

Aerodrome Road,
Jamnagar – 361 006, India.
E-mail: cosec@digjam.co.in

September 06, 2024

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

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

Code No. 539979

Symbol "DIGJAMLMTD"

Dear Sir/ Madam,

Subject: Submission of Notice for 9th Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Annual General Meeting of the Company to be held on Saturday, September 28, 2024 at 11:00 a.m. through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") along with instructions for e-voting. The aforesaid notice alongwith instructions for e-voting instructions is being sent to all eligible shareholders through permitted mode and is also available on the website of the Company at www.digjam.co.in.

This is for your information and record please.

Thanking you,

Yours faithfully,
For **DIGJAM Limited**

((Sonali Sanjaybhai Chheda))
Company Secretary and Compliance Officer
Membership No: A69571

Encl: as above

DIGJAM LIMITED**DIGJAM LIMITED**

CIN: L17123GJ2015PLC083569

Registered Office: Aerodrome Road, Jamnagar – 361 006,
Gujarat, India.E-mail: cosec@digjam.co.in; Telephone: +91 (0288) 2712972-73Website: www.digjam.co.in**NOTICE OF THE 9th ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of the Company will be held on Saturday, September 28, 2024 at 11.00 a.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors ('the Board') and auditors thereon.
- To appoint a director in place of Sri Ajay Agarwal (DIN: 00649182), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

- To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025**

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

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 {including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus applicable taxes thereon and re-imbursment of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

FURTHER RESOLVED THAT any of the directors of the Company and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

- To approve issuance of 100 (One Hundred Only) Non-Convertible Debentures in one or more tranches, by way of Private Placement**

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, if any of the Companies Act, 2013 read together with Rule 14

of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (the "Act") and the enabling 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 offer, issue and allot, to create and offer upto 100 (One Hundred Only) Unlisted, Unsecured Non-Convertible Debentures ("NCDs") of INR 1,00,00,000/- (Rupees One Crore Only) each at par aggregating up to INR 100,00,00,000/- (Rupees One Hundred Crore Only) through private placement pursuant to such terms and conditions as set out in the private placement offer cum application letter in compliance with the terms of the approved Resolution Plan, to the identified persons listed below:

Name of Proposed Allottee	No. of Securities proposed to be allotted	Amount
Hardik B. Patel	50	50,00,00,000
Minal B. Patel	50	50,00,00,000
Total	100	100,00,00,000

RESOLVED FURTHER THAT the Form PAS-4 (Private Placement Offer cum Application Letter) serially numbered and addressed to the identified Investors as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42(3) of the Companies Act, 2013 (including any statutory modifications and re-enactment, for the time being in force) as per the draft placed before the Members be and is hereby approved, with or without modifications, and the same be issued to the investors to subscribe to NCDs after filing of the Special Resolution with the concerned Registrar of Companies and that a Record of the Private Placement Offer Letter be maintained in Form PAS-5.

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:

- to take all necessary steps for offer and issuance of NCDs;
- to verify, sign and issue Offer Letter and Application Form and to maintain a Record of Private Placement and to sign and execute all necessary documents and/or any other deed/ document / letter / agreement;
- to verify, sign, execute and submit the necessary Documents and Forms to the jurisdictional Registrar of Companies;
- to certify a copy of the resolutions and issue the same; and
- to do all such acts, deeds, matters and things in her absolute discretion, deem necessary, expedient, usual

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or proper, to be in the best interest of the Company; and to settle all doubts, difficulties that may arise from time to time while giving effect to this Resolution.”

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

The Register of Members of the Company will remain closed from September 23, 2024 to September 28, 2024 (both days inclusive).

Place: Mumbai
Date: August 14, 2024
Registered Office:
Aerodrome Road,
Jamnagar 361 006
(Gujarat)
CIN: L17123GJ2015PLC083569
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board
of Directors
For **DIGJAM Limited**
Sonali Sanjay Chheda
Company Secretary
Membership No.:
ACS - 69571

