

**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	Half Yearly
Date of Report	30-09-2019
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

Whether 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	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			Executive Director	Chairperson related to Promoter			21-08-2006	30-11-2018			2	0	0	0		
2	Mr	Subramanian Murali			Non-Executive - Non Independent Director	Not Applicable			07-05-2015	27-09-2019			1	0	2	1		
3	Mr	Shrenik Mahendra Khasgiwala			Non-Executive - Non Independent Director	Not Applicable			17-05-2018	17-05-2018	07-08-2019		0	0	0	0		
4	Mr	Suman Ghose Hazra			Non-Executive - Independent Director	Not Applicable			07-05-2015	07-05-2015		53	1	1	4	2		

## 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	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	Umang Das			Non-Executive - Independent Director	Not Applicable			07-05-2015	07-05-2015	07-08-2019	51	0	0	0	0		
6	Mrs	Rashmi Aggarwal			Non-Executive - Independent Director	Not Applicable			02-11-2018	02-11-2018		11	3	3	5	0		

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		Umang Das	Non-Executive - Independent Director	Member	07-05-2015	07-08-2019	
3		Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
4		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

<b>Nomination and remuneration committee</b>							
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		Umang Das	Non-Executive - Independent Director	Chairperson	07-05-2015	07-08-2019	
2		Suman Ghose Hazra	Non-Executive - Independent Director	Member	07-05-2015		
3		Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		
4		Rashmi Aggarwal	Non-Executive - Independent Director	Chairperson	16-08-2019		

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



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

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

<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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	21-05-2019				Yes	5	3
2	14-06-2019		23		Yes	3	1
3		30-07-2019	45		Yes	4	2
4		26-09-2019	57		Yes	4	2

**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	20-05-2019				Yes	3	2
2	Audit Committee	29-07-2019	69			Yes	3	2
3	Nomination and remuneration committee	20-05-2019				Yes	3	2
4	Nomination and remuneration committee	29-07-2019	69			Yes	2	1
5	Nomination and remuneration committee	26-09-2019	58			Yes	3	2
6	Stakeholders Relationship Committee	01-06-2019				Yes	2	1

**Annexure 1****IV. Meeting of Committees**

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*
7	Stakeholders Relationship Committee	11-09-2019	101			Yes	2	1
8	Corporate Social Responsibility Committee	29-07-2019				Yes	3	1

**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 III**

**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

<b>Annexure III</b>		
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	Noida
Date	15-10-2019