

Date: **28th September, 2023**

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.: **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 35th Annual General Meeting ('AGM'), submitted by DiGiSPICE Technologies Limited (the 'Company') on 28th September, 2023, this is to inform that the members of the Company, at the AGM held on Thursday, 28th September, 2023 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 4th September, 2023 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 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 AGM	
Details of venue voting 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	28-09-2023
Total number of shareholders on cut-off date i.e. September 21, 2023	31,964
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:	1 239

1. <u>Ordinary Resolution</u> : To receive, consider and adopt: a. the Audited Financial Statements for the financial year ended 31st March, 2023 along with the Board of Directors' and Auditors' Report thereon; b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2023 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	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		16,94,47,570	100.0000	16,94,47,570	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	5,874	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	6,21,09,662	2,61,24,839	42.0624	2,61,24,645	194	99.9993	0.0007
	e-Voting at AGM		492	0.0008	491	1	99.7967	0.2033
	Total		2,61,25,331	42.0632	2,61,25,136	195	99.9993	0.0007
Total		23,15,63,106	19,55,72,901	84.4577	19,55,72,706	195	99.9999	0.0001

2. Ordinary Resolution: To consider and appoint a Director in place of Mr. Dilip Modi (DIN: 00029062), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

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	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		16,94,47,570	100.0000	16,94,47,570	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	5,874	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	6,21,09,662	2,61,24,839	42.0624	2,61,23,645	1,194	99.9954	0.0046
	e-Voting at AGM		492	0.0008	491	1	99.7967	0.2033
	Total		2,61,25,331	42.0632	2,61,24,136	1,195	99.9954	0.0046
Total		23,15,63,106	19,55,72,901	84.4577	19,55,71,706	1,195	99.9994	0.0006

3. Ordinary Resolution: To consider and approve the appointment of the Statutory Auditors to hold office from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting.

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	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		16,94,47,570	100.0000	16,94,47,570	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	5,874	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	6,21,09,662	2,61,24,839	42.0624	2,61,24,645	194	99.9993	0.0007
	e-Voting at AGM		492	0.0008	491	1	99.7967	0.2033
	Total		2,61,25,331	42.0632	2,61,25,136	195	99.9993	0.0007
Total		23,15,63,106	19,55,72,901	84.4577	19,55,72,706	195	99.9999	0.0001

4. Special Resolution: To consider and approve the re-appointment of Dr. (Ms.) Rashmi Aggarwal (DIN: 07181938) as a Non-Executive Independent Director of the Company.

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	0	0.0000	0	0	0.0000	0.0000
	e-Voting at AGM		16,94,47,570	100.0000	16,94,47,570	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	5,874	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	6,21,09,662	2,61,24,839	42.0624	2,61,23,645	1,194	99.9954	0.0046
	e-Voting at AGM		492	0.0008	491	1	99.7967	0.2033
	Total		2,61,25,331	42.0632	2,61,24,136	1,195	99.9954	0.0046
Total		23,15,63,106	19,55,72,901	84.4577	19,55,71,706	1,195	99.9994	0.0006

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

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, Ramit Rastogi, 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 27th July, 2023 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 35th 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, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and such other Circulars as may be issued in relation thereto ("hereinafter collectively referred as **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 04th September, 2023 for AGM of the Company held on Thursday, 28th September, 2023 at 11.00 A.M through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').