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the **Act**') and pursuant to relevant Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('the **Listing Regulations**'), in respect of the businesses under Item No. 3 and 4 of the Notice is annexed hereto. The Board of Directors ('the **Board**') have considered and decided to include Item No. 3 and 4 given above in the 9th Annual General Meeting ('**AGM**'), as they are unavoidable in nature.
2. In terms of Section 152 of the Act, Sri Ajay Agarwal (DIN: 00649182) retires by rotation at this meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The Relevant details of the Director proposed to be re-appointed, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ('**SS-2**') is annexed to this notice.
3. The Ministry of Corporate Affairs ("**MCA**") vide its General Circulars Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ("**MCA Circulars for General Meetings**") permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue till September 30, 2024. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), MCA Circulars for General Meetings, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM will be the registered office of the Company at **Aerodrome Road, Jamnagar - 361 006, Gujarat, India**. Attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum for the AGM as per section 103 of the Act.
4. As the AGM is being held pursuant to MCA Circulars for General Meetings for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

Further, pursuant to sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their vote through e-voting. As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. Electronic copy of complete Annual Report and Notice of AGM are also being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.
6. Recorded transcript of the proceedings at the AGM shall also be made available on Company's website in Investor Section soon after conclusion of said meeting.

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7. Members holding shares in physical mode are requested to intimate MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company ('the RTA') at 383, Lake Gardens, 1st Floor, Kolkata 700 045, changes, if any, in their names, registered address along with pin code number, e-mail address, telephone / mobile number, Permanent Account Number ('PAN'), mandates, nominations, power of attorneys, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. and relevant evidences. Members holding shares in electronic mode shall update such details with their respective Depository Participant ('DP').
8. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / Depositories. The Notice can also be accessed from the websites of the Company i.e. www.digjam.co.in as well as from the website of Stock Exchanges where Company is listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on website of National Securities Depository Limited ('NSDL') (agency for providing the remote e-voting facility and e-voting during the AGM) i.e. www.evoting.nsdl.com.

The Register of members and share transfer books of the Company will remain closed from September 23, 2024 to September 28, 2024 (both days inclusive) for the purpose of AGM.

9. **Section 88 of the Act read with Rules framed thereunder provide for maintenance of Members Register having details like e-mail ID, Income Tax Permanent Account Number (PAN), Unique Identification Number, Corporate Identification Number, Father's / Mother's/ Spouse's Name, Status, Occupation and Nationality etc.** Form for furnishing these information may be downloaded from Company's website www.digjam.co.in and sent to the Company or its Registrar and Share Transfer Agent. Registration of e-mail ID will also facilitate receipt of all communication including Annual Report, Notices and Circulars etc electronically from the Company. Even after registration for e-communication, members will continue to be entitled to receive such documents in physical form, upon making a request for the same.
10. **Mandatory furnishing of KYC details and nominations by holders of physical securities:**

SEBI, vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investor's request by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. Said SEBI circular prescribes following norms:

- Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- Electronic interface for processing investor's queries, complaints and service requests.

- Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- Freezing of folios without valid PAN, KYC details and Nomination and
- Compulsory linking of PAN and Aadhaar by all holders of physical securities.

Members of the Company holding shares in physical mode shall provide the following documents / details to the RTA of the Company:

- PAN.
- Nomination (for all eligible folios) in Form No. SH13 or submit declaration to "Opt-Out" in Form No. ISR-3.
Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.
- Contact details including postal address with pin code, mobile number, e-mail address.
- Bank account details including bank name and branch, bank account number and IFSC.
- Specimen signature.

Please provide the above documents / details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number and distinctive numbers. As per the said SEBI circular, the Company has uploaded the following documents (along with the SEBI circular) on the website of the Company:

- Form No. ISR-1-request for registering PAN, KYC details or changes / updation thereof.
- Form No. ISR-2-confirmation of signature of securities holder by the Banker.
- Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
- Form No. SH-13-nomination form.
- Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and the RTA are also available on the website of the Company.

SEBI has issued a circular No. SEBI/HO/MIRSD/PoD-1/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024) on 'Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination' which is applicable from April 1, 2023. The norms / procedural requirements for processing service requests of investors are provided in the said SEBI Circular.

