

Date: 26th April, 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 26th March, 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. Ram Nirankar Rastogi (DIN 07063686) as a Non-Executive Independent Director of the Company.	Special
2	Appointment of Mr. Venkatramu Jayanthi (DIN 08918442) as a Director of the Company.	Ordinary

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, 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 was concluded on Thursday, 25th April, 2024 at 5.00 p.m. (IST). The Scrutinizers submitted report today, i.e. on 26th April, 2024. Based on the report of the scrutinizer, this is to inform that the resolutions put for voting through postal ballot has been passed by the Members of the Company on 25th April, 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
- 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 Postal Ballot 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 Postal Ballot	25-04-2024
Total number of shareholders on Cut-off date i.e. March 22, 2024	34,977
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. Ram Nirankar Rastogi (DIN 07063686) 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	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
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		169447570	100.0000	16,94,47,570	0	100.0000	0.0000
Public-Institutions	E-voting	1,06,319	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	6,26,69,217	1,59,75,499	25.4918	1,59,67,131	8,368	99.9476	0.0524
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,59,75,499	25.4918	1,59,67,131	8,368	99.9476	0.0524
Total		23,22,23,106	18,54,23,069	79.8470	18,54,14,701	8,368	99.9955	0.0045

2. Ordinary Resolution: Appointment of Mr. Venkatramu Jayanthi (DIN 08918442) as a 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	E-voting	16,94,47,570	169447570	100.0000	16,94,47,570	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		169447570	100.0000	16,94,47,570	0	100.0000	0.0000
Public-Institutions	E-voting	1,06,319	0	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	6,26,69,217	1,59,75,499	25.4918	1,59,72,140	3,359	99.9790	0.0210
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,59,75,499	25.4918	1,59,72,140	3,359	99.9790	0.0210
Total		23,22,23,106	18,54,23,069	79.8470	18,54,19,710	3,359	99.9982	0.0018

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 ('the Act') read with Rule 20 and 22 of 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 Company Secretary

DiGiSPICE TECHNOLOGIES LIMITED

(CIN: L72900DL1986PLC330369)

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

Jasola, 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 31st January, 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 ('Act') read with the Companies (Management and Administration) Rules, 2014 ('Rules') and read with



SANJAY GROVER & ASSOCIATES

General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and other applicable circulars 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 March 26, 2024 (the 'Postal Ballot Notice'):

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Appointment of Mr. Ram Nirankar Rastogi (DIN 07063686) as a Non-Executive Independent Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Venkatramu Jayanthi (DIN 08918442) as a 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 ('RTA'), or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List



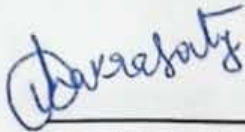
SANJAY GROVER & ASSOCIATES

of Beneficial Owners as maintained by the Depositories as on March 22, 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 '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 March 27, 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 Wednesday, March 27, 2024, 09:00 A.M. (IST) and ended on Thursday, April 25, 2024, 5:00 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 April 25, 2024 after 05:00 P.M. (IST) in the presence of two witnesses i.e. Mr. Ujjwal Chakraborty and Mr. Sujeet Kumar who were not in the employment of the Company and have signed below:



SANJAY GROVER & ASSOCIATES



Ujjwal Chakraborty
(Witness)



Sujeet Kumar
(Witness)

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 upto 05:00 P.M. (IST) on April 25, 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, March 22, 2024 was INR 69,66,69,318/- (Indian Rupees Sixty Nine Crores Sixty Six Lakhs Sixty Nine Thousand Three Hundred and Eighteen Only) divided into 23,22,23,106 (Twenty Three Crores Twenty Two Lakhs Twenty 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 all the resolutions contained in the Postal Ballot Notice is as under:



1. Appointment of Mr. Ram Nirankar Rastogi (DIN 07063686) as a Non-Executive Independent Director of the Company.

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	18,54,14,701	NA	18,54,14,701	99.9955
Dissent	8,368		8,368	0.0045
Total	18,54,23,069		18,54,23,069	100

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'.

2. Appointment of Mr. Venkatramu Jayanthi (DIN 08918442) as a Director of the Company.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	18,54,19,710	NA	18,54,19,710	99.9982
Dissent	3,359		3,359	0.0018
Total	18,54,23,069		18,54,23,069	100

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 B'.



SANJAY GROVER & ASSOCIATES

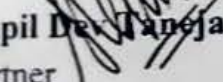
11. Based on the aforesaid results, all the resolutions as mentioned above is deemed to have been passed on April 25, 2024 being the last date of remote e-voting for the Members of the Company.
12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to 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**

Firm Registration No.: P2001DE052900

Peer Review Certificate No.: 4268/2023


Kapil D. Taneja
Partner

CP No.: 22944 / Mem. No. F4019


UDIN: F004019F000246679

April 26, 2024

New Delhi



Countersigned by


Dilip Modi
Chairman

DiGiSPICE Technologies Limited

April 26, 2024

New Delhi

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	204	18,54,23,069	55,62,69,207
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	204	18,54,23,069	55,62,69,207
d) Votes with assent for the resolution	193	18,54,14,701	55,62,44,103
e) Votes with dissent for the resolution	11	8,368	25,104



Annexure-B

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	204	18,54,23,069	55,62,69,207
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	204	18,54,23,069	55,62,69,207
d) Votes with assent for the resolution	194	18,54,19,710	55,62,59,130
e) Votes with dissent for the resolution	10	3,359	10,077

