

Date: 30th September, 2022

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.: 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,

Further to proceedings of 34th Annual General Meeting ('AGM'), submitted by DiGispice Technologies Limited ('Company') on 29th September, 2022, this is to inform that the members of the Company, in their 34th Annual General Meeting held on Thursday, 29th September, 2022 through Video Conferencing facility, have accorded their approval with requisite majority, by way of e-voting at AGM/remote e-voting to the Resolutions set out in the Notice dated 30th August, 2022 convening the said AGM.

In this regard, please find enclosed herewith the following:

- a. 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 Consolidated Scrutinizer's Report (**Annexure -2**).

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 Annual General Meeting								
Details of e-Voting at AGM and Remote 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 AGM							29.09.2022	
Total number of shareholders on record date i.e. September 22, 2022							33,486	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							1 133	
1. Ordinary Resolution: To receive, consider and adopt:								
a. The Audited Financial Statements for the financial year ended 31st March, 2022 along with the Board of Directors' and Auditors' Report thereon;								
b. The Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 and the Auditors' Report thereon.								
Whether promoter/ promoter group are interested 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	Remote e-Voting	16,94,47,570	16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	72,165	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote e-Voting	6,15,81,671	2,63,46,546	42.7831	2,63,42,748	3798	99.9856	0.0144
	e-Voting at AGM		28	0.0000	28	0	100.0000	0.0000
	Total		2,63,46,574	42.7831	2,63,42,776	3,798	99.9856	0.0144
Total		23,11,01,406	19,57,94,144	84.7222	19,57,90,346	3,798	99.9981	0.0019

2. Ordinary Resolution: To consider and appoint a Director in place of Mr. Rohit Ahuja (DIN: 00065417), who retires by rotation and being eligible, offers himself for re-appointment.

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	Remote e-Voting	16,94,47,570	16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	72,165	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote e-Voting	6,15,81,671	2,63,46,546	42.7831	2,63,41,631	4,915	99.9813	0.0187
	e-Voting at AGM		28	0.0000	28	0	100.0000	0.0000
	Total		2,63,46,574	42.7831	2,63,41,659	4,915	99.9813	0.0187
Total		23,11,01,406	19,57,94,144	84.7222	19,57,89,229	4,915	99.9975	0.0025

3. Special Resolution: To approve revision in remuneration of Mr. Rohit Ahuja (DIN: 00065417), Executive 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	Remote e-Voting	16,94,47,570	16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	72,165	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote e-Voting	6,15,81,671	2,63,46,546	42.7831	2,63,41,426	5,120	99.9806	0.0194
	e-Voting at AGM		28	0.0000	28	0	100.0000	0.0000
	Total		2,63,46,574	42.7831	2,63,41,454	5,120	99.9806	0.0194
Total		23,11,01,406	19,57,94,144	84.7222	19,57,89,024	5,120	99.9974	0.0026

4. Special Resolution: To approve the re-appointment of Mr. Rohit Ahuja (DIN: 00065417) as an Executive 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	Remote e-Voting	16,94,47,570	16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		16,94,47,570	100.0000	16,94,47,570	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	72,165	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote e-Voting	6,15,81,671	2,63,46,546	42.7831	2,63,41,130	5,416	99.9794	0.0206
	e-Voting at AGM		28	0.0000	28	0	100.0000	0.0000
	Total		2,63,46,574	42.7831	2,63,41,158	5,416	99.9794	0.0206
Total		23,11,01,406	19,57,94,144	84.7222	19,57,88,728	5,416	99.9972	0.0028

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

Annexure-2

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

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') read with relevant Circulars issued by Ministry of Corporate Affairs ("MCA") & Securities and Exchange Board of India ("SEBI")]

To,

The Chairman
DIGISPICE Technologies Limited
CIN: L72900DL1986PLC330369
622, 6th Floor, DLF Tower A,
Jasola Distt. Centre, New Delhi- 110025

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing 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') in its meeting held on 10th August, 2022 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 34th Annual General Meeting ('AGM') under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and SEBI Circular No. dated 12th May, 2020 and 13th May, 2022 ("MCA & SEBI Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolution(s) mentioned in Notice dated 30th August, 2022 for 34th AGM of the Company held on Thursday, 29th September, 2022 at 12.00 noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').



I submit my report as under:-

1. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA & SEBI Circulars; and (iii) the LODR Regulations related to e-voting in respect of the resolutions contained in the AGM Notice as well as to ensure a secured framework for the e-voting. My responsibilities as scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).
2. The remote e-voting period commenced on Monday, 26th September, 2022 at 9.00 A.M. (IST) and ended on Wednesday, 28th September, 2022 at 5.00 P.M. (IST) via remote e-voting platform on the designated website of NSDL, Authorized Agency to provide remote e-voting facility viz: <https://www.evoting.nsdl.com/>. The Company also provided e-voting facility during the AGM to the Members who attended the meeting through VC/OAVM, to enable them to cast their votes, if they had not casted their vote earlier through remote e-voting.
3. The Members of the Company as on the "cut off" date i.e. Wednesday, 22nd September, 2022 were entitled to avail the facility of remote e-voting as well as e-voting at AGM on the proposed resolution(s) as set out in the AGM Notice.
4. The total paid up Equity Share Capital of the Company as on 22nd September, 2022 was of Rs. 69,33,04,218/- (Rupees Sixty Nine Crores Thirty Three Lakhs Four Thousand Two Hundred Eighteen Only) divided into 23,11,01,406 (Twenty Three Crores Eleven Lakhs One Thousand Four Hundred Six) equity shares of Rs. 3/- (Rupees Three Only) each.
5. After completion of e-voting at the AGM, the votes cast by the members through e-voting at the AGM and through remote e-voting were unblocked in the presence of two witnesses Mr. Rizwan Khan and Mr. Sujeet Kumar who were not in the employment of the Company who have signed below:



Mr. Rizwan Khan



Mr. Sujeet Kumar



6. The data of remote e-voting and e- voting at AGM were reconciled with the records maintained by Mas Services Limited, the Registrar and Transfer Agent ('RTA') of the Company and it was also confirmed by the RTA/Company that the shareholders who have participated e-voting were holding shares as on cut-off date i.e. 22nd September, 2022. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. The shareholders exercised their voting either by remote e-voting or e-voting at AGM.
8. The consolidated summary of results of e-voting at the AGM and remote e-voting are as under:

Resolutions No. 1- To receive, consider and adopt:

- a. The Audited Financial Statements for the financial year ended 31st March, 2022 along with the Board of Directors' and Auditors' Report thereon;
- b. The Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 and the Auditors' Report thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes at AGM	Remote e-Votes	Total	
Assent	28	19,57,90,318	19,57,90,346	99.9981
Dissent	0	3,798	3,798	0.0019
Total	28	19,57,94,116	19,57,94,144	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in Annexure- A.



Resolution No. 2- To consider and appoint a Director in place of Mr. Rohit Ahuja (DIN: 00065417), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes at AGM	Remote e-Votes	Total	
Assent	28	19,57,89,201	19,57,89,229	99.9975
Dissent	0	4,915	4,915	0.0025
Total	28	19,57,94,116	19,57,94,144	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in Annexure- B.

Resolution No. 3- To approve revision in remuneration of Mr. Rohit Ahuja (DIN: 00065417), Executive Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes at AGM	Remote e-Votes	Total	
Assent	28	19,57,88,996	19,57,89,024	99.9974
Dissent	0	5,120	5,120	0.0026
Total	28	19,57,94,116	19,57,94,144	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in Annexure- C.



Resolution No. 4- To approve the re-appointment of Mr. Rohit Ahuja (DIN: 00065417) as an Executive Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes at AGM	Remote e-Votes	Total	
Assent	28	19,57,88,700	19,57,88,728	99.9972
Dissent	0	5,416	5,416	0.0028
Total	28	19,57,94,116	19,57,94,144	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure- D.**

9. The register related to remote e-voting and e-voting at the AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

For Sanjay Grover & Associates
Company Secretaries



Devesh Kumar Vasisht
Partner
Scrutinizer
CP No.:13700 / M. No.: F8488
UDIN. F008488D001085181
September 29, 2022
New Delhi



Countersigned by



(Dileep Modi)
Chairman
Digispice Technologies Limited

Details of e-voting at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	28	84
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	13	28	84
d) Votes with Assent	13	28	84
e) Votes with Dissent	0	0	0

A2. 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	271	19,57,94,116	58,73,82,348
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	271	19,57,94,116	58,73,82,348
d) Votes with Assent	245	19,57,90,318	58,73,70,954
e) Votes with Dissent	26	3,798	11,394



Details of e-voting at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	28	84
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	13	28	84
d) Votes with Assent	13	28	84
e) Votes with Dissent	0	0	0

B2. 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	271	19,57,94,116	58,73,82,348
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	271	19,57,94,116	58,73,82,348
d) Votes with Assent	241	19,57,89,201	58,73,67,603
e) Votes with Dissent	30	4,915	14,745



Details of e-voting at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	28	84
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	13	28	84
d) Votes with Assent	13	28	84
e) Votes with Dissent	0	0	0

C2. 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	271	19,57,94,116	58,73,82,348
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	271	19,57,94,116	58,73,82,348
d) Votes with Assent	240	19,57,88,996	58,73,66,988
e) Votes with Dissent	31	5,120	15,360



Details of e-voting at AGM & remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	28	84
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	13	28	84
d) Votes with Assent	13	28	84
e) Votes with Dissent	0	0	0

D2. 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	271	19,57,94,116	58,73,82,348
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	271	19,57,94,116	58,73,82,348
d) Votes with Assent	238	19,57,88,700	58,73,66,100
e) Votes with Dissent	33	5,416	16,248