The link to view the said SEBI circular dated November 3, 2021 along with the various forms and March 16, 2023 is available on the Company website at: www.digjam.co.in

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/

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CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the members can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

11. **Saturday, September 21, 2024** has been fixed as ‘**Cut off Date**’ for determining Members entitled to facility of voting by remote e-voting and for e-voting at said AGM following Regulation 44 of the SEBI LODR, 2015.
12. Equity Shares of the Company are available for dematerialisation both with NSDL and Central Depository Services (India) Limited (‘**CDSL**’). ISIN is **INE731U01028**.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. In terms of circulars issued by The Securities and Exchange Board of India (‘**SEBI**’), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.
15. As per Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company’s RTA, M/s. MCS Share Transfer Agent Limited for assistance in this regard. In view of the above, members are advised to dematerialize shares held by them in physical form.
16. As per the provisions of section 72 of the Act, the facility of making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to the DP in case the shares are held by them in electronic mode and to the Company / RTA, in case the shares are held in physical mode.
17. Members holding shares in physical mode, in identical order of names, in more than 1 (one) folios are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in 1 (one) folio. A consolidated share certificate will be issued to such members after making requisite changes.

In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

18. Issue of shares in Demat mode only:

SEBI vide its notification dated January 24, 2022 amended certain provisions of the Listing Regulations, inter-alia, pertaining to issue of shares in demat mode only. Further, SEBI vide its circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 issued operational guidelines for demat of securities received for processing investor’s service request.

Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate. It also substantially reduce the risk of fraud. Therefore, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

For more details, please visit our website at <https://www.digjam.co.in>.

19. SEBI vide its circular dated April 20, 2018 directed all the listed companies to record the PAN and bank account details of all their members holding shares in physical mode. All those members who are yet to update their details with the Company / RTA are requested to do so at the earliest. This will help the members to receive the dividend declared by the Company, directly in their respective bank accounts.
20. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. The e-mail address can be registered with the DP in case the shares are held in electronic mode and with the RTA in case the shares are held in physical mode.
21. Members desiring any relevant information on the Audited Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 10 (ten) days in advance of the date of AGM through e-mail on cosec@digjam.co.in. The same will be replied by the Company suitably.
22. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.

The copies of the documents will also be available for electronic inspection during normal business hours on working days from the date of circulation of the Notice upto the date of AGM. For any communication, members may also send requests to the Company’s investor e-mail id investors@digjam.co.in or cosec@digjam.co.in.
23. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.

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24. Equity Shares of the Company are listed both on the BSE Limited (Code: 539979) and National Stock Exchange of India Limited (Code: DIGJAMLMTD) and regularly traded thereon.

25. E-voting (voting through electronic means):

- i. The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with The Companies (Management and Administration) Rules, 2014, standard 8 of the Secretarial Standard on General Meetings, regulation 44 of the Listing Regulations and pursuant to the MCA Circulars for General Meetings and the SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with National Securities Depository Limited ('NSDL') to facilitate the members to cast their votes from a place other than venue of the AGM ('remote e-voting'). The facility for voting shall be made available during the AGM through electronic voting and the members participating in the AGM who have not cast their votes by remote e-voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the AGM will be provided by NSDL.

In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.

- ii. Pursuant to MCA and SEBI Circulars, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM.
- iii. Pursuant to MCA and SEBI Circulars, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM. The members can join the AGM through VC / OAVM mode 15 (fifteen) minutes before the scheduled time of the AGM and within 15 (fifteen) minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 (one thousand) members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
- v. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the Depositories as on Saturday, September 21, 2024, being the cut-off date shall be entitled to avail the facility of

remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purpose only.

- vi. The members who have cast their votes by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their votes again.
- vii. The members whose names appear in the Register of Members / List of Beneficial Owners as on Saturday, September 21, 2024 are entitled to vote on the resolutions set forth in the Notice. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for seeking assistance for issuance of the User Id and Password for exercising their right to vote by electronic means.
- viii. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ix. The Company has appointed Mr. Viral Sanghavi, Proprietor of Viral Sanghavi & Associates, Practicing Company Secretaries (Membership No. FCS 10331: COP No. 9035), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

26. 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:

- i. 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 Company/RTA.
- ii. 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 Company/RTA. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (below) (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in or investors@digjam.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. 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.

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27. Instructions for members for remote voting, e-voting during AGM and joining the AGM through VC / OAVM are as under:

- The remote e-voting period **begins on 9:00 a.m. (IST) on Wednesday, September 25, 2024 and ends on 5:00 p.m. (IST) on Friday, September 27, 2024**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **Saturday, September 21, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2024.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in

India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



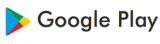

The way to vote electronically on NSDL e-voting System consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the 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 or joining virtual meeting & voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evotingnsdl.com/> either 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, 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.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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

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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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 with a copy marked to 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 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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Ketan Patel at evoting@nsdl.co.in.
4. A member can opt for only one mode of voting i.e. either through remote e-voting or during the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail.
5. The Company has appointed Mr. Viral Sanghavi, Proprietor of Viral Sanghavi & Associates, Practicing Company Secretaries (Membership No. FCS 10331: COP No. 9035), to act as the Scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
7. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the AGM shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.
8. The results declared along with the Scrutinizer's Report, will be posted on the website of the Company www.digjam.co.in and on the website of NSDL www.evoting.nsdl.com and

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will be displayed on the Notice Board of the Company at its registered office immediately after the declaration of the results by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.

- Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

28. Instructions for members attending the AGM through VC/OAVM & e-voting during AGM are as under:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cosec@digjam.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cosec@digjam.co.in. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Contact Details:

Company	Ms. Sonali Chheda DIGJAM Limited Registered Office: Aerodrome Road, Jamnagar – 361 006, Gujarat, India. CIN: L17123GJ2015PLC083569 E-mail: cosec@digjam.co.in
Registrar and Transfer Agent	MCS Share Transfer Agent Limited 383 Lake Gardens, First floor, Kolkata, India. Contact Person: Mr. Subhash Bhattachary E-mail: mcssta@rediffmail.com
e-Voting Agency	National Securities Depository Limited E-mail: evoting@nsdl.co.in Phone: 022 - 4886 7000 and 022 - 2499 7000
Scrutinizer	Mr. Viral Sanghavi Practising Company Secretary E-mail: cs.viralsanghavi@gmail.com

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 2:

A brief resume of the Director offering himself for re-election is given below:

Sri Ajay Agarwal (DIN: 00649182), aged 60 years, is a qualified Fellow member of the Chartered Accountant Institute with more than 30 years of rich experience with various Indian corporates and has held leadership position for steering the operations in the field of Textile, speciality chemicals and metallurgy businesses.

He is credited with setting up a Greenfield Pharma project in overseas location. He has been instrumental in raising funds from strategic investors in his past positions and has adopted a holistic approach to steer the stressed business into a 'turnaround' story including 'Reid & Taylor' India operations.

Sri Ajay Agarwal does not hold any Equity Share in the Company.

Except for Sri Ajay Agarwal and their relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the aforesaid Resolution.

Item No. 3: Appointment of M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), as the Cost Accountant of the Company

The Board of Directors has appointed M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), as the Cost Auditors for audit of cost accounting records of the Company for the financial year 2024-25 at a remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand only) besides applicable taxes and reimbursement of out-of-pocket expenses. In terms of the provisions of Section 148(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, the Members are required to ratify the remuneration payable to the Cost Auditors and accordingly, the consent of the Members of the Company is solicited for the remuneration as set out in the Resolution in Item no. 3 which is accordingly commended for approval.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the said Resolution.

Item No. 4:

The Company proposes to issue upto 100 (One Hundred Only) Unlisted, Unsecured Non-Convertible Debentures ("NCDs") of INR 1,00,00,000/- (Rupees One Crore Only) each at par aggregating up to INR 100,00,00,000/- (Rupees One Hundred Crores Only), in one or more tranches, by way of private placement to the following investor:

Name of Proposed Allottee	No. of Securities proposed to be allotted	Amount
Hardik B. Patel	50	50,00,00,000
Minal B. Patel	50	50,00,00,000
Total	100	100,00,00,000

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the company offering or making an invitation to subscribe to NCD on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year. Further, the disclosures with respect to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are mentioned below:

Date of passing of Board Resolution	August 14, 2024		
Kinds of securities offered (i.e. whether share or debentures) and class of security	0% Unlisted, Unsecured, Redeemable, Non-Convertible Debentures ('NCDs')		
Price at which the security is being offered, including premium if any, along with justification of the price	Non-Convertible Debenture will be issue at a price of INR 1,00,00,000/- (Rupees One Crore Only) each at par Justification of the price: The securities are being issued at Par.		
Name and address of the valuer who performed valuation of the security offered, and basis on which the price arrived at along with report of the registered valuer;	Not Applicable		
Relevant date with reference to which the price has been arrived at;	Not Applicable		
The class or classes of persons to whom the allotment is proposed to be made;	Name of Proposed Allottee	No. of Securities proposed to be allotted	Amount
	Hardik B. Patel	50	50,00,00,000
	Minal B. Patel	50	50,00,00,000
	Total	100	100,00,00,000
The proposed time within which the allotment shall be completed;	Allotment shall be made within 60 days of receiving subscription amount.		
The change in control, if any, in the company that would occur consequent to the private placement	No change in control in the company would occur consequent to the Private Placement.		
The number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price;	None		

