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	Yearly					
Date of Report	31-03-2024					
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 Whether the listed entity has a Regular Chairperson Yes Whether Chairperson is related to MD or CEO No Title (Mr Category 3 of Date of Category 1 of directors Category 2 of directors Sr Name of the Director PAN DIN Ms) directors Birth Non-Executive - Non Chairperson related to 00029062 Dilip Modi Mr **Independent Director** Promoter Subramanian Non-Executive - Non 00041261 Not Applicable Mr **Independent Director** Murali Non-Executive - Independent 07181938 Rashmi Aggarwal Not Applicable Mrs Director Non-Executive - Independent 00251609 Mayank Jain Not Applicable Mr Director 5 Mr Rohit Ahuja 00065417 **Executive Director** Not Applicable Non-Executive - Independent Mrutyunjay 03168761 Not Applicable Mr Director Mahapatra Venkatramu Non-Executive - Non 08918442 Not Applicable Mr **Independent Director** Jayanthi Ram Nirankar Non-Executive - Independent 07063686 Not Applicable Mr Rastogi Director

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
7	No				Active
8	No				Active

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	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)	Reason for Cessation	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	02-11- 2018		65	1	1	4	1			
4	NA		01-10- 2019	01-10- 2019		54	1	1	0	0			
5	NA		05-05- 2020	05-05- 2023			1	0	1	0			
6	NA		22-12- 2022	22-12- 2022		15	3	3	6	3			
7	NA		31-01- 2024	31-01- 2024		2	1	1	0	0			
8	NA		31-01- 2024	31-01- 2024		2	1	1	0	0			

Au	Audit Committee Details											
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							

No	Nomination and remuneration committee											
	Whe	ther the Nomination and	remuneration committee has a R	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							

Sta	Stakeholders Relationship Committee										
	Wheth	ner the Stakeholders Re	lationship Committee has a Ro	egular 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.

Ris	Risk Management Committee										
		Whether the Risk Man	agement Committee has a R	egular 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.

Co	Corporate Social Responsibility Committee											
	Whethe	er the Corporate Social R	esponsibility Committee has a F	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							

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

	Annexure 1								
An	Annexure 1								
III	. Meeting of B	oard of Direct	ors						
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	07-11-2023				Yes	6	6	3	
2		31-01-2024	84		Yes	8	8	4	
3		07-03-2024	35		Yes	8	7	4	
4		27-03-2024	19		Yes	8	7	4	

Annexure 1

IV. Meeting of Committees

		Disclos	sure of notes o							
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	Reson 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	11-10-2023				Yes	3	3	2	0
2	Audit Committee	06-11-2023	25			Yes	3	3	2	0
3	Audit Committee	30-01-2024	84			Yes	3	3	2	0
4	Nomination and remuneration committee	04-12-2023				Yes	3	3	2	0
5	Nomination and remuneration committee	31-01-2024	57			Yes	3	3	2	0
6	Nomination and remuneration committee	07-03-2024	35			Yes	3	3	2	0

Annexure 1

IV. Meeting of Committees

_	T		I		1		1		1	
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	Reson 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)
7	Nomination and remuneration committee	27-03-2024	19			Yes	3	3	2	0
8	Stakeholders Relationship Committee	22-12-2023				Yes	3	2	1	0
9	Risk Management Committee	12-03-2024	80			Yes	3	3	2	2

	Annexure 1							
V.	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						
Di	sclosure of notes of material transaction with related party	Textual Information(1)						

	Text Block
Textual Information(1)	There was no material transaction with related parties during the period under review.

	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 report will be placed before the Board in its next meeting.

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://digispice.com/#2ndPage
2	Terms and conditions of appointment of independent directors	Yes		https://investorrelations.digispice.com/information.php?page=terms-and-conditions-appointment-independent-directors
3	Composition of various committees of board of directors	Yes		https://investorrelations.digispice.com/information.php?page=board-of-directors
4	Code of conduct of board of directors and senior management personnel	Yes		https://investorrelations.digispice.com/files/Code-of-Conduct.pdf
5	Details of establishment of vigil	Yes		https://investorrelations.digispice.com/files/SML-WBP-01-04-2019.pdf

