

Date: **July 30, 2020**

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

**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.: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020**

Dear Sir/Madam,

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the copy of Annual Secretarial Compliance Report issued by M/s. Jitendra Kumar & Associates, Company Secretaries, for the financial year ended March 31, 2020.

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**  
(formerly Spice Mobility Limited)

**Sd/-**

**M.R. Bothra**  
**Vice President – Corporate Affairs**  
**& Company Secretary**  
Ph. No. 0120-3355131

Encl: As above

**Note: In view of the Guidelines issued by the stock exchanges for submission of the documents in the wake of CoVID-19 virus pandemic, this document is being submitted without signature of the aforesaid signatory i.e. with Sd/-.**

**Annual Secretarial Compliance Report of "Digispice Technologies Limited" (formerly known as "Spice Mobility Limited") for the year ended 31<sup>st</sup> March 2020**

I Jitendra Kumar, Proprietor of Jitendra Kumar & Associates, Practicing Company Secretary having office at B-52, G.F., West Guru Angad Nagar, Laxmi Nagar, Delhi-110092 have examined:

- (a) all the documents and records made available to us and explanation provided by "Digispice Technologies Limited" ("the listed entity") formerly known as "Spice Mobility Limited",
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the review period:





- (a) The entity is listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- (b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (d) No action is taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (e) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observation made by Practicing Company Secretary in previous reports	Observation made in the Secretarial Compliance Report for the year ended 31 <sup>st</sup> March, 2019	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non – Submission of Annual Report for the Year ended 31 <sup>st</sup> March, 2018 in pursuance to the Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations").	The 30 <sup>th</sup> Annual General Meeting ("AGM") of the Company for the Financial year 2017-18 was held on 14 <sup>th</sup> November, 2018 and in pursuance to the Regulation 34 of the Listing Regulations, the Annual Report was submitted by the Company to BSE Limited and National Stock Exchange of India Limited ("NSE") on 16 <sup>th</sup> November, 2018 i.e. within 2 days of the AGM and the same is reflected on NSE portal since then. The same is also available on the website of the Company.  The Company had made a representation to the BSE Limited on the matter and response from them was awaited.	The Company had made a representation to the BSE Limited and on the basis of representation, BSE Limited vide its letter dated 17 <sup>th</sup> July, 2019 waived the fine imposed by it.	The Company has made representation against the notice received from BSE Ltd. and the BSE Ltd. vide its letter dated 17 <sup>th</sup> July, 2019 waived the fine imposed by it. In view of the waiver of fine by BSE Ltd., there was no non-compliance.

For Jitendra Kumar & Associates  
Company Secretaries



**Jitendra Kumar**  
Company Secretary  
Membership No. 8409  
C.P. No. 9230  
UDIN: F008409B000527664

Place: New Delhi  
Date: 30/07/2020