

Aerodrome Road,  
Jamnagar – 361 006, India.  
Tel.: +91 (0288) 2712972-73  
E-mail: [cosec@digjam.co.in](mailto:cosec@digjam.co.in)

December 03, 2024

BSE Limited  
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 "DIGJAMLMTD"**

Dear Sir,

**Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Postal Ballot Notice dated December 03, 2024 along with Explanatory Statement which is being sent to the Members of Digjam Limited ("the Company") whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 29, 2024, being the cut-off date, seeking their approval on the following Special business:

Sr. No.	Type of Resolution	Description of Resolutions
1.	Ordinary Resolution	To approve Material Related Party Transaction(s) with Krihaan Texchem Private Limited to be entered during FY 2024-2025
2.	Ordinary Resolution	To approve Material Related Party Transaction(s) with Mr. Hardik Bharat Patel - Executive Director of the Company to be entered during FY 2024-2025
3.	Special Resolution	To consider and approve the limits for selling, leasing, or otherwise disposing of the whole or a substantial portion of the company's undertaking. If the company owns multiple undertakings, this approval will cover the whole or substantial portion of any such undertakings, in accordance with Section 180(1)(a) of the Companies Act, 2013
4.	Special Resolution	To consider and Approve the Borrowing Limits of the Company U/S 180(1)(c) Of the Companies Act, 2013
5.	Special Resolution	To consider and Approve the Alteration in the terms of the Debentures of the Company

In accordance with Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and General Circulars issued by Ministry of Corporate Affairs (MCA) applicable in this regard (the "MCA Circulars") the Postal Ballot Notice is sent only through electronic mode to those Members of the Company

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Jamnagar – 361 006, India.  
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whose email address(es) are registered with the Company/ Depository(s) / Depository Participants/ Registrar and Transfer Agent - MCS Share Transfer Agent Limited ("MCS") and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited and Central Depository Services (India) Limited (together referred as "Depositories") as on Friday, November 29, 2024 ("cut-off date").

In accordance with the MCA Circulars, hard copy of the Postal Ballot Notice alongwith postal ballot forms and pre-paid business reply envelope has not been sent to the Members and the communication of the assent or dissent of the Members will only take place through remote e-voting ("E-Voting").

E-voting schedule and information relating to Postal Ballot is as under:

Sr. No.	Particulars	Schedule
1.	Cut - off Date for identification of voting	Friday, November 29, 2024
2.	Date of Commencement of Remote e-Voting	Thursday, December 05, 2024 at 9.00 a.m. (IST)
3.	Date of Ending of Remote e-Voting	Friday, January 03, 2025 at 5.00 p.m. (IST)
4.	Date of Declaration of Results of Postal Ballot/Remote e-Voting	Within 48 hours after end of e-voting, i.e. On or before January 05, 2025
5.	Remote e-voting Agency	National Securities Depository Limited ("NSDL")
6.	E-voting website	<a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a>
7.	Scrutinizer for conducting the Postal Ballot/ Evoting	Mr Ankit Sethi., (Membership No. ACS 25415) (CP No. 11089) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer")

The Postal Ballot Notice is available on the website of the Company at <https://www.digjam.co.in>.

You are requested to kindly take the above on record.  
Thanking you,

Yours faithfully,

For **DIGJAM Limited**

Mohit  
Premchand  
Dubey

Digitally signed by  
Mohit Premchand  
Dubey  
Date: 2024.12.03  
12:17:00 +05'30'

**Mohit Premchand Dubey**

Company Secretary

Encl: as above

# DIGJAM

## DIGJAM LIMITED

CIN: L17123GJ2015PLC083569

**Registered Office:** Aerodrome Road, Jamnagar – 361 006, Gujarat, India.

**E-mail :** [cosec@digjam.co.in](mailto:cosec@digjam.co.in); **Telephone :** +91 (0288) 2712972-73

**Website:** [www.digjam.co.in](http://www.digjam.co.in)

### POSTAL BALLOT NOTICE (ONLY THROUGH E-VOTING)

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]*

**Dear Member(s),**

**Notice** is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the **Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the **Management Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the **MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the **Postal Ballot**”) only by way of remote e-voting (“**e-voting**”) for the following special business:

1	To approve Material Related Party Transaction(s) with Krihaan Texchem Private Limited to be entered during FY 2024-2025
2.	To approve Material Related Party Transaction(s) with Mr. Hardik Bharat Patel - Executive Director of the Company to be entered during FY 2024-2025
3.	To consider and approve the limits for selling, leasing, or otherwise disposing of the whole or a substantial portion of the company’s undertaking. If the company owns multiple undertakings, this approval will cover the whole or substantial portion of any such undertakings, in accordance with Section 180(1)(a) of the Companies Act, 2013
4.	To consider and Approve the Borrowing Limits of the Company U/S 180(1)(c) Of the Companies Act, 2013
5.	To consider and Approve the Alteration in the terms of the Debentures of the Company

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed Mr Ankit Sethi., (Membership No. ACS 25415) (CP No. 11089) Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Thursday, December 05, 2024
Conclusion of e-voting period	5.00 p.m. IST on Friday, January 03, 2025
Cut-off date for eligibility to vote	Friday, November 29, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Friday, January 03, 2025, and will be disallowed thereafter. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before Sunday, January 5, 2025.

The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. Friday, January 03, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The last date of e-voting, i.e. Friday, January 03, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## Special Business

### ITEM NO.1

#### **To approve Material Related Party Transaction(s) with Krihaan Texchem Private Limited (CIN:- U74999MH2019PTC321644) to be enter during FY 2024-2025**

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Digjam Limited (‘Company’) and based on the approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into/execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Krihaan Texchem Private Limited (‘KTPL) and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and KTPL, for an aggregate value up to ₹50 crore for purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, Intercorporate Deposits and other transactions for business, to be entered during FY2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and KTPL.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, proper or expedient and to execute all such documents, instruments and writings as may be required and delegate all or any of their powers herein conferred to any Committee of Director(s) to give effect to the above resolution.”

### ITEM NO. 2

#### **To approve Material Related Party Transaction(s) with Mr. Hardik Bharat Patel (DIN 00590663), Executive Director of the Company to be entered during FY 2024-2025**

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Digjam Limited (‘Company’) and based on the approval of the Audit Committee, the approval of the Members be and is hereby

accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into/execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Mr. Hardik Bharat Patel and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Mr. Hardik Bharat Patel, for an aggregate value up to ₹100 crore for purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, taking Loan from Directors and other transactions for business, to be entered during FY2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and Mr. Hardik Bharat Patel.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, proper or expedient and to execute all such documents, instruments and writings as may be required and delegate all or any of their powers herein conferred to any Committee of Director(s) to give effect to the above resolution.”

### **ITEM NO. 3**

**To consider and approve the limits for selling, leasing, or otherwise disposing of the whole or a substantial portion of the company’s undertaking. if the company owns multiple undertakings, this approval will cover the whole or substantial portion of any such undertakings, in accordance with section 180(1)(a) of the companies act, 2013**

To consider and, if thought fit, to give assent or dissent to pass the following resolution as a **Special Resolution** through Postal Ballot:

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made there under, (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and subject to the provisions in Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as “the Board”), and/or any Committee thereof to sell, lease, dispose of or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, wherever situated, both present and future and / or the whole or substantially the whole of the undertaking/s of the Company, on such terms and conditions and at such time or times and in such form and manner as it may deem fit, to or in favour of lenders i.e. national / international financial institutions / banks / Non-Banking Financial Companies / other Body Corporates / Trusts / Association of persons / person to secure any Term Loan(s) / Equipment finance / Cash Credit facilities or the like, obtained or to be obtained from any of the aforesaid lenders together with the interest whether simple / compound / additional, commitment charges, costs, charges, expenses and all other monies payable by the company to the concerned lenders in respect of the borrowings within the overall limits aggregating to Rs. 100,00,00,000/- (Rupees One Hundred Crores).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee/ advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**Item no. 4:**

**To consider and Approve the Borrowing Limits of the Company U/S 180(1)(c) Of the Companies Act, 2013**

To consider and, if thought fit, to give assent or dissent to pass the following resolution as a **Special Resolution** through Postal Ballot:

“**RESOLVED THAT** pursuant to Section 180 (1)(c) and all other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions in Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”) and/or any Committee thereof to borrow any sum of money or sums of money, whether by way of Term Loan(s) / Equipment finance / Cash Credit facilities or the like, from time to time, any sum or sums of money at its discretion from national / international financial institutions / banks / Non-Banking Financial Companies / other body corporates /Trusts / Association of Persons / person, for the purpose of business of the Company and in its best interest, which together with the moneys already borrowed by the Company, (apart from temporary loans obtained in the ordinary course of business) shall not exceed in the aggregate of Rs. 100,00,00,000/- (Rupees One Hundred Crores) at any time, irrespective of the fact that such aggregate amount of borrowings outstanding, at any time may exceed the aggregate of paid-up share capital and free reserves, that is to say the reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee/ advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**Item No. 5**

**To consider and Approve the Alteration in the terms of the Debentures of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179(3)(c), 180, and other applicable provisions of the Companies Act, 2013, read with Rule 18 of the Companies (Share

Capital and Debentures) Rules, 2014, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to approve the early redemption of up to 100 (One Hundred Only) Unlisted, Unsecured Non-Convertible Debentures (“NCDs”) of INR 1,00,00,000/- (Rupees One Crore Only) each, aggregating up to INR 100,00,00,000/- (Rupees One Hundred Crore Only), issued through private placement to the identified investors, as per the terms and conditions agreed upon with the debenture holders.”

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to effect such early redemption as per the specific terms agreed upon with the debenture holders, including any necessary modifications, amendments, or waivers to the terms of the issuance, and in compliance with the applicable laws and the provisions of the approved Resolution Plan.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any Director and/or Company Secretary of the Company, be and is hereby severally authorized:

- a) to negotiate, finalize, and execute all documents, agreements, and deeds necessary for implementing the early redemption of NCDs;
- b) to make payments or arrangements for payments, including interest or penalties, if any, related to the early redemption;
- c) to sign and submit all necessary documents, returns, and forms with the jurisdictional Registrar of Companies and other regulatory authorities, as applicable;
- d) to issue notices or communications to the NCD holders and ensure compliance with all applicable regulatory and contractual requirements; and
- e) to do all such acts, deeds, matters, and things as may be necessary, expedient, or incidental in their absolute discretion, to give effect to this resolution and settle any questions, difficulties, or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** all the Directors of the Company be and are hereby severally authorized to certify a copy of this resolution and provide the same to all concerned parties.”

**Date:** December 03, 2024

**Place:** Mumbai

**By order of the Board of Directors  
For Digjam Limited**

**Sd/-**

**Mohit Premchand  
Dubey**

Digitally signed by Mohit  
Premchand Dubey  
Date: 2024.12.03 12:58:43 +05'30'

**Mohit Premchand Dubey  
Company Secretary & Compliance  
Officer**

**ICSI Membership Number :  
ACS67363**



## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') read with Section 110 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended from time to time, setting out the material facts relating to the aforesaid Resolution/s and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and, Central Depository Services Limited (CDSL) and the Company's Registrar and Share Transfer Agent ('RTA') as on **Friday, November 29, 2024 ("Cut-off Date")** and whose e-mail addresses are registered with the Company/ Depositories/RTA or who will register their e-mail address in accordance with the process outlined in this Notice. Only those Members whose names are appearing in the Register of Members/list of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date. **Dispatch of the Notice shall be deemed to be completed on December 03, 2024.**
3. For Shareholders who have not registered their email address. The Postal Ballot Notice may also be accessed on Company's website <https://www.digjam.co.in> and website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com); National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/>, on which the equity shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution/s as set out in this Postal Ballot Notice. The instructions for remote e-voting are mentioned in Note No.12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and SEBI Circular, physical copies of the Notice will not be circulated.
6. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is pleased to offer remote e-Voting facility for its members to enable them to cast

their votes electronically. For this purpose, the Company has engaged the services of **National Securities Depository Limited (NSDL) for facilitating remote e-voting.**

The facility to exercise vote through remote e-voting will be available during the following period:

<b>Commencement of e-voting: From 09.00 a.m. on Thursday, December 05, 2024</b>
<b>Conclusion of e-voting: At 5:00 p.m. on Friday, January 03, 2025</b>

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.

7. After completion of scrutiny of votes cast electronically, the Scrutinizer will submit the report to the Chairman or any officer authorized by the Chairman in writing, who shall counter sign the report. The results of the Voting shall be announced by the Chairman or any other Director of the Company on or before Sunday, January 05, 2025 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, <https://www.digjam.co.in/> besides being sent to the Stock Exchanges on the said date.
8. The resolution/s, if passed by requisite majority, will be deemed to be passed on **Friday, January 03, 2025 i.e. the last date of e-voting.** Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting.
9. All material documents referred to in the Explanatory Statement shall be made available on request for electronic inspection from 10:00 a.m. to 5:00 p.m. (IST) on all working days till the last date of voting. Members seeking to inspect such documents can send an e-mail to [investors@digjam.co.in](mailto:investors@digjam.co.in).
10. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as “DL-Postal Ballot-Registration of e-mail Ids” to Registrar and Transfer Agent of the Company, i.e., MCS Share Transfer Agent Limited (“Registrar” or “RTA”) at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) or to the Company at [investors@digjam.co.in](mailto:investors@digjam.co.in) with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
11. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The Company is providing remote e-voting facility to its members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins at **from 09.00 a.m. on Thursday, December 05, 2024 and ends at 5:00 p.m. on Friday, January 03, 2025**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday November 29, 2024 may cast their vote electronically.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**Step 2: Cast your vote electronically on NSDL e-Voting system**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either</li> </ol>

