

Date: 21st March, 2023

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,

In continuation to our letter dated 17th February, 2023 titled 'Postal Ballot Notice', 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**).

The resolution for appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as Non-Executive Independent Director of the Company has been passed by the Members of the Company on 19th March, 2023, through Postal Ballot by remote e-voting process with requisite majority.

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 voting results through postal ballot process pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions								
Date of the Postal Ballot							19th March, 2023 [Voting start date: 18th February, 2023 at 9.00 a.m. (IST) and ends on 19th March, 2023 at 5.00 p.m. (IST)].	
Total number of shareholders on Cut-off date i.e. 10th February, 2023							33,513	
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:							NA	
1. Special Resolution : Appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as 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	0.00	100.0000	0.0000
	Postal Ballot		0.00	0.0000	0.00	0.00	0.0000	0.0000
	Total		16,94,47,570	100.0000	16,94,47,570	0.00	100.0000	0.0000
Public-Institutions	E-voting	13,970	0.00	0.0000	0.00	0.00	0.0000	0.0000
	Postal Ballot		0.00	0.0000	0.00	0.00	0.0000	0.0000
	Total		0.00	0.0000	0.00	0.00	0.0000	0.0000
Public-Non Institutions	E-voting	6,20,79,866	2,61,46,065	42.1168	2,61,40,518	5,547	99.9788	0.0212
	Postal Ballot		0.00	0.0000	0.00	0.00	0.0000	0.0000
	Total		2,61,46,065	42.1168	2,61,40,518	5,547	99.9788	0.0212
Total		23,15,41,406	19,55,93,635	84.4746	19,55,88,088	5,547	99.9972	0.0028

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 110 of the Companies Act, 2013 ('the Act') and the Companies (Management and Administration) Rules, 2014 ('the Rules') 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 ('LODR Regulations')]

To,

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

Dear Sir,

I, Kapil Dev Taneja, 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 January 25, 2023, 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 ('Act') read with the Companies (Management and Administration) Rules, 2014 ('Rules') and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 read with General Circular 10/2022 dated December 28, 2022 respectively ('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 resolutions as mentioned in the Notice of Postal Ballot dated February 16, 2023:



Sr. No.	Type of Resolution	Particulars
1	Special Resolution	Appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as 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 through email only 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 February 10, 2023 ('cut-off date').
2. The management of the Company is responsible to ensure the 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 the dispatch of the notice to the Members. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or '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 February 18, 2023 regarding service of Postal Ballot Notice to eligible Members in English language newspaper "Financial Express" and in Hindi language newspaper "Jansatta".
4. The Members of the Company holding 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.
5. The remote e-Voting commenced on February 18, 2023, 09:00 a.m. (IST) and ended on March 19, 2023, 05:00 p.m. (IST). Further, the remote e- voting process was monitored through the Scrutinizer's secured link provided by NSDL on its designated website i.e. '<https://www.evoting.nsdl.com/>'.



6. The remote e-voting was unblocked on March 19, 2023 after 05:00 p.m. (IST) in the presence of two witnesses i.e. Mr. Dinesh Kumar Yadav and Mr. Asim Mandal who are not in the employment of the Company and have signed below:



Witness - 1



Witness - 2

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.
8. E-votes cast upto 05:00 P.M. on March 19, 2023 are considered for the purpose of this report. The remote e-voting was reconciled with the Register of Members of the Company as on cut- off date as maintained by RTA of the Company.
9. As on cut-off date, the fully paid-up share capital of the Company was Rs. 69,46,24,218/- (Rupees Sixty Nine Crore Forty Six Lakh Twenty Four Thousand and Two Hundred and Eighteen Only) divided into 23,15,41,406 (Twenty Three Crore Fifteen Lakh Forty One Thousand Four Hundred and Six) equity shares of Rs. 3/- (Rupee Three Only) each.
10. The result of the remote e-voting in respect of the resolution(s) contained in the Postal Ballot Notice is as under:

Appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as Non-Executive Independent Director of the Company.

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal Ballot	Total	
Assent	19,55,88,088	NA	19,55,88,088	99.9972
Dissent	5,547		5,547	0.0028
Total	19,55,93,635		19,55,93,635	100.00




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 resolutions as mentioned above is deemed to have been passed on March, 19, 2023 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 Postal Ballot will be handed over to 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


Kapil Dev Taneja
CP No.: 22944 / Mem. No. F4019
UDIN: F004019D003292469
Date: March 20, 2023
Place: New Delhi



Countersigned by


Dilip Modi
Chairman

DiGiSPICE Technologies Limited

Annexure-A

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

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	174	19,55,93,635	58,67,80,905/-
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	174	19,55,93,635	58,67,80,905/-
d) Votes with assent for the resolution	157	19,55,88,088	58,67,64,264/-
e) Votes with dissent for the resolution	17	5,547	16,641/-

