

DIGJAM LIMITED

DIGJAM

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, Gujarat, India

Tel.: +91-288-2712972 - 73
e-mail: cosec@digjam.co.in

September 1, 2022

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 "DIGJAMMLTD"

Dear Sir/ Madam,

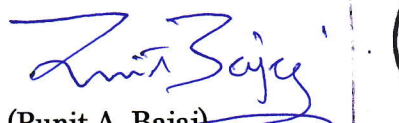
Subject: Submission of Notice for 7th Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 24, 2022 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


(Punit A. Bajaj)
Company Secretary



Encl: as above

DIGJAM LIMITED

CIN: L17123GJ2015PLC083569

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

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

Website: www.digjam.co.in

NOTICE OF THE 7th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of the Company will be held on Saturday, September 24, 2022 at 11.00 a.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors ('the Board') and auditors thereon.
2. To appoint a director in place of Sri Ajay Agarwal (DIN: 00649182), who retires by rotation and being eligible, offers himself for reappointment.
3. To re-appoint the Statutory Auditors and to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W), be and are hereby re-appointed as the Statutory Auditors of the Company, for the second term of 5 (five) consecutive years, who shall hold office from conclusion of Seventh Annual General Meeting till conclusion of Twelfth Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary to give effect to this resolution."

SPECIAL BUSINESS:

4. **To Approve Sale / disposal of Surplus land of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (as amended from time to time) and subject to the necessary approvals, consents, permissions, no-objection letter and/or sanctions from the appropriate authorities / banks to the extent applicable, consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder) to sell, assignment, transfer, conveyance or otherwise dispose of its surplus land admeasuring 65,584.50 Sq. Mtrs. (approximately) located at Aerodrome Road, Jamnagar – 361 006, Gujarat, India, to any prospective buyer/s excluding a related party within the meaning of Section 188 of the Act in one or more tranches and either as a whole or in part on as is where is condition for consideration in cash not less than ₹ 60 crores (Rupees Sixty Crores only), and subject to such terms and conditions as mutually agreed upon by the Company with the prospective buyer/s for the surplus land particularly relating to advance amount, period within which entire consideration shall be paid by the purchaser, delayed payment charges in case of delay in remittance of payment including but not limited to the forfeiture of the advance amount etc. as may be stipulated by the Board in this regard and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Company do utilize the sale proceeds of the aforesaid surplus land for working capital requirements, capex and to reduce a substantial part of its debt of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the amount of consideration to be received and to do and perform all such acts, deeds, matters and things, as may be necessary, and to execute, modify, substitute, deliver and perform all such agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from relevant authorities, including Government/ Semi Government / Quasi Government authorities, Banks, regulatory and administrative authorities, statutory bodies etc. in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to enter

into agreements, execute any undertaking, indemnity, contracts, deeds or sign any other document on behalf of the Company and to represent the Company and appear before the authorities and also do all such acts, things, deeds and matters as may be deemed necessary for giving effect to this resolution.”

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023

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 N.D. Birla & Co., Cost Accountants, Ahmedabad (Firm Registration No. 000028), 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, 2023, amounting to ₹ 75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes thereon and re-imbursement 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 Sri Punit Bajaj, 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.”

The Register of Members of the Company will remain closed from September 18, 2022 to September 24, 2022 (both days inclusive).

Place: Jamnagar
Date: August 29, 2022

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**

Punit Bajaj
Company Secretary
Membership No.:
ACS - 58392

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 Nos. 3, 4 and 5 of the Notice is annexed hereto. The Board of Directors (‘the Board’) have considered and decided to include Item Nos. 3, 4 and 5 given above in the 7th 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. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and May 5, 2022 (‘MCA Circulars for General Meetings’) and SEBI vide its circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (‘SEBI 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. In compliance with the provisions of the Act, the listing regulations, MCA Circulars for General Meetings and SEBI 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. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to MCA circulars on AGM through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice.
5. Institutional / Corporate members (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to Mr. Viral Sanghavi, Proprietor of Viral Sanghavi & Associates, Practicing Company Secretaries, the Scrutinizer appointed by the Company, by e-mail on his registered e-mail address to cs.viralsanghavi@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
6. 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’).
7. In compliance with the aforesaid Circulars, Notice of the

AGM along with the Annual Report 2021-22 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 disseminated on the website of Central Depository Services (India) Limited ('CDSL') (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

8. The Register of members and share transfer books of the Company will remain closed from Sunday, September 18, 2022 to Saturday, September 24, 2022 (both days inclusive) for the purpose of AGM.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.

