

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : DIGJAM LIMITED (formerly Digjam Textiles Limited)  
 2. Quarter ending on : December 31, 2016

| I. Composition of Board of Directors |                             |                |   |  |                                |  |  |  |
|--------------------------------------|-----------------------------|----------------|---|--|--------------------------------|--|--|--|
| Title (Mr./Ms)                       | Name of the Director        | PAN\$ & DIN    | Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)& | Date of Appointment in the current term/cessation. | Tenure* [in Year(s)/ month(s)] | No of Directorship in listed entities including this entity<br><br>(Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity#<br><br>(Refer Regulation 26(1) of Listing Regulations). | No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity.<br><br>(Refer Regulation 26(1) of Listing Regulations) |
| Mr.                                  | Sidharth Kumar Birla        | DIN - 00004213 | Chairperson/ Non- Executive   | 10.03.2016   | -                              | 2  | -  | -  |
| Mr.                                  | Bharat Anand                | DIN – 02806475 | Independent   | 10.03.2016   | 10 months                      | 1  | 1  | -  |
| Ms.                                  | Meenakshi Birla             | DIN – 00019582 | Non-Executive   | 10.03.2016   | -                              | 1  | 1  | -  |
| Mr.                                  | Golam Momen                 | DIN – 00402662 | Independent   | 10.03.2016   | 10 months                      | 7  | 5  | 1  |
| Mr.                                  | Arun Charan Mukherji        | DIN – 00063975 | Independent   | 10.03.2016   | 10 months                      | 3  | 4  | 1  |
| Mr.                                  | Sethumadhava Rao Ragothaman | DIN – 00042395 | Independent   | 17.06.2015   | 10 months                      | 6  | 6  | 2  |
| Mr.                                  | Champa Lal Rathi            | DIN – 00012392 | Non-Executive   | 10.03.2016   | -                              | 1  | 2  | 1  |
| Mr.                                  | Chandrasekharan Bhaskar     | DIN – 00003343 | Executive   | 17.06.2015   | -                              | 3  | 3  | 1  |

\$ PAN number of any director would not be displayed on the website of Stock Exchange.  
 & Category of director means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.  
 \* to be filled only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

| Name of Committee                           | Name of Committee Members  | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$  |
|---|--|--|
| 1. Audit Committee                          | Mr. Sethumadhava Rao Ragothaman<br>Ms. Meenakshi Birla<br>Mr. Arun Charan Mukherji<br>Mr. Golam Momen<br>Mr. Bharat Anand      | Chairperson - Independent<br>Non-Executive<br>Independent<br>Independent<br>Independent                          |
| 2. Nomination & Remuneration Committee      | Mr. Arun Charan Mukherji<br>Mr. Bharat Anand<br>Mr. Golam Momen<br>Mr. Sidharth Kumar Birla<br>Mr. Sethumadhava Rao Ragothaman | Chairperson - Independent<br>Independent<br>Independent<br>Non-Executive (Chairperson of Company)<br>Independent |
| 3. Risk Management Committee(if applicable) | NA   | NA   |
| 4. Stakeholders Relationship Committee      | Mr. Champa Lal Rathi<br>Mr. Arun Charan Mukherji<br>Mr. Chandrasekharan Bhaskar  | Chairperson – Non-Executive<br>Independent<br>Executive  |

& Category of director means executive/non-executive/independent/Nominee.If a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| August 2, 2016                                      | November 11, 2016                                   | 100 days  |

## IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)                                | Date(s) of Meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|---|---|
| Audit Committee –November 11, 2016                          | Yes, 4 members present out of five   | August 2, 2016  | 100 days  |
| Stakeholders Relationship<br>November 11, 2016              | Yes, 2 members present out of three<br>Yes, all three members were present | September 12, 2016<br>August 2, 2016                        | 59 days<br>39 days  |

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

| <b>V. Related Party Transactions</b>   |   |
|--|---|
| <b>Subject</b>   | <b>Compliance status (Yes/No/NA) refer note below</b> |
| Whether prior approval of audit committee obtained   | Yes   |
| Whether shareholder approval obtained for material RPT   | NA  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee   | NA  |
| <p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A" may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>  |   |
| <b>VI. Affirmations</b>  |   |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> |   |
| Name: Jatin Jain   |   |
| Designation: Company Secretary   |   |

**Note :**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.