

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : DIGJAM LIMITED (formerly Digjam Textiles Limited)  
 2. Quarter ending on : September 30, 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  (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	7 months	1	1	-
Ms.	Meenakshi Birla	DIN – 00019582	Non-Executive	10.03.2016	-	1	1	-
Mr.	Golam Momen	DIN – 00402662	Independent	10.03.2016	7 months	7	5	1
Mr.	Arun Charan Mukherji	DIN – 00063975	Independent	10.03.2016	7 months	3	4	1
Mr.	Sethumadhava Rao Ragothaman	DIN – 00042395	Independent	17.06.2015	7 months	6	6	2
Mr.	Champa Lal Rathi	DIN – 00012392	Non-Executive	10.03.2016	-	1	1	1
Mr.	Chandrasekharan Bhaskar	DIN – 00003343	Executive	17.06.2015	-	3	2	-

\$ 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 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)
May 18, 2016	August 2, 2016	75 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 –August 2, 2016	Yes, 3 members present out of five	May 18, 2016	75 days
Stakeholders Relationship September 12, 2016 August 2, 2016	Yes, 2 members present out of three Yes, all three members were present	May 18, 2016	40 days 75 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.

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	<b>Yes</b>
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	<b>No</b>
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	<b>No</b>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	<b>Yes</b>
<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> <p><b><i>While the Chairperson of the Audit Committee was abroad at the time of Annual General Meeting, the Chairperson of Nomination &amp; Remuneration Committee was indisposed and could not travel as he was undergoing medical treatment at that time.</i></b></p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name: Jatin Jain</b></p> <p><b>Designation: Company Secretary</b></p>		