

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

February 27, 2025

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

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

Code No. 539979

Symbol "DIGJAMLMTD"

Dear Sir,

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

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Postal Ballot Notice dated February 26, 2025 along with Explanatory Statement which is being sent to the Members of Digjam Limited ("the Company") whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 21, 2025, being the cut-off date, seeking their approval on the following Special business:

Sr. No.	Type of Resolution	Description of Resolutions
1.	Ordinary Resolution	To approve Material Related Party Transaction(s) with Reid & Taylor International Private Limited (formerly known as Krihaan Texchem Private Limited) to be entered during FY 2025-2026
2.	Ordinary Resolution	To approve Material Related Party Transaction(s) with Mr. Hardik Bharat Patel – Executive Director of the Company to be entered during FY 2025-2026
3.	Special Resolution	To consider and approve the limits for selling, leasing, or otherwise disposing of the whole or a substantial portion of the company's undertaking. If the company owns multiple undertakings, this approval will cover the whole or substantial portion of any such undertakings, in accordance with Section 180(1)(a) of the Companies Act, 2013
4.	Special Resolution	To consider and Approve the Borrowing Limits of the Company U/S 180(1)© Of the Companies Act, 2013
5.	Special Resolution	To consider and approve limits of Loan to Directors under Section 185 of the Companies Act, 2013.
6.	Special Resolution	To consider and approve limits of Loan and Investment by the Company under Section 186 of the Companies Act, 2013.
7.	Special Resolution	To approve & recommend the relocation of the registered office from one state to another state.

In accordance with Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and General Circulars issued by Ministry of Corporate Affairs (MCA) applicable in this regard (the "MCA Circulars") the Postal Ballot Notice is sent only through electronic mode to those Members of the Company whose email address(es) are registered with the Company/ Depository(s) / Depository Participants/ Registrar and Transfer

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Agent - MCS Share Transfer Agent Limited ("MCS") and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited and Central Depository Services (India) Limited (together referred as "Depositories") as on Friday, February 21, 2025 ("cut-off date").

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

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

Sr. No.	Particulars	Schedule
1.	Cut - off Date for identification of voting	Friday, February 21, 2025
2.	Date of Commencement of Remote e-Voting	Friday, February 28, 2025 at 9.00 a.m. (IST)
3.	Date of Ending of Remote e-Voting	Saturday, March 29, 2025 at 5.00 p.m. (IST)
4.	Date of Declaration of Results of Postal Ballot/Remote e-Voting	Within 48 hours after end of e-voting, i.e. On or before March 31, 2025
5.	Remote e-voting Agency	National Securities Depository Limited ("NSDL")
6.	E-voting website	www.evoting.nsdl.com
7.	Scrutinizