

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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not 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)							
Wether the listed entity has a Regular Chairperson													Yes							
Whether Chairperson is related to MD or CEO													No							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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			Non-Executive - Non Independent Director	Chairperson related to Promoter		12-03-1974	NA		21-08-2006	30-11-2018			1	0	0	0		
2	Mr	Subramanian Murali			Non-Executive - Non Independent Director	Not Applicable		30-07-1959	NA		07-05-2015	27-09-2019			1	0	2	1		
3	Mr	Suman Ghose Hazra			Non-Executive - Independent Director	Not Applicable		05-05-1953	NA		07-05-2015	07-05-2015		59	1	1	3	2		
4	Mrs	Rashmi Aggarwal			Non-Executive - Independent Director	Not Applicable		16-10-1974	NA		02-11-2018	02-11-2018		17	3	3	5	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether 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 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	Mayank Jain			Non-Executive - Independent Director	Not Applicable		12-04-1973	NA		01-10-2019	01-10-2019		6	1	1	0	0		
6	Mrs	Preeti Das			Executive Director	Not Applicable	CEO	01-08-1962	NA		01-10-2019	01-10-2019			1	0	0	0		

Text Block

Textual Information(1)

Mrs. Rashmi Aggarwal, Independent Director of the Company is holding the post of Chairperson of the Audit Committee of a private limited company which is a subsidiary of a public limited company, and, therefore, the same has been included in the 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		Suman Ghose Hazra	Non-Executive - Independent Director	Chairperson	07-05-2015		Textual Information(1)
2		Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
3		Rashmi Aggarwal	Non-Executive - Independent Director	Member	16-08-2019		

Sr Text Block

Textual Information(1)

Appointed as Chairman of the Committee w.e.f. 13.08.2015

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		Rashmi Aggarwal	Non-Executive - Independent Director	Chairperson	16-08-2019		
2		Suman Ghose Hazra	Non-Executive - Independent Director	Member	07-05-2015		
3		Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		

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		Subramanian Murali	Non-Executive - Non Independent Director	Chairperson	07-05-2015		Textual Information(1)
2		Suman Ghose Hazra	Non-Executive - Independent Director	Member	30-11-2015		
3		Rashmi Aggarwal	Non-Executive - Independent Director	Member	05-02-2019		

Sr Text Block

Textual Information(1)

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

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		Dilip Modi	Non-Executive - Non Independent Director	Chairperson	08-05-2014		
2		Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
3		Suman Ghose Hazra	Non-Executive - Independent Director	Member	16-08-2019		

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

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

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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)				
1	08-11-2019				Yes	6	3
2		04-02-2020	87		Yes	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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	07-11-2019				Yes	3	2
2	Audit Committee	03-02-2020	87			Yes	3	2
3	Nomination and remuneration committee	03-02-2020				Yes	3	2
4	Stakeholders Relationship Committee	30-10-2019				Yes	3	2
5	Stakeholders Relationship Committee	03-02-2020	95			Yes	3	2

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)

In pursuance to the Comprehensive Scheme of Arrangement, the DTS Business of Spice Money Limited (SML) (formerly known as Spice Digital Limited), a wholly owned subsidiary of the Company, has been demerged into the Company and the transactions done by SML in relation to this business are the transactions done on behalf of the Company and, therefore, back to back transactions for transitional period and have not been considered for reporting purpose here.

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 500 listed entities)	NA
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	M R Bothra
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

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

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
1	Details of business	Yes		www.digispice.com
2	Terms and conditions of appointment of independent directors	Yes		www.digispice.com
3	Composition of various committees of board of directors	Yes		www.digispice.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.digispice.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.digispice.com
6	Criteria of making payments to non-executive directors	Yes		www.digispice.com
7	Policy on dealing with related party transactions	Yes		www.digispice.com
8	Policy for determining 'material' subsidiaries	Yes		www.digispice.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.digispice.com

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		www.digispice.com
11	email address for grievance redressal and other relevant details	Yes		www.digispice.com
12	Financial results	Yes		www.digispice.com
13	Shareholding pattern	Yes		www.digispice.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
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	NA		
16	New name and the old name of the listed entity	Yes		www.digispice.com
17	Advertisements as per regulation 47 (1)	Yes		www.digispice.com
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		www.digispice.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.digispice.com
21	Materiality Policy as per Regulation 30	Yes		www.digispice.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.digispice.com

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.
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)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
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)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	No	The Ministry of Corporate Affairs (MCA) vide its General Circular No. 11 dated 24th March, 2020 has provided certain exemptions/ relief inter alia providing that for the financial year 2019-20 if the Independent Directors (IDs) of a company have not been able to hold such a meeting, the same shall not be viewed as a violation. In view of the COVID-19 outbreak, the Company could not hold separate meeting of IDs during the year 2019-20 and the Independent directors have shared their views amongst themselves.
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)	NA	
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)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)

Regulation 17(8) ,17(10) and 24A will be complied subsequent to the Financial year end.

Annexure II

1	Name of signatory	M R Bothra
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. 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	M R Bothra
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	M R Bothra
Designation of person	Company Secretary and Compliance Officer
Place	Delhi
Date	14-05-2020