with other Directors and Key Managerial Personnels of the Company.	

\*Including the adjourned Board Meeting held on 26<sup>th</sup> May, 2022 in continuation of Board Meeting which commenced on 25<sup>th</sup> May, 2022.

By Order of the Board  
For **DiGiSPICE Technologies Limited**

**Ruchi Mehta**  
Company Secretary and  
Compliance Officer

Date: 4<sup>th</sup> September, 2023  
Place: Noida