14. 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, in case the shares are held in physical mode:

- i. Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- ii. Electronic interface for processing investor's queries, complaints and service request.
- iii. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- iv. Freezing of folios without valid PAN, KYC details and Nomination and
- v. 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:

- i. PAN.
- ii. Nomination (for all eligible folios) in Form No. SH-13 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.
- iii. Contact details including postal address with pin code, mobile number, e-mail address.
- iv. Bank account details including bank name and branch, bank account number, IFSC.
- v. 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:

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

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

15. 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>.

16. 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.
17. 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.
18. 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.

19. 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 Central Depository Services (India) Limited ('CDSL') 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 CDSL.

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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is still a norm to be followed and pursuant to the MCA Circulars for General Meetings and the SEBI Circulars for General Meetings, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM.
- iii. 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 for 1,000 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 17, 2022, 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 17, 2022 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.

20. Process for those shareholders whose email ids are not registered:

- i. Members holding shares in physical mode - please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN), Aadhaar (self-attested scanned copy of Aadhaar) by e-mail to Company/RTA.
- ii. Members holding shares in demat mode please update your e-mail id and mobile number with your respective DP.
- iii. Individual members holding shares in demat mode - please update your e-mail id and mobile number with your respective DP which is mandatory for e-voting and joining the AGM through VC / OAVM through Depository.

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

- (i) The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, September 21, 2022 and ends at 5:00 p.m. (IST) on Friday, September 23, 2022. During this period members of the Company, holding shares either in physical mode or in demat mode, as on the cut-off date i.e. Saturday, September 17, 2022, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 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.

Pursuant to the abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System 'Myeasi'. 2) 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 : https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 websites.

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

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on 'Shareholders' module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on 'SUBMIT' tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for DIGJAM LIMITED on which you choose to vote.
- (vi) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (ix) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cosec@digjam.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM and e-voting from the e-voting system, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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.

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.

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.

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 CDSL www.cdslindia.com and 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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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	Mr. Punit A. Bajaj Company Secretary and Compliance Officer 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	Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: 022- 22723333 / 8588
Scrutinizer	Mr. Viral Sanghavi Practising Company Secretary E-mail: cs.viralsanghavi@gmail.com

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 Requirement) 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 58 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: Re-appointment of M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) as Statutory Auditor of the Company:

M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) ('NPCO'), were appointed as the Statutory Auditors of the Company for a period of 1 (one) year from the conclusion of Sixth Annual General Meeting ('AGM') till the conclusion of Seventh AGM. Their term shall expire after the ensuing AGM.

The Audit Committee and the Board at their respective meetings, both held on August 6, 2022 recommended the re-appointment

of NPCO as the Statutory Auditors of the Company for a further period of 5 (five) consecutive years from the conclusion of Seventh AGM till the conclusion of Twelfth AGM in year 2027, with an authority to the Audit Committee and the Board to decide the remuneration payable to them. Re-appointment of NPCO is subject to approval of members at the ensuing AGM. Necessary agenda item, resolution and statutory details are provided in the Notice of AGM.

NPCO have furnished a declaration confirming their independence as well as their arm's length relationship with the Company and that they have not taken up any prohibited non-audit assignments for the Company.

The details, terms and conditions of appointment (including remuneration) of the Auditor proposed to be appointed, pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015, as amended, are as follows

