

Integrated Governance

DIGISPICE TECHNOLOGIES LIMITED

General information about company

Scrip code	517214	
NSE Symbol	DIGISPICE	
MSEI Symbol	NOTLISTED	
ISIN	INE927C01020	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	No penalty or fine imposed during the quarter.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	s00479	
Reason For No SCORE ID		
Type of Submission	Revision	
Remarks (website dissemination)		

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

Whether the listed entity has a Regular Chairperson

Whether Chairperson is related to MD or CEO

false

true

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

Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Dilip Kumar Modi	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	NA		21-08-2006	28-09-2023			1	0	0
2	Mr	Mayank Jain	Non-Executive - Independent Director	Not Applicable		false				Active	NA		01-10-2019	01-10-2024		69	1	1	1
3	Mr	Mrutyunjay Mahapatra	Non-Executive - Independent Director	Not Applicable		false				Active	NA		22-12-2022	22-12-2022		30.1	2	2	4
4	Mr	Pankaj Vaish	Non-Executive - Independent Director	Not Applicable		false				Active	NA		01-10-2024	01-10-2024		9	3	3	7
5	Mr	Ram Nirankar Rastogi	Non-Executive - Independent Director	Not Applicable		false				Active	NA		31-01-2024	31-01-2024		17.01	2	2	2
6	Mr	Rohit Ahuja	Executive Director	Not Applicable		false				Active	NA		05-05-2020	05-05-2023			1	0	1
7	Mrs	Veena Vikas Mankar	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-02-2025	14-02-2025		4.15	3	2	5
8	Mr	Venkatramu Jayanthi	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		31-01-2024	01-04-2024			1	0	0
9	Mr	Subramanian Murali	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		07-05-2015	28-09-2024	30-04-2025		0	0	0
10	Mr	Ramesh Venkataraman	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		12-05-2025	12-05-2025			2	0	2

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Mrutyunjay Mahapatra	Non-Executive - Independent Director	Chairperson	16-01-2023		
2	Pankaj Vaish	Non-Executive - Independent Director	Member	15-11-2024		
3	Veena Vikas Mankar	Non-Executive - Independent Director	Member	19-05-2025		
4	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015	30-04-2025	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Pankaj Vaish	Non-Executive - Independent Director	Chairperson	15-11-2024		
2	Ram Nirankar Rastogi	Non-Executive - Independent Director	Member	15-11-2024		
3	Mayank Jain	Non-Executive - Independent Director	Member	21-10-2022		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Mayank Jain	Non-Executive - Independent Director	Chairperson	19-05-2025		
2	Pankaj Vaish	Non-Executive - Independent Director	Member	15-02-2025		
3	Rohit Ahuja	Executive Director	Member	21-10-2022		
4	Subramanian Murali	Non-Executive - Non Independent Director	Chairperson	07-05-2015	30-04-2025	Textual Information(1)

Text Block

Textual Information(1)	Appointed as Chairperson of the Committee w.e.f. 30.11.2015
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Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Mrutyunjay Mahapatra	Non-Executive - Independent Director	Chairperson	15-02-2025		
2	Pankaj Vaish	Non-Executive - Independent Director	Member	15-11-2024		
3	Ram Nirankar Rastogi	Non-Executive - Independent Director	Member	19-05-2025		
4	Veena Vikas Mankar	Non-Executive - Independent Director	Member	19-05-2025		
5	Subramanian Murali	Non-Executive - Non Independent Director	Member	15-02-2025	30-04-2025	

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Dilip Kumar Modi	Non-Executive - Non Independent Director	Chairperson	08-05-2014		
2	Veena Vikas Mankar	Non-Executive - Independent Director	Member	19-05-2025		
3	Mayank Jain	Non-Executive - Independent Director	Member	21-10-2022		
4	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015	30-04-2025	

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	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)	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	14-02-2025			true	9	9	5
2	04-03-2025	17		true	9	9	5
3	18-03-2025	13		true	9	5	4
4	23-05-2025	65		true	9	9	5
5	30-05-2025	6		true	9	9	5

Annexure I

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	14-02-2025				true	3	3	2	0
2	Audit Committee	18-03-2025	31			true	3	2	2	0
3	Audit Committee	23-05-2025	65			true	3	3	3	0
4	Nomination and remuneration committee	14-01-2025				true	3	3	3	0
5	Nomination and remuneration committee	14-02-2025	30			true	3	3	3	0
6	Nomination and remuneration committee	29-04-2025	73			true	3	3	3	0
7	Nomination and remuneration committee	22-05-2025	22			true	3	3	3	0
8	Stakeholders Relationship Committee	21-03-2025				true	3	2	1	0
9	Stakeholders Relationship Committee	29-04-2025	38			true	3	2	1	0
10	Stakeholders Relationship Committee	23-06-2025	54			true	3	3	2	0
11	Risk Management Committee	21-03-2025				true	3	3	2	0

Annexure I

V. 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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Text Block

Textual Information(1)	This report for quarter ended 30-06-2025 will be placed before the Board of Directors in their next meeting.
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Annexure I

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

Details of Cyber security incidence

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	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Signatory Details

Name of signatory	Ruchi Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	29-07-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Spice Money Limited	25-04-2025	96.83	1.94	98.77

