

General information about company

Scrip code	539979
NSE Symbol	DIGJAMLMTD
MSEI Symbol	NOTLISTED
ISIN	INE731U01028
Name of the entity	DIGJAM LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Reasons on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson					Yes															
Whether Chairperson is related to MD or CEO					No	Disqualification of Directors under section 164 of the Companies Act, 2013														
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)
IPP1407H	00590663	Executive Director	Chairperson		10-01-1982	No				Active	NA		13-07-2020	06-02-2023			2	0	2	0
PPA0891B	00649182	Non-Executive - Non Independent Director	Not Applicable		15-06-1964	No				Active	NA		25-11-2020	24-09-2022			1	0	1	0
JPR0554N	00303060	Non-Executive - Independent Director	Not Applicable		10-01-1941	No				Active	Yes	07-08-2020	13-07-2020	13-07-2020		32	4	4	7	5
KPG6966C	01749008	Non-Executive - Independent Director	Not Applicable		12-01-1979	No				Active	NA		13-07-2020	13-07-2020		32	3	3	3	2

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
AARPS2188J	00901560	Non-Executive - Independent Director	Not Applicable		20-01-1965	No				Active	NA		24-06-2021	24-06-2021		21	1	1	1	0
ABVPA2712K	03508224	Executive Director	Not Applicable		16-12-1958	No				Active	NA		08-08-2020	01-04-2022	31-01-2023		1	0	1	0
ADDEPP8266G	00011584	Non-Executive - Non Independent Director	Not Applicable		08-10-1964	No				Active	NA		06-02-2023	06-02-2023	16-03-2023		1	0	0	0
ADPR1470J	10073636	Executive Director	Not Applicable		06-02-1953	No				Active	NA		16-03-2023	16-03-2023			1	0	0	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	Executive Director	Member	25-11-2020		
4	00901560	Panchapakesan Swaminathan	Non-Executive - Independent Director	Member	14-02-2022		

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	00303060	Duraiswamy Gunaseela Rajan	Non-Executive - Independent Director	Chairperson	25-11-2020		
2	00590663	Hardik Patel	Executive Director	Member	25-11-2020	16-03-2023	
3	01749008	Sudha Bhushan	Non-Executive - Independent Director	Member	25-11-2020		
4	00649182	Ajay Agarwal	Non-Executive - Non Independent Director	Member	16-03-2023		

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	Executive Director	Member	25-11-2020	31-01-2023	
3	00649182	Ajay Agarwal	Non-Executive - Non Independent Director	Member	25-11-2020		
4	00590663	Hardik Patel	Executive Director	Member	06-02-2023		

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	6	6	3
2		06-02-2023	86		Yes	6	6	3
3		16-03-2023	37		Yes	7	7	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-11-2022				Yes	4	4	3	0
2	Audit Committee	06-02-2023	86			Yes	4	4	3	0
3	Stakeholders Relationship Committee	11-11-2022				Yes	3	3	1	0
4	Stakeholders Relationship Committee	06-02-2023	86			Yes	3	2	1	0
5	Nomination and remuneration committee	06-02-2023				Yes	3	3	2	0
6	Nomination and remuneration committee	16-03-2023	37			Yes	3	3	2	0

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 1000 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 A Bajaj
2	Designation	Company Secretary and 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	Yes		http://digjam.co.in/
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. Hence, The Company will obtain fresh Credit Rating after discharge the assets mortgaged with Financial Creditors as the final instalment to the Financial Creditors as per the Approved Resolution Plan is paid during the current year 2022-23 and the Company is in process of discharging its assets from Financial Creditors.	

19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
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)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
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)	NA	
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)	Yes	
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 A Bajaj
2	Designation	Company Secretary and 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 A Bajaj
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

The Company has not provided any loan /guarantees/ comfort letters/ securities to Promoter/ promoter Group or any other entity controlled by them and/or any of there relatives or any other entity controlled by them including KMPs or any other entity controlled by them.

Signatory Details

Name of signatory	Punit A Bajaj
Designation of person	Company Secretary and Compliance Officer
Place	Jamnagar
Date	21-04-2023

