

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)(viii) \*Whether Annual general meeting (AGM) held  Yes  No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted  Yes  No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**\*Number of business activities 

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**\*No. of Companies for which information is to be given 

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DIGISPICE TECHNOLOGIES LIM	L72900DL1986PLC330369	Holding	96.84
2	KIMAAN EXPORTS PRIVATE LIM	U51311DL2004PTC127784	Subsidiary	100

**IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY****(i) \*SHARE CAPITAL**

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	44,872,005	44,872,005	44,872,005
Total amount of equity shares (in Rupees)	600,000,000	448,720,050	448,720,050	440,898,780

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	60,000,000	44,872,005	44,872,005	44,872,005
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	448,720,050	448,720,050	440,898,780

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	40,000,000	33,000,000	33,000,000	33,000,000
Total amount of preference shares (in rupees)	400,000,000	330,000,000	330,000,000	330,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CCPS				
Number of preference shares	40,000,000	33,000,000	33,000,000	33,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	400,000,000	330,000,000	330,000,000	330,000,000

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	44,320,505	44,320,505	435,383,780	435,383,780	
<b>Increase during the year</b>	0	551,500	551,500	5,515,000	5,515,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	551,500	551500	5,515,000	5,515,000	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
NA						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
<b>At the end of the year</b>	0	44,872,005	44872005	440,898,780	440,898,780	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	33,000,000	33000000	330,000,000	330,000,000	0
i. Issues of shares	0	33,000,000	33000000	330,000,000	330,000,000	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
<b>At the end of the year</b>	0	33,000,000	33000000	330,000,000	330,000,000	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee											
Transferee's Name											
		Surname		middle name		first name					
Date of registration of transfer (Date Month Year)											
Type of transfer				1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock							
Number of Shares/ Debentures/ Units Transferred					Amount per Share/ Debenture/Unit (in Rs.)						
Ledger Folio of Transferor											
Transferor's Name											
		Surname		middle name		first name					
Ledger Folio of Transferee											
Transferee's Name											
		Surname		middle name		first name					

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

8,581,201,597.66

**(ii) Net worth of the Company**

981,305,125.99

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	43,451,475	96.83	33,000,000	100
10.	Others NA	0	0	0	0
	<b>Total</b>	43,451,475	96.83	33,000,000	100

**Total number of shareholders (promoters)**

7
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**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	551,500	1.23	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	869,030	1.94	0	0
10.	Others NA	0	0	0	0



	<b>Total</b>	1,420,530	3.17	0	0
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**Total number of shareholders (other than promoters)**

2

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

9

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	1	2
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	0
<b>B. Non-Promoter</b>	0	6	0	6	0	0
(i) Non-Independent	0	4	0	4	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	0	7	0	7	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DILIP KUMAR MODI	00029062	Director	0	
SUMAN GHOSE HAZR	00012223	Director	0	
RASHMI AGGARWAL	07181938	Director	0	
RAJNEESH ARORA	02659510	Director	0	
SUBRAMANIAN MURA	00041261	Director	0	
RAMESH VENKATARA	03545080	Director	0	
SUNIL KUMAR KAPOC	05322540	Whole-time director	0	
SANJEEV NAND KUMAR	AIJPK1020B	CEO	0	
VENKATESAN VIVEK	ACBPV6371J	CFO	0	23/08/2022
MEGHA BANSAL	AZUPB4140R	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANJEEV NAND KUMAR	AIJPK1020B	CEO	01/04/2021	APPOINTMENT
SUNIL KUMAR KAPOC	AJFPK4482L	CFO	15/07/2021	CESSATION
VENKATESAN VIVEK	ACBPV6371J	CFO	15/07/2021	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	28/04/2021	8	7	98.04

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2021	7	7	100
2	25/05/2021	7	7	100
3	08/06/2021	7	7	100
4	15/07/2021	7	7	100
5	29/07/2021	7	7	100
6	06/08/2021	7	6	85.71
7	30/08/2021	7	7	100
8	11/11/2021	7	7	100
9	18/12/2021	7	7	100
10	03/02/2022	7	7	100

**C. COMMITTEE MEETINGS**

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	08/06/2021	3	3	100
2	AUDIT COMM	29/07/2021	3	3	100
3	AUDIT COMM	06/08/2021	3	3	100
4	AUDIT COMM	11/11/2021	3	3	100
5	AUDIT COMM	03/02/2022	3	3	100
6	NOMINATION	08/06/2021	3	3	100
7	NOMINATION	15/07/2021	3	3	100
8	NOMINATION	11/11/2021	3	3	100
9	NOMINATION	18/12/2021	3	3	100
10	CSR COMMIT	11/11/2021	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2022
								(Y/N/NA)
1	DILIP KUMAR	10	9	90	6	6	100	Yes
2	SUMAN GHOSH	10	10	100	11	11	100	No
3	RASHMI AGGARWAL	10	10	100	9	9	100	Yes
4	RAJNEESH ARORA	10	10	100	0	0	0	Yes
5	SUBRAMANIAM	10	10	100	5	5	100	Yes
6	RAMESH VENKAT	10	10	100	2	2	100	No
7	SUNIL KUMAR KAF	10	10	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNIL KUMAR KAF	WHOLE TIME D	6,415,278	0	0	749,760	7,165,038
2	RAJNEESH ARORA	DIRECTOR	12,918,600	0	0	840,000	13,758,600
	Total		19,333,878	0	0	1,589,760	20,923,638

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJEEV NAND K	CEO	16,057,998	0	0	585,000	16,642,998
2	VENKATESAN VIV	CFO	8,834,516	0	0	329,113	9,163,629
3	MEGHA BANSAL	CS	926,567	0	0	66,355	992,922
	Total		25,819,081	0	0	980,468	26,799,549

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUMAN GHOSE H	INDEPENDENT	0	0	0	775,000	775,000
2	RASHMI AGGARW	NDEPENDENT	0	0	0	725,000	725,000
3	RAMESH VENKAT	NDEPENDENT	0	0	0	150,000	150,000
	Total		0	0	0	1,650,000	1,650,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

2

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
SPICE MONEY LT	RBI	09/09/2021	Payment and Sett	Penalty of 2.24 lak	NA
SPICE MONEY LT	RBI	07/12/2021	Payment and Sett	Penalty of Rs.1 Cr	NA

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NSP& ASSOCIATES

Whether associate or fellow

Associate  Fellow

Certificate of practice number

10937

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Digitally signed by  
SUNIL KUMAR  
KAPOOR  
Date: 2022.11.23  
17:05:38 +05'30'

DIN of the director

**To be digitally signed by**

Digitally signed by  
Megha Bansal  
Date: 2022.11.23  
13:52:59 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Spice-MGT- 8-2022.pdf LIST OF SHAREHOLDERS_2022.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**