

<b>General information about company</b>	
Scrip code	517214
NSE Symbol	DIGISPICE
MSEI Symbol	NOTLISTED
ISIN	INE927C01020
Name of the entity	DiGiSPICE Technologies Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory Textual Information(1)

Whether the listed entity has a Regular Chairperson								Yes																	
Whether Chairperson is related to MD or CEO								No	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Dilip Modi		00029062	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-03-1974	No				Active	NA		21-08-2006	15-12-2020			1	0	0	0		
2	Mr	Subramanian Murali		00041261	Non-Executive - Non Independent Director	Not Applicable		30-07-1959	No				Active	NA		07-05-2015	30-09-2021			1	0	2	1		
3	Mrs	Rashmi Aggarwal		07181938	Non-Executive - Independent Director	Not Applicable		16-10-1974	No				Active	NA		02-11-2018	02-11-2018		53	2	2	7	3		
4	Mr	Mayank Jain		00251609	Non-Executive - Independent Director	Not Applicable		12-04-1973	No				Active	NA		01-10-2019	01-10-2019		42	1	1	0	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Rohit Ahuja		00065417	Executive Director	Not Applicable		16-09-1975	No				Active	NA		05-05-2020	29-09-2022		1	0	1	0			
6	Mr	Mrutyunjay Mahapatra		03168761	Non-Executive - Independent Director	Not Applicable		03-05-1960	No				Active	NA		22-12-2022	22-12-2022		3	1	1	5	3		

<b>Text Block</b>	
Textual Information(1)	Dr. Rashmi Aggarwal is holding the post of Chairperson in Audit Committee of two Private Limited Companies, which are subsidiaries of Public Limited Company. Hence, the same is included in number of membership/chairperson of the Committees.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03168761	Mrutyunjay Mahapatra	Non-Executive - Independent Director	Chairperson	16-01-2023		
2	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
3	07181938	Rashmi Aggarwal	Non-Executive - Independent Director	Member	16-08-2019		
4	00251609	Mayank Jain	Non-Executive - Independent Director	Chairperson	21-10-2022	15-01-2023	

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

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

**Sr Text Block**

Textual Information(1)

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



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

**Sr Text Block**

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

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

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	5	5	2
2		25-01-2023	74		Yes	6	6	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-11-2022				Yes	3	3	2	0
2	Audit Committee	25-01-2023	74			Yes	3	3	2	0
3	Audit Committee	24-03-2023	57			Yes	3	3	2	0
4	Stakeholders Relationship Committee	24-03-2023				Yes	3	3	1	0
5	Risk Management Committee	17-03-2023				Yes	3	3	2	2
6	Nomination and remuneration committee	11-11-2022				Yes	3	3	2	0

**Annexure 1**

**V. Related Party Transactions**

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

**Text Block**

Textual Information(1)

There was no material transaction with related parties 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

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
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		<a href="https://digispice.com/digiklub">https://digispice.com/digiklub</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://investorrelations.digispice.com/information.php?page=terms-and-conditions-appointment-independent-directors">https://investorrelations.digispice.com/information.php?page=terms-and-conditions-appointment-independent-directors</a>
3	Composition of various committees of board of directors	Yes		<a href="https://investorrelations.digispice.com/information.php?page=composition-board-committees">https://investorrelations.digispice.com/information.php?page=composition-board-committees</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://investorrelations.digispice.com/files/Code%20of%20Conduct%20%282%29.pdf">https://investorrelations.digispice.com/files/Code%20of%20Conduct%20%282%29.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://investorrelations.digispice.com/files/SML-WBP-01-04-2019.pdf">https://investorrelations.digispice.com/files/SML-WBP-01-04-2019.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://investorrelations.digispice.com/Rem_Policy.pdf">https://investorrelations.digispice.com/Rem_Policy.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://investorrelations.digispice.com/files/Policy_on_Related_Party_Transactions.pdf">https://investorrelations.digispice.com/files/Policy_on_Related_Party_Transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://investorrelations.digispice.com/files/Policy_on_Material_Subsiaries.pdf">https://investorrelations.digispice.com/files/Policy_on_Material_Subsiaries.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://investorrelations.digispice.com/information.php?page=familiarization-programme-independent-directors">https://investorrelations.digispice.com/information.php?page=familiarization-programme-independent-directors</a>

**Annexure II**

**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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://investorrelations.digispice.com/information.php?page=investor-contact">https://investorrelations.digispice.com/information.php?page=investor-contact</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://investorrelations.digispice.com/information.php?page=investor-contact">https://investorrelations.digispice.com/information.php?page=investor-contact</a>
12	Financial results	Yes		<a href="https://investorrelations.digispice.com/information.php?page=financial-results">https://investorrelations.digispice.com/information.php?page=financial-results</a>
13	Shareholding pattern	Yes		<a href="https://investorrelations.digispice.com/information.php?page=shareholding-pattern">https://investorrelations.digispice.com/information.php?page=shareholding-pattern</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://investorrelations.digispice.com/articles/1735053585_Agreement-for-Investor-Relations-Services.pdf">https://investorrelations.digispice.com/articles/1735053585_Agreement-for-Investor-Relations-Services.pdf</a>
15	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		<a href="https://investorrelations.digispice.com/information.php?page=investors-analysts-call">https://investorrelations.digispice.com/information.php?page=investors-analysts-call</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per	Yes		<a href="https://investorrelations.digispice.com/information.php?page=newspaper-publications">https://investorrelations.digispice.com/information.php?page=newspaper-publications</a>

	regulation 47 (1)			
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://investorrelations.digispice.com/information.php?page=accounts---subsidiaries-companies">https://investorrelations.digispice.com/information.php?page=accounts---subsidiaries-companies</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://investorrelations.digispice.com/information.php?page=board-of-directors">https://investorrelations.digispice.com/information.php?page=board-of-directors</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://investorrelations.digispice.com/files/policy-for-determination-of-materiality-of-any-event-information.pdf">https://investorrelations.digispice.com/files/policy-for-determination-of-materiality-of-any-event-information.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://investorrelations.digispice.com/articles/845005173_Dividend%20Distribution%20Policy.pdf">https://investorrelations.digispice.com/articles/845005173_Dividend%20Distribution%20Policy.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://digispice.com/">https://digispice.com/</a>

**Annexure II**

<b>II. Annual Affirmations</b>				
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(1B)	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	

**Annexure II****II. Annual Affirmations**

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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Ruchi Mehta
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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**

<b>Annexure II</b>		
1	Name of signatory	Ruchi Mehta
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
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
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
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)
<b>II. Affirmations</b>			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)	

Name	Vinit Kishore		
Designation	CFO		
Place	Noida		
Date	12-04-2023		

<b>Signatory Details</b>	
Name of signatory	Ruchi Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	20-04-2023



