

# DIGJAM LIMITED

Aerodrome Road,  
Jamnagar – 361 006, India.  
e-mail: digjamcosec@gmail.com

**DIGJAM**

July 27, 2020

BSE Ltd.  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001

National Stock Exchange of India Ltd.  
Listing Department,  
'Exchange Plaza', C/1, Block G,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai 400 051

**Code No. 539979**

**Symbol "DIGJAMLTD"**

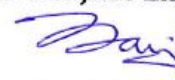
Dear Sir,

Re: Annual Secretarial Compliance Report

As required under Regulations 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2020 for your kind information & records.

Thanking you,

Yours faithfully,  
For DIGJAM Limited

  
(Jatin Jain)  
Company Secretary



Encl: As above

# *DIGJAM LIMITED*

(CIN L17123GJ2015PLC083569)

## *Secretarial Compliance Report*

For the year ended on 31<sup>st</sup> March 2020



*Viral Sanghavi & Associates*  
*Company Secretaries*

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303, Madhav Plaza, Near Lal Bungalow,  
Opp SBI, Jamnagar – 361001, Gujarat, India.  
(M) +91 99989 58729 (E) cs.viralsanghavi@gmail.com



**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**DIGJAM LIMITED (CIN L17123GJ2015PLC083569)**  
**For the Year ended March 31, 2020**

To,  
DIGJAM Limited  
Aerodrome Road,  
Jamnagar 361 006

The Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, vide Order dated April 26, 2019 has initiated Corporate Insolvency Resolution Process ("CIRP") based on petition filed by the operational creditor under Section 9 of the Insolvency and Bankruptcy Code, 2016 ("the Code"). In view of this, my verification and/or examination of the Board process and compliances are restricted during the year under review.

I, CS Viral B Sanghavi, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by DIGJAM Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;







- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (There were no events / instances during the Review Period which attract the applicability of the Regulations);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (There were no events / instances during the Review Period which attract the applicability of the Regulations);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (There were no events / instances during the Review Period which attract the applicability of the Regulations);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (There were no events / instances during the Review Period which attract the applicability of the Regulations);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (There were no events / instances during the Review Period which attract the applicability of the Regulations);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars / guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 33 of the SEBI (Listing Obligations & Disclosure	The Audited Financial Results for the year ended March 31, 2019 should have to be disclosed before May 30,	This is violation of Regulation 33 of SEBI (Listing Obligations &





Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Requirements) Regulations, 2015: non submission of financial results within the period prescribed under this regulations	2019 but the same was submitted on February 4, 2020	Disclosure Requirements) Regulations, 2015
		The Unaudited Financial Results for the quarter ended June 30, 2019, September 30, 2019 and December 31, 2019 should have to be disclosed before August 14, 2019, November 14, 2019 and February 14, 2020 respectively but the same were submitted on April 9, 2020	This is violation of Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
2.	Regulation 31(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015: Submission of Shareholding Pattern	The Shareholding Pattern for the Quarter ended September, 2019 and December, 2019 has to be filed with Stock Exchanges within 21 days from the end of the quarter i.e. October 21, 2019 and January 21, 2020 respectively but the same were submitted on March 22, 2020.	This is violation of Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
3.	Regulation 13 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015: Statement of Investor grievances	The Statement of investor grievances for the Quarter ended September, 2019, December, 2019 and March, 2020 has to be filed with Stock Exchanges by October 21, 2019, January 21, 2019 and May 15, 2020 (extension granted due to COVID-19) respectively but the statement for QE September & December, 2019 were submitted on March 3, 2020 while statement for QE March, 2020 submitted on May 19, 2020.	This is violation of Regulation 13 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
4.	Regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Certificate under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 for the half year ended September 30, 2019 should have been filed by October 31, 2019 was submitted with	This is violation of Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirements)







Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		Stock Exchanges on June 26, 2020.	Regulations, 2015
5.	Regulation 7(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Certificate under Regulation 7(3) of the SEBI (LODR) Regulations, 2015 for the half year ended September 30, 2019 should have been filed by October 31, 2019 was submitted with Stock Exchanges on June 11, 2020.	This is violation of Regulation 7(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
6.	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 – Reconciliation of Share Capital Audit	Reconciliation of Share Capital Audit for the QE September 30, 2019 and December 31, 2019 should have been filed by October 31, 2019 and January 31, 2020 but the same were submitted with the Stock Exchanges on June 26, 2020.	This is violation of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
	Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Submission of Annual Report for FY ending of 31 <sup>st</sup> March 2019, should have been submitted with stock exchange not later than the day of commencement of dispatch to its Shareholders, the same was filed with Stock Exchange on 10 <sup>th</sup> March 2020	The AGM for FY ending on 31 <sup>st</sup> March 2019, of the Company was scheduled on 3 <sup>rd</sup> April, 2020, and hence the Annual Report for the same was filed with Stock Exchange on 10 <sup>th</sup> March 2020, the date on which it was dispatched to its shareholders.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:







Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	No action has been taken yet, but notice for delayed compliance has been received from Stock Exchange.	All the delayed Compliances mentioned above in table (a)	Notices for above mentioned delayed compliances have been received from stock exchanges, demanding the penalty for delayed compliances.	There is no action taken yet, but the request for waiver of penalty for delayed filing is made with Stock Exchange, where no reply has been received yet.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	There was violation of Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015: non submission of financial results within the period prescribed under this regulations  The Unaudited Financial Results for the QE September 30, 2018 should have to be disclosed before November 14, 2018 but the same was submitted on December 13, 2018	The non compliance of rule was already corrected in that year only. The required Unaudited Financial Results were already filed, but with delay.	No further action was required to be undertaken by the Company.
2	There was violation of the SEBI Circular no. SEBI/HO/MIRSD/D OP1/CIR/P/2018/73	As per SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, Company was required to send letter to	Company could not send letter to securities holders within 90 days of	No further action has been taken yet, to rectify this and it is still a violation of the SEBI Circular

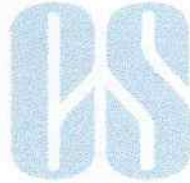






*Viral Sanghavi & Associates*  
*Company Secretaries*

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	dated. 20.04.2018	securities holders holding securities in physical seeking PAN and bank details within 90 days of the circular and two reminders thereof after the gap of 30 days.  Company could not send letter to securities holders within 90 days of circular and two reminders thereof due to paucity of funds.	circular and two reminders thereof due to paucity of funds.  No further action has been taken yet.	no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated. 20.04.2018



For, **Viral Sanghavi & Associates**



Company Secretaries  
**CS Viral Sanghavi**  
Proprietor

M. No. FCS 10331, CP 9035  
Singed on 26<sup>th</sup> July, 2020 at Jamnagar  
UDIN F010331B000506178