

Date: 23rd December, 2024

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001
Scrip Code: 517214

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Code: DIGISPICE

Sub.: Postal Ballot - Disclosure of the Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report

Dear Sir/Madam,

This is in continuation to our letter dated 22nd November, 2024 with respect to 'Postal Ballot Notice' for seeking approval of members of the Company on the following resolutions:

Sr. No.	Description of Resolution	Type of resolution
1	Appointment of Mr. Pankaj Vaish (DIN 00367424) as a Non-Executive Independent Director of the Company	Special Resolution

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company transacted these matters by means of Postal Ballot by voting only through electronic means i.e. Remote e-voting. Remote e-voting process concluded on Sunday, 22nd December, 2024 at 5.00 p.m. (IST).

The Board of Directors of the Company, in compliance with Rule 22(5) of the Rules, appointed Mr. Kapil Dev Taneja, Company Secretary in whole-time practice (Membership No.F4019), or failing him Mr. Neeraj Arora, Company Secretary in whole-time practice (Membership No.F10781), partners of M/s. Sanjay Grover & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

The Scrutinizers submitted report today, i.e. on 23rd December, 2024. Based on the report of the scrutinizer, this is to inform that the resolutions put for voting through postal ballot (Remote E-voting) have been passed by the Members of the Company on 22nd December, 2024.

Please find enclosed herewith the following:

- The voting result in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure- 1**); and

b. Copy of the Scrutinizer's Report (**Annexure -2**).

The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://digispice.com>

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking you.

Yours faithfully,
for **DiGiSPICE Technologies Limited**

(Ruchi Mehta)
Company Secretary & Compliance Officer

DiGiSPICE TECHNOLOGIES LIMITED

Voting Results of Postal Ballot

Details of e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the Postal Ballot	22-12-2024
Total number of shareholders on Cut-off date i.e. November 15, 2024	42,258
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA

1. Special Resolution: Appointment of Mr. Pankaj Vaish (DIN 00367424) as a Non-Executive Independent Director of the Company.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	16,94,47,570	16,94,47,570	100.0000	16,94,47,570	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		16,94,47,570	100.0000	16,94,47,570	-	100.0000	0.0000
Public-Institutions	E-voting	1,070	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Non Institutions	E-voting	6,38,14,466	92,656	0.1452	71,183	21,473	76.8250	23.1750
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		92,656	0.1452	71,183	21,473	76.8250	23.1750
Total		23,32,63,106	16,95,40,226	72.6820	16,95,18,753	21,473	99.9873	0.0127

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Company Secretary

DiGiSPICE TECHNOLOGIES LIMITED

(CIN: L72900DL1986PLC330369)

JA-122, 1st Floor, DLF Tower - A Jasola,

Jamia Nagar, New Delhi-110025

Dear Sir,

I, Kapil Dev Taneja (FCS No. 4019, C.P. No.: 22944), Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of DiGiSPICE Technologies Limited ('**the Company**') on 14th November, 2024 for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 ('**the Act**') read with the Companies (Management and Administration) Rules, 2014 ('**Rules**') and read with



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General Circular No. 09/2024 dated September 19, 2024 and other applicable circulars thereto issued by the Ministry of Corporate Affairs ('**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution(s) as mentioned in the Notice of Postal Ballot dated November 22, 2024 ('**Notice**')

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Appointment of Mr. Pankaj Vaish (DIN 00367424) as a Non-Executive Independent Director of the Company.

I submit my report as under:

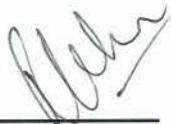
1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent i.e. MAS Services Limited, or with their respective Depository Participants ('**DP**') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on Friday, November 15, 2024 ('**Cut-off Date**').
2. The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ LODR Regulations in respect of the resolutions contained in the Postal Ballot Notice including dispatch of notice to the Members. My responsibilities as Scrutinizer is restricted to make & submit a Scrutinizer's Report of the votes cast in 'Favour' or



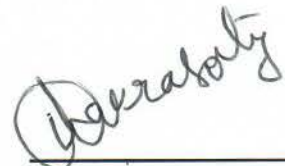
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'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL').

3. The Company has published an advertisement on November 23, 2024 regarding service of Postal Ballot Notice to eligible Members in English language newspaper "Financial Express" and in vernacular newspaper "Jansatta".
4. The Members of the Company holding equity shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility in compliance of the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. '<https://www.evoting.nsdl.com/>' ('website').
5. The remote e-voting commenced on Saturday, November 23, 2024, 09:00 A.M. (IST) and ended on Sunday, December 22, 2024, 05:00 P.M. (IST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL through its website.
6. The remote e-voting was unblocked on Sunday, December 22, 2024 after 05:00 P.M. (IST) in the presence of two witnesses i.e. Mr. Rizwan Khan and Mr. Ujjwal Chakraborty who were not in the employment of the Company and have signed below:



Rizwan Khan



Ujjwal Chakraborty

7. The particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate register maintained for this purpose. E-votes cast



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upto 05:00 P.M. (IST) on December 22, 2024 are considered for the purpose of this report.

8. The remote e-voting was scrutinized and reconciled with the register of members/records of the Company as on cut- off date as maintained by RTA of the Company.
9. The total paid-up share capital of the Company as on "cut-off" date i.e. Friday, November 15, 2024 was INR 69,97,89,318/- (Indian Rupees Sixty Nine Crores Ninety Seven Lakhs Eighty Nine Thousand Three Hundred and Eighteen Only) divided into 23,32,63,106 (Twenty Three Crores Thirty Two Lakhs Sixty Three Thousand One Hundred and Six Only) equity shares of Rs. 3/- (Rupees Three Only) each.
10. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

1. Appointment of Mr. Pankaj Vaish (DIN 00367424) as a Non-Executive Independent Director of the Company.

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	16,95,18,753	NA	16,95,18,753	99.9873
Dissent	21,473		21,473	0.0127
Total	16,95,40,226		16,95,40,226	100



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The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'

11. Based on the aforesaid results, the resolution as mentioned above are deemed to have been passed on December 22, 2024, being the last date of remote e-voting for the Members of the Company.
12. The Register containing the details of remote e-voting relating to the Postal Ballot will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of Postal Ballot.

Thanking You,

**For Sanjay Grover & Associates
Company Secretaries**

Firm Registration No.: P2001DE052900

Peer Review Certificate No.: 4268/2023



Kapil Dev Deneja

Partner

CP No.: 22944 / Mem. No. F4019

UDIN: F004019F003461748

December 23, 2024

New Delhi

Countersigned by

Ruchi Mehta

Company Secretary & Compliance

Officer

DiGiSPICE TECHNOLOGIES LIMITED

December 23, 2024

Noida



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Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	163	16,95,40,226	50,86,20,678
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	163	16,95,40,226	50,86,20,678
d) Votes with assent for the resolution	149	16,95,18,753	50,85,56,259
e) Votes with dissent for the resolution	14	21,473	64,419