Name of the Auditors	M/s. Nayan Parikh & Co., Chartered Accountants
Brief Profile	M/s. Nayan Parikh & Co. (FRN 107023W) ('NPCO') is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It was established as a sole proprietary concern the Firm today has 8 partners. It has its office at No. 9, 2nd Floor, Jain Chambers, 577 SV Road, Bandra (West), Mumbai 400050, India. NPCO has valid Peer Review certificate. NPCO provides services in the fields of audit and assurance, tax and regulatory, transaction advisory and consulting keeping in mind the regulatory and commercial environment within which the Firm's clients operate.
Credentials	M/s. Nayan Parikh & Co. (FRN 107023W) ('NPCO') is a firm of Chartered Accountants. A brief profile is stated above
Basis of recommendation for appointment	The Board, on the recommendations of the Audit Committee is seeking approval of the members of the Company for re-appointing M/s. Nayan Parikh & Co., as the statutory auditors of the Company with effect from the conclusion of the 7th AGM of the Company till the conclusion of 12th AGM, for a period of five year.
Terms of appointment	M/s. Nayan Parikh & Co., are proposed to be reappointed as statutory auditors of the Company with effect from the conclusion of the 7th AGM of the Company till the conclusion of 12th AGM of the Company, for a period of five year on such terms as may be mutually determined by the Board of Directors of the Company in consultation with the Auditors.
Proposed fee payable	Based on the recommendation of Audit Committee, the Board has fixed a remuneration of ₹ 10 Lakh (Rupees Ten Lakh only) for conducting the audit for the Financial Year ending March 31, 2023 excluding applicable taxes and reimbursement of out of pocket expenses on actuals. The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.
Material changes in the fee payable to the auditor from that paid to the outgoing auditor	There is no material change in the proposed fees payable to the Auditors as compared to fees paid to Statutory Auditors for the financial year 2021-22.
Rationale for such change in remuneration	Not Applicable

M/s. Nayan Parikh & Co., Chartered Accountants, have given their consent for appointment as the Auditors of the Company along with a certificate, pursuant to Section 139 (1) and 141 of the Act, and Rule 3 of the Companies (Audit and Auditors) Rules, 2014, as amended, stating that they are not disqualified to act as auditors and that their proposed appointment satisfies the terms and conditions prescribed under the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item

No.3 of the Notice for the approval of members of the Company.

Item No. 4: To Approve Sale / disposal of Surplus land of the Company :

The Company has in the last two years after approval of the Resolution Plan by Hon'ble National Company Law Tribunal, Ahmedabad Bench has re-gained substantial part of its products demand in the markets by timely delivery of its wide range of products to the Customers. This has resulted into higher investment to the working capital requirements of the Company, coming at a modest interest cost, impacting the earnings of the Company.

The Board of Directors has therefore identified / declared 65,584.50 Sq. Mtrs. (approximately) as surplus land from the existing outlay of the mills premises / manufacturing unit admeasuring 1,34,520.67 Sq. Mtrs. located at Aerodrome Road, Jamnagar – 361 006, Gujarat. The Board has carefully evaluated that the surplus declared area / land is not required for our manufacturing process of the Company and the current cash flows of the Company are stretched and sustenance of the present debt levels is difficult. It is therefore, desirable and inevitable at this juncture that the Company monetize its surplus land and infuse the funds for working capital requirements, Capex and reduce a substantial part of its debt. The Company also believes considering the nature of business and other macro-economic factors, a lower quantum of debt would be in the best interest of all stakeholders.

Accordingly, as per the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on August 29, 2022, has resolved, subject to the approval of Members and other requisite approval to sell, assignment, transfer, conveyance or otherwise dispose of its surplus land admeasuring 65,584.50 Sq. Mtrs. (approximately) located at Aerodrome Road, Jamnagar – 361 006, Gujarat, India, to any prospective buyer/s excluding a related party within the meaning of Section 188 of the of the Companies Act, 2013 (the “Act”) in one or more tranches and either as a whole or in part in as is where is condition for consideration in cash not less than ₹ 60 crores (Rupees Sixty Crores only) vide an appropriate sale agreement as recommended by financial / legal advisors.

In terms of the provisions of Section 180(1)(a) of the Act, consent of the Members would be required by way of a special resolution to sale / dispose the said surplus land to any prospective buyer/s excluding a related party within the meaning of Section 188 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 4 of the accompanying Notice for the approval of the Members.

Item No. 5: Appointment of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Firm Registration No. 000028), as the Cost Accountant of the Company:

The Board of Directors has appointed M/s N.D. Birla & Co., Cost Accountants, as the Cost Auditors for audit of cost accounting records of the Company for the financial year 2021-22 at a remuneration of ₹ 75,000/- (Rupees Seventy-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. 5 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.

Place: Jamnagar
Date: August 29, 2022

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**

Punit Bajaj
Company Secretary
Membership No.:
ACS - 58392

ANNEXURE TO THE NOTICE DATED AUGUST 29, 2022

Details of Directors in accordance with SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Name	Sri Ajay Agarwal
Date of Birth/ Age	June 15, 1964 / 58 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 (2021-22)
Directorship held in other companies as on date	Krihaan Texchem Private Limited and Leggiuno India Private Limited
Membership/Chairmanship of Committees of other Companies as on date	Nil