

**Quarterly Compliance Report on Corporate Governance**

1. Name of the Company : DIGJAM LIMITED (formerly Digjam Textiles Limited)  
 2. Quarter ending on : March 31, 2017

<b>I. Composition of Board of Directors</b>								
Titl e( Mr./Ms .	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)&	Date of Appointment in the current term/cessati on.	Tenure* [in Year(s)/ month(s)]	No of Directorship in listed entities including this entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity**  (Refer Regulation 26(1) of Listing Regulations).	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity.  (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	13 months	1	1	-
Ms.	Meenakshi Birla	DIN – 00019582	Non-Executive	10.03.2016	-	1	1	-
Mr.	Golam Momen	DIN – 00402662	Independent	10.03.2016	13 months	7	5	1
Mr.	Arun Charan Mukherji	DIN – 00063975	Independent	10.03.2016	13 months	3	4	1
Mr.	Sethumadhava Rao Ragothaman	DIN – 00042395	Independent	17.06.2015	13 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.  
 \*\* Committee Membership includes Chairmanship

## 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 Ms. Meenakshi Birla Mr. Arun Charan Mukherji Mr. Golam Momen Mr. Bharat Anand	Chairperson - Independent Non-Executive Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. Arun Charan Mukherji Mr. Bharat Anand Mr. Golam Momen Mr. Sidharth Kumar Birla Mr. Sethumadhava Rao Ragothaman	Chairperson - Independent Independent Independent Non-Executive (Chairperson of Company) Independent
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Champa Lal Rathi Mr. Arun Charan Mukherji Mr. Chandrasekharan Bhaskar	Chairperson – Non-Executive Independent 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)
November 11, 2016	February 8, 2017	88 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 –February 8, 2017	Yes, 3 members present out of five	November 11, 2016	88 days
Stakeholders Relationship February 8, 2017	Yes, 2 members present out of three	November 11, 2016	88 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> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee (applicable to the top 100 listed entities)</li> </ol> <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.

**ANNEXURE II**

Format to be submitted by listed entity at the end of the financial year  
(for the whole of financial year)

Name of the Company: **DIGJAM Limited (formerly Digjam Textiles Limited)**

For the Year Ended: **March 31, 2017**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their Associates	NA
New name and the old name of the listed entity	Yes

**II Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes

<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management Committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party Transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**Note**

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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – NA

**Name: Jatin Jain**

**Designation: Company Secretary**