Text Block

Textual Information(1)	The Company acquired 869030 (1.94% of total no. of shares) class B shares of SML. Class B shares carry differential voting right. The shareholding percentage has been provided in terms of no. of equity Shares.
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Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	ADDITIONAL COMMISSIONER OF GOODS AND SERVICE TAX	25-07-2024	Additional Commissioner passed an order for FY 2019-20 confirming : A. the demand of alleged short tax payment of Rs. 3,13,21,694 along with interest and imposes penalty of Rs. 31,23,169 B. the demand of alleged wrongly availed ITC of amounting to Rs. 94,72,797 along with interest and imposes Penalty of Rs. 9,47,280; C. demand of Interest of Rs. 3509 on account of delayed payment of tax paid; and D. imposes Penalty of Rs. 25,000 of each CGST and SGST Head under Section 125 of the CGST Act read with corresponding provisions of PGST Act for alleged varied and dissimilar declaration of value of zero rated supplies. The Company has filed an appeal with Commissioner Appeal on 23-10-2024.	Appeal is pending
2	COMMISSIONER OF INCOME TAX	17-08-2015	Assessing Officer disallowed reimbursements of INR 577 Lakhs made to Regional Distributors on account of advertisement expenditure incurred by them, by invoking section 40(a)(ia) of the Act for non-deduction of TDS (Demand of INR 2.71 cr adjusted against refund for AY 2010-11). On appeal, CIT(A) remitted the matter back to AO for verification and allowance of deduction to the extent RD's have deducted TDS on advertisement expenses. Tax department filed appeal before ITAT, Company also filed cross objections before ITAT. ITAT has dismissed both the dept appeal and cross objections upholding CIT(A) order. Against the order of the ITAT, the Company filed appeal before Allahabad High Court, which was dismissed by order dated 13th May 2015 stating no question of law arises. The company filed SLP in the Supreme Court against the said order of Allahabad High Court on 17 August 2015. SLP has been admitted by Supreme court on 09-8-2019. Pursuant to directions of CIT(A), AO issued order for appeal effect, dated 1st June 2015, disregarding the request of the Company to provide additional time to submit the evidence for TDS. Against the said order, Company filed an appeal before CIT(A), Meerut in July 2015 on the ground of principles of natural justice and other grounds. CIT(A) by order dated 20th February 2017 dismissed the appeal ex-parte as non-admissible without passing a reasoned order. On Company's appeal before ITAT, case is remanded back to CIT(A) vide order dated 17/01/2020 with direction to pass a speaking order on merits.	Case pending before the Supreme Court and CIT (Appeals)
3	DEL-C-(22)(2)- Delhi	03-02-2023	Income Tax return of Spice Money for AY 2021-22 processed u/s 143(1) by making suo-moto adjustment (a) Sec 41(1) - Rs. 7,83,189 and (b) Sec 36(1)(va) - Rs. 18,129. Rectification application filed by Spice Money is accepted and rectification order passed correcting error. Appeal filed before CIT(A) has become infructuous.	The Intimation regarding the rectification order filed with CIT(Appeals) for withdrawal of appeal. Order awaited.
4	Deputy Commissioner of Goods and Service Tax, Noida	21-02-2025	Deputy commissioner has imposed penalty of Rs 2,32,332 on input taken by company during the FY 2020-21 and demaning tax 11,61,664 towards input tax along with interest of Rs 9,21,757	The Company has filed appeal in May 2025 against the order of
5	National e-assessment centre, Delhi	07-04-2021	In respect of assessment year 2018-19, the Assessing Officer made disallowance of Rs 69.01 lakhs to the assessed income of Spice Money Limited in the order of assessment passed u/s 143(3) and adjusted the tax demand of Rs. 14.89 lakhs against the refunds due. Spice Money has filed an appeal to the CIT (Appeals) against the said order.	Case decided in favour of the Company by CIT (Appeals) by deleting the disallowance of Rs. 69 lakhs vide order dated 02.07.2025
6	Deputy Excise and Taxation Commissioner (Inspection), Faridabad	22-10-2019	The Company filed appeal before Hararyana Tax Tribunal against the revisionary order of Deputy Excise and Taxation Commissioner, revising the deemed assessable value of the Chargers sold by Company in composite packs during FY 2013-14, thereby rasing demand of Rs. 1.2 Cr. along with interest thereon.	The matter is pending before Tax tribunal.
7	Assistant Commissioner, State Tax, Uttarakhand	02-09-2024	Spice Money Limited, subsidiary of the Company received an order from GST Authority imposing a penalty of Rs. 2,31,530 under section 73(9) of Utrkhand Goods and Service Tax Act, 2017. The total demand under the said order is Rs. 45,74,652 including interest and penalty. The order alleges short declaration of Taxable Turnover and consequent short payment of GST thereon by Spice Money for the year 2019-20. Necessary Appeal has been filed by Spice Money.	Appeal is pending
8	State Tax Officer, Uttarakhand	04-07-2023	Order u/s 74 of Central Goods and Services Tax Act, 2017 in relation to financial year 2018- 19 with a demand of Rs. 95,77,294, including tax, reversal of credit and penalty passed by Seles tax Officer, Uttarakhand, against Spice Money Limited. The Writ has been filed by Spice Money Limited in Uttarakhand High Court.	Matter is pending before Uttarakhand High Court.
9	Deputy Commissioner, State Tax, Noida	24-08-2024	An order issued by GST Authority under section 73 of Goods and Service Tax Act, 2017 against Spice Money Limited with total demand of Rs. 12,81,556, being interest and penalty due to short declaration of tax. Spice Money has filed application for waiver of tax and penalty under section 128A.	Waiver application filed by the Company is approved by order dated 8th May, 202, whereby complete interest and penalty is waived.