on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID

- for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.viralsanghavi@gmail.com](mailto:cs.viralsanghavi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Kautilya Joshi at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@digjam.co.in](mailto:investors@digjam.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@digjam.co.in](mailto:investors@digjam.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



Place: Mumbai  
Date: December 03, 2024

By Order of the Board of Directors  
For **DIGJAM Limited**

**Registered Office:**

Aerodrome Road,  
Jamnagar 361 006  
(Gujarat)  
*CIN: L17123GJ2015PLC083569*  
[cosec@digjam.co.in](mailto:cosec@digjam.co.in)  
[www.digjam.co.in](http://www.digjam.co.in)

**Mohit Premchand Dubey**  
**Company Secretary**  
**ACS - 67363**

## EXPLANATORY STATEMENT

**Pursuant to the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder**

### **Item No.1 - To approve Material Related Party Transaction(s) with Krihaan Texchem Private Limited entered into during FY 2024-25**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. It is in the above context that, Resolution No. 1 is placed for the approval of the Members of the Company. No related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Resolutions only to the extent of their shareholding.

#### **Annexure A**

**Details of Material RPTs provided in line with requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 are as follows:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of Related Party	Krihaan Texchem Private Limited
2.	Nature of Relationship	Krihaan Texchem Private Limited ('KTPL'), a wholly owned subsidiary of Finquest Financial Solutions Private Limited (Holding and Promoter Company), a related party with common directors being Sri Hardik B. Patel and

		Sri Ajay Agarwal.
3.	Nature and Material Terms of Contract	<p>Krihaan Texchem Private Limited is engaged in trading activity and Manufacturing of Textile Fabrics and related products. It is proposed to purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, and other transactions for business.</p> <p>Terms and conditions would be based on prevailing market price and commercial terms as on the date of entering into the transaction(s).</p>
4.	Tenure of the transaction/proposed transaction (particular tenure shall be specified)	Financial Year 2024-2025 or as mentioned in respective agreement(s).
5.	Whether in Ordinary Course of Business	Yes
6.	Whether at Arm's Length basis	Yes
7.	Value of Approval being sought (in Rupees)	INR 50 Crore
8.	Justification as to how these RPTs is in the interest of the Company	<p>As the Company and KTPL are in same business sector, the same are aimed at achieving synergies; reduce operational costs; ensure consistent supply of materials required by each of the entities and thereby mutually benefiting each of the entities. The transactions will be more of day-to-day commercial business requirements at a prevailing market price.</p> <p>The Members may note that entering into RPTs is a common practice amongst Companies to optimize synergies. They allow sharing of resources including material, capacity, talent, knowledge etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm's length basis and in the ordinary course of business to</p>

		enhance Shareholder value. The Company will benefit from such transactions with KTPL and hence, the Material RPTs are recommended for approval of the Members.
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year i.e. 2023-24, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	82 %
10.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured the nature of security; and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
11.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

**Item No.2- To approve Material Related Party Transaction(s) with Hardik Bharat Patel to be entered during FY 2024-25**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. It is in the above context that, Resolution No. 2 is placed for the approval of the Members of the Company. No related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Resolutions only to the extent of their shareholding.

#### Annexure A

**Details of Material RPTs provided in line with requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 are as follows:**

Sr. No.	Particulars	Details
1.	Name of Related Party	Hardik Bharat Patel
2.	Nature of Relationship	Sri Hardik B. Patel is a Director of Digjam Limited and Finquest Financial Solutions Private Limited. Finquest Financial Solutions Private Limited is the promoter of Digjam Limited, with Sri Hardik B. Patel serving as a common Director in both entities.
3.	Nature and Material Terms of Contract	It is proposed to purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, and other transactions for business.  Terms and conditions would be based on

		prevailing market price and commercial terms as on the date of entering into the transaction(s).
4.	Tenure of the transaction/proposed transaction (particular tenure shall be specified)	Financial Year 2024-2025 or as mentioned in respective agreement(s).
5.	Whether in Ordinary Course of Business	Yes
6.	Whether at Arm's Length basis	Yes
7.	Value of Approval being sought (in Rupees)	INR 100 Crore
8.	Justification as to how these RPTs is in the interest of the Company	The Members may note that entering into RPTs is a common practice amongst Companies to optimize synergies. They allow sharing of resources including material, capacity, talent, knowledge etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm's length basis and in the ordinary course of business to enhance Shareholder value. The Company will benefit from such transactions with Mr. Hardik Bharat Patel and hence, the Material RPTs are recommended for approval of the Members.
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year i.e. 2023-24, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	NA
10.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  details of the source of funds in connection with the proposed transaction; where any financial indebtedness is	NA

	incurred to make or give loans, inter- corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured the nature of security; and ) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
11.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

**Item No 3.**

**CREATION OF MORTGAGE OR CHARGE, SALE, LEASE OR OTHERWISE  
DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE  
UNDERTAKING(S) OF THE COMPANY**

As per Section 180 (1) (a) of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create, mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The operations of the Company have increased substantially and in order to meet the growing funds requirement of the Company, additional funds are required to be raised by creation of security on the immovable/movable properties of the Company.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future upto an amount of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice by Postal Ballot.

In view of the aforesaid provisions, you are requested to pass the special resolution as set out in Postal Ballot Notice of Company.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

**Item no. 4:**

**TO BORROW MONEY IN EXCESS OF THE PAID-UP SHARE CAPITAL AND FREE RESERVES UPTO RS. 100 CRORES**

In order to exercise the borrowing powers beyond the paid-up share capital and free reserve (apart from the temporary loans and advances obtained in the ordinary course of business), the board needs the authority for increasing its borrowing limits from the shareholders by way of Special Resolution. It is therefore, proposed to provide the authority to the board of directors or sub-committees thereof, by seeking appropriate authorization from the members of the company under the provisions of Section 180(1)(c) of the Companies Act, 2013.

The borrowings of the Company are generally secured by creation of mortgage and / or charge on all or any of the movable or immovable properties / assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company.

In view of the aforesaid provisions, you are requested to pass the special resolution as set out in Postal Ballot Notice of Company.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

**Item No. 5: To consider and approve the alteration in the terms of the Debentures of the Company**

The Company had issued 100 (One Hundred Only) Unlisted, Unsecured Non-Convertible Debentures (NCDs) of INR 1,00,00,000/- (Rupees One Crore Only) each, aggregating up to INR 100,00,00,000/- (Rupees One Hundred Crore Only), through private placement to identified investors. These NCDs were issued with specific terms and conditions mutually agreed upon with the debenture holders.

In light of the Company's financial position and the operational requirements, the Board of Directors has proposed to redeem the NCDs earlier than their scheduled maturity. The early redemption will not only align with the Company's broader financial strategy but also potentially reduce the overall interest burden on the Company. This resolution seeks the consent of the Members for approving the early redemption of the NCDs, in accordance with the provisions of the Companies Act, 2013, and other applicable laws.

**Rationale for the Proposal:**

**Reduction in Financial Liabilities:** The early redemption of the NCDs will reduce the Company's debt obligations and improve its leverage ratio.

**Cost Savings:** By redeeming the NCDs early, the Company aims to save on the interest expenses associated with these instruments.

**Alignment with Financial Strategy:** The proposal aligns with the Company's ongoing efforts to optimize its capital structure and enhance liquidity.



Mutual Agreement with Debenture Holders: The terms of early redemption will be in accordance with the mutual understanding reached with the debenture holders.

**Regulatory Compliance:**

Pursuant to Sections 42, 71, 179(3)(c), 180, and other applicable provisions of the Companies Act, 2013, and the relevant Rules, the Company requires the approval of its Members through a Special Resolution for effecting any alterations to the terms of the NCDs.

**Key Provisions of the Resolution:**

Approval for the early redemption of the NCDs, including necessary modifications to the terms of issuance.

Authorization to the Directors and/or Company Secretary to finalize and execute all necessary documents and actions to implement the redemption.

**Interest of Directors and Key Managerial Personnel:**

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

**Recommendation of the Board:**

The Board recommends the passing of this resolution as a Special Resolution to approve the alteration in terms of the NCDs and to provide necessary authorizations for effecting the early redemption.

**Documents Available for Inspection:**

The relevant documents and agreements pertaining to the issuance and proposed early redemption of the NCDs will be available for inspection by the Members at the registered office of the Company during business hours on all working days up to the date of the Meeting.

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