

General information about company

Scrip code	539979
NSE Symbol	DIGJAMLTD
MSEI Symbol	NOTLISTED
ISIN	INE731U01010
Name of the entity	DIGJAM LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Bharat Patel	AAAPP6652R	01100361	Non-Executive - Non Independent Director	Chairperson		10-03-1953	NA		13-07-2020	26-09-2020		2	0	0	0			
2	Mr	Hardik Patel	AHIPP1407H	00590663	Non-Executive - Non Independent Director	Not Applicable		10-01-1982	NA		13-07-2020	13-07-2020		1	0	1	0			
3	Mr	Ajay Kumar Agarwal	ABVPA2712K	03508224	Non-Executive - Non Independent Director	Not Applicable		16-12-1958	NA		08-08-2020	08-08-2020		1	0	1	0			
4	Mr	Duraiswamy Gunaseela Rajan	ADJPR0554N	00303060	Non-Executive - Independent Director	Not Applicable		10-01-1941	Yes	07-08-2020	13-07-2020	13-07-2020		9	4	4	7	5		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	
5	Ms	Sudha Bhushan	AHKPG6966C	01749008	Non-Executive - Independent Director	Not Applicable		12-01-1979	NA		13-07-2020	13-07-2020		9	3	3	4	2		
6	Mr	Ajay Agarwal	ABPPA0891B	00649182	Executive Director	Not Applicable		15-06-1964	NA		25-11-2020	25-11-2020			1	0	1	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01749008	Sudha Bhushan	Non-Executive - Independent Director	Chairperson	25-11-2020		
2	00303060	Duraiswamy Gunaseela Rajan	Non-Executive - Independent Director	Member	25-11-2020		
3	00590663	Hardik Patel	Non-Executive - Non Independent Director	Member	25-11-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00590663	Hardik Patel	Non-Executive - Non Independent Director	Chairperson	25-11-2020		
2	01100361	Bharat Patel	Non-Executive - Non Independent Director	Member	25-11-2020		
3	00303060	Duraiswamy Gunaseela Rajan	Non-Executive - Independent Director	Member	25-11-2020		
4	01749008	Sudha Bhushan	Non-Executive - Independent Director	Member	25-11-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01749008	Sudha Bhushan	Non-Executive - Independent Director	Chairperson	25-11-2020		
2	03508224	Ajay Kumar Agarwal	Non-Executive - Non Independent Director	Member	25-11-2020		
3	00649182	Ajay Agarwal	Executive Director	Member	25-11-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	25-11-2020				Yes	6	2
2		08-02-2021	74		Yes	6	2
3		19-03-2021	38		Yes	4	1

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	08-02-2021				Yes	3	2
2	Stakeholders Relationship Committee	08-02-2021				Yes	3	1

Text Block

Textual Information(1)

As per the Resolution Plan approved by the Honble NCLT, Ahmedabad vide its Order dated May 27, 2020, during the Interim Period i.e. 180 days from the approval of the Resolution Plan, all the decisions which could otherwise have been taken by the Companys Board shall be taken by the Monitoring Committee. The Interim Period was over on November 22, 2020 and thereafter, the Board of Directors at their Board Meeting on November 25, 2020 had re-contituted the Board Committees.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Punit Bajaj
2	Designation	Compliance Officer

Annexure II

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://digjam.co.in/
2	Terms and conditions of appointment of independent directors	Yes		http://digjam.co.in/
3	Composition of various committees of board of directors	Yes		http://digjam.co.in/
4	Code of conduct of board of directors and senior management personnel	Yes		http://digjam.co.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://digjam.co.in/
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		http://digjam.co.in/
8	Policy for determining 'material' subsidiaries	Yes		http://digjam.co.in/
9	Details of familiarization programmes imparted to independent directors	Yes		http://digjam.co.in/

Annexure II

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://digjam.co.in/
11	email address for grievance redressal and other relevant details	Yes		http://digjam.co.in/
12	Financial results	Yes		http://digjam.co.in/
13	Shareholding pattern	Yes		http://digjam.co.in/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://digjam.co.in/
18	Credit rating or revision in credit rating obtained	No	the Hon'ble NCLT, Ahmedabad vide its Order dated April 26, 2019, had initiated the Corporate Insolvency Resolution Process ("CIRP") against the Company and thereafter, the Resolution Plan was approved by Hon'ble NCLT vide its Order dated May 27, 2020, hence, due to this reason, CARE Ratings Limited has withdrawn the ratings assigned to the Company for Bank Facilities. The Company will obtain fresh Credit Rating in Curent Financial Year.	
19	Separate audited financial statements of each subsidiary of	NA		

	the listed entity in respect of a relevant financial year			
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://digjam.co.in/
21	Materiality Policy as per Regulation 30	Yes		http://digjam.co.in/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://digjam.co.in/

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	No	As per the Resolution Plan approved by the Hon'ble NCLT, Ahmedabad vide its Order dated May 27, 2020, during the Interim Period i.e. 180 days from the approval of the Resolution Plan, all the decisions which could otherwise have been taken by the Company's Board shall be taken by the Monitoring Committee. The Interim Period was over on November 22, 2020 and hence, Board Meeting was duly held on November 25, 2020 in which the Board of Directors had re-constituted Nomination and Remuneration Committee ('the Committee'). Due to this reason the Committee meeting was not held and same will be conducted during the current current quarter.
19	Meeting of Nomination and Remuneration Committee	19(3A)	No	As per the Resolution Plan approved by the Hon'ble NCLT, Ahmedabad vide its Order dated May 27, 2020, during the Interim Period i.e. 180 days from the approval of the Resolution Plan, all the decisions which could otherwise have been taken by the Company's Board shall be taken by the Monitoring Committee. The Interim Period was over on November 22, 2020 and hence, Board Meeting was duly held on November 25, 2020 in which the Board of Directors had re-constituted Nomination and Remuneration Committee ('the Committee'). Due to this reason the Committee meeting was not held and same will be conducted during the current current quarter.

20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
----	---	-----------------------	-----	--

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Punit Bajaj
2	Designation	Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Punit Bajaj
2	Designation	Compliance Officer

Signatory Details

Name of signatory	Punit Bajaj
Designation of person	Compliance Officer
Place	Jamnagar
Date	15-04-2021