	mechanism/ Whistle Blower policy		
6	Criteria of making payments to non-executive directors	Yes	https://investorrelations.digispice.com/Rem_Policy.pdf
7	Policy on dealing with related party transactions	Yes	https://investorrelations.digispice.com/files/Policy_on_Related_Party_Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://investorrelations.digispice.com/files/Policy_on_Material_Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://investorrelations.digispice.com/information.php?page=familiarization-programme-independent-directors
10	Email address for grievance redressal and other relevant details	Yes	https://investorrelations.digispice.com/information.php?page=investor-contact
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes	https://investorrelations.digispice.com/information.php?page=nodal-officer

	investor grievances		
12	Financial results	Yes	https://investorrelations.digispice.com/information.php?page=financial-information
13	Shareholding pattern	Yes	https://investorrelations.digispice.com/information.php?page=shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	Yes	https://investorrelations.digispice.com/articles/1735053585_Agreement-for-Investor-Relations-Services.pdf

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://investorrelations.digispice.com/information.php?page=investors-analysts-call
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://investorrelations.digispice.com/information.php?page=transcripts
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://investorrelations.digispice.com/information.php?page=newspaper-publications

dit rating or sion in credit ng obtained arate audited ncial ements of a subsidiary of listed entity in sect of a vant financial retarial appliance sort	i es	https://investorrelations.digispice.com/information.php?page=accountssubsidiaries-companies
ncial ements of n subsidiary of listed entity in ect of a vant financial r retarial npliance	i es	https://investorrelations.digispice.com/information.php?page=accountssubsidiaries-companies
npliance		
	Yes	https://investorrelations.digispice.com/information.php?page=annual-reports
teriality Policy er Regulation (4)	Yes	https://investorrelations.digispice.com/files/policy-for-determination-of-materiality-of-any-event-information.pdf
closure of tact details of P who are norized for the pose of ermining eriality as nired under alation 30(5)	Yes	https://investorrelations.digispice.com/files/Contact%20Details%20of%20Authorized%20KMP's.pdf
closures under ulation 30(8)	Yes	https://investorrelations.digispice.com/information.php?page=announcements
ements of iation(s) or ations(s) as cified in alation 32	NA	
	Yes	https://investorrelations.digispice.com/articles/845005173_Dividend%20Distribution%20Policy.pdf
el el ia e ia	osures under ation 30(8) ments of ation(s) or tions(s) as fied in ation 32 dend ibution	ation 30(5) losures under ation 30(8) ments of ation(s) or tions(s) as fied in ation 32 lend Yes

	Regulation 43A(1)		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://investorrelations.digispice.com/information.php?page=annual-reports
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://investorrelations.digispice.com/information.php?page=disclosures-under-regulation-46-of-the-lodr
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://investorrelations.digispice.com/information.php?page=disclosures-under-regulation-46-of-the-lodr

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes		
32	Approval for material related party transactions	23(4)	NA		
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes		
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes		
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes		
36	Alternate Director to Independent Director	25(1)	Yes		
37	Maximum Tenure	25(2)	Yes		
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes		
39	Meeting of independent directors	25(3) & (4)	Yes		
40	Familiarization of independent directors	25(7)	Yes		

	<u> </u>					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.		
41	Declaration from Independent Director	25(8) & (9)	Yes			
42	Directors and Officers insurance	25(10)	Yes			
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes			
44	Memberships in Committees	26(1)	Yes			
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes			
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA			
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes			
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA			
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA			
	Any other information to be provided - Add Notes					

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

	Annexure II			
Ш	II. Affirmations			
Sr	Particulars	Compliance status (Yes/No/NA)		
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes		
	Any other information to be provided			

	Annexure II		
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 lette	ers /securities etc.refer note below		
(A)Any loan or any other form of debt advanced b	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 indirectly, in connection with any loan	/ 1	v	ity directly or
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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information		Textual Information(2)	
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, composecurities in connection with any loan(s) (or other indirectly by the listed entity to promoter(s), promotelatives), key managerial personnel (including the them are in the economic interest of the company.	form of debt) given directly or oter group, director(s) (including their	Yes	Textual Information(3)
Name	Vinit Kishore		
Designation	CFO		
Place	Noida		
Date	19-04-2024		

Details of Cyber security incidence			
	tion 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or a or documents during the quarter	No	
Number of cyber secur	ity incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event	

Signatory Details		
Name of signatory	Ruchi Mehta	
Designation of person	Company Secretary and Compliance Officer	
Place	Noida	
Date	19-04-2024	