SANJAY GROVER & ASSOCIATES

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 and also for ensuring a secured framework for 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, 25th September, 2023 at 9.00 A.M. (IST) and ended on Wednesday, 27th September, 2023 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. Thursday, 21st September, 2023 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 cut-off date was Rs. 69,46,89,318/- (Rupees Sixty Nine Crores Forty Six Lakhs Eighty Nine Thousand Three Hundred Eighteen Only) divided into 23,15,63,106 (Twenty Three Crores Fifteen Lakhs Sixty Three Thousand One 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 Ms. Shristi Rawat who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Mr. Rizwan Khan


Ms. Shristi Rawat

6. The data of remote e-voting and e-voting at AGM were reconciled with the records maintained by M/S MAS Services Limited, the Registrar and Transfer Agent ('RTA') of the Company and it was



SANJAY GROVER & ASSOCIATES

also confirmed by the RTA/Company that the shareholders who have participated in e-voting were holding shares as on cut-off date i.e. 21st September, 2023. 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, 2023 along with the Board of Directors' and Auditors' Report thereon;
- b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2023 and the Auditors' Report thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-voting	Total	
Assent	16,94,48,061	2,61,24,645	19,55,72,706	99.9999
Dissent	01	194	195	0.0001
Total	16,94,48,062	2,61,24,839	19,55,72,901	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. Dilip Modi (DIN: 00029062), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-voting	Total	
Assent	16,94,48,061	2,61,23,645	19,55,71,706	99.9994
Dissent	01	1,194	1,195	0.0006
Total	16,94,48,062	2,61,24,839	19,55,72,901	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 consider and approve the appointment of the Statutory Auditors to hold office from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-voting	Total	
Assent	16,94,48,061	2,61,24,645	19,55,72,706	99.9999
Dissent	01	194	195	0.0001
Total	16,94,48,062	2,61,24,839	19,55,72,901	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.**



SANJAY GROVER & ASSOCIATES

Resolution No. 4- To consider and approve the re-appointment of Dr. (Ms.) Rashmi Aggarwal (DIN: 07181938) as a Non-Executive Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-voting	Total	
Assent	16,94,48,061	2,61,23,645	19,55,71,706	99.9994
Dissent	01	1,194	1,195	0.0006
Total	16,94,48,062	2,61,24,839	19,55,72,901	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/reports 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/reports and all other related papers to the Chairman, Company Secretary or any other authorized person.

Thanking You,

For **SANJAY GROVER & ASSOCIATES**
COMPANY SECRETARIES



Ramit Rastogi

Partner

CP No.: 18465

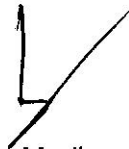
UDIN: F006952E001110890

September 28, 2023

New Delhi



Countersigned by



Dilip 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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	09	16,94,48,062	50,83,44,186
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	09	16,94,48,062	50,83,44,186
d) Votes with Assent	08	16,94,48,061	50,83,44,183
e) Votes with Dissent	01	01	03

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	349	2,61,24,839	7,83,74,517
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	349	2,61,24,839	7,83,74,517
d) Votes with Assent	343	2,61,24,645	7,83,73,935
e) Votes with Dissent	06	194	582



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	09	16,94,48,062	50,83,44,186
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	09	16,94,48,062	50,83,44,186
d) Votes with Assent	08	16,94,48,061	50,83,44,183
e) Votes with Dissent	01	1	03

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	349	2,61,24,839	7,83,74,517
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	349	2,61,24,839	7,83,74,517
d) Votes with Assent	342	2,61,23,645	7,83,70,935
e) Votes with Dissent	07	1,194	3,582



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	09	16,94,48,062	50,83,44,186
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	09	16,94,48,062	50,83,44,186
d) Votes with Assent	08	16,94,48,061	50,83,44,183
e) Votes with Dissent	01	1	03

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	349	2,61,24,839	7,83,74,517
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	349	2,61,24,839	7,83,74,517
d) Votes with Assent	343	2,61,24,645	7,83,73,935
e) Votes with Dissent	06	194	582



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	09	16,94,48,062	50,83,44,186
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	09	16,94,48,062	50,83,44,186
d) Votes with Assent	08	16,94,48,061	50,83,44,183
e) Votes with Dissent	01	1	03

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	349	2,61,24,839	7,83,74,517
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	349	2,61,24,839	7,83,74,517
d) Votes with Assent	342	2,61,23,645	7,83,70,935
e) Votes with Dissent	07	1,194	3,582