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The justification for the allotment proposed to be made for consideration other than together with valuation report of the registered valuer;	Not Applicable	Principal terms of assets charged as security, if applicable;	Not Applicable
Terms of raising of securities;	(A) INR 1,00,00,000/- (Rupee One Crore Only) a. Face Value: INR 1,00,00,000/- (Rupee One Crore Only) b. Securities Premium: Nil (B) Application Money: 100% of the Issue Price (C) Rate of interest or rate of dividend: 0% (D) Redemption Premium: 9% IRR on annual basis. (E) Tenure: Bullet repayment at the end of Maturity Period of 5 Years along with a Internal Return Rate @ 9% per annum to be paid along with principal at maturity date (F) Call option: At 3.5 years, 4 years and 4.5 years. (G) Mode of Payment and repayment: NEFT/IMPS, Cheque, Demand Draft and other banking channels.	The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations;	No significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations.
Proposed time schedule for which the private placement offer cum application letter is valid;	One Year from date of shareholders approval	The pre-issue and post-issue shareholding pattern of the company;	Their will be no change in shareholding pattern of the Company, as the Company is proposing to issue non-convertible Debentures.
Purpose and objects of the Issue;	The primary purpose and objective of this issue is to facilitate the repayment of the existing loan and working capital requirement. By utilizing the funds raised through this issue, the company aims to significantly reduce its finance costs. This strategic move is expected to enhance the financial health of the company by lowering the burden of high-interest debt, thereby improving cash flow and overall profitability. By addressing these objectives, the company intends to create a more robust financial foundation, ensuring sustainable growth and long-term value creation for its shareholders.	<p>The provisions of the Companies Act, 2013 and the rules prescribed thereunder require the approval of the members of the Company by way of a special resolution, for a company offering or making an invitation to subscribe Non-Convertible Debenture by way of private placement.</p> <p>None of the Directors, key managerial personnel and/or their relatives is in anyway concerned with or interested, financially or otherwise, in the resolution, except Mr. Hardik Bharat Patel, Directors and promoter of the Company, who is the proposed allottee in this private placement.</p> <p>The Board at its meeting held on ,August 14, 2024, had approved the issue and offer of Non-Convertible Debenture (including its terms) by way of private placement and recommends the adoption of the resolution as set out in item no. 4 of the Notice as a special resolution.</p>	
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of the object;	Mr. Hardik Bharat Patel, Promoter Chairman of the Company and Mrs. Minal Bharat Patel, Mother of Mr. Hardik B. Patel are the subscribers to the securities being issued under this private placement	<p>Place: Mumbai Date: August 14, 2024 Registered Office: Aerodrome Road, Jamnagar 361 006 (Gujarat) CIN: L17123GJ2015PLC083569 cosec@digjam.co.in www.digjam.co.in</p> <p>By Order of the Board of Directors For DIGJAM Limited Sonali Sanjay Chheda Company Secretary Membership No.: ACS - 69571</p>	

DIGJAM LIMITED**ANNEXURE TO THE NOTICE DATED AUGUST 14, 2024**

Details of Directors in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard on General Meetings (SS-2)

Name	Sri Ajay Agarwal
Date of Birth/ Age	June 15, 1964 / 60 Years
Profile	Provided in the Explanatory Statement
Nature of her expertise in specific functional areas	Leadership and Management Strategy, Marketing, Logistics, Import & Exports, Commercial including Public Relations, Business Development.
Date of first appointment on the Board	November 25, 2020
Qualification	A Fellow member of the Institute of Chartered Accountants of India
Experience	More than 30 Years
Terms and conditions of appointment	Re-appointment in terms of Section 152 (6) of the Companies Act, 2013
Details of remuneration sought to be paid	Nil
Last drawn remuneration, if applicable	Not Applicable
Shareholding in the company held either himself or on a beneficial basis for any other persons	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
The number of meetings of the Board attended during the Year	4 (2023-24)
Directorship held in other companies as on date	Krihaan Texchem Private Limited and Diggers Properties Private Limited
Membership/Chairmanship of Committees of other Companies as on date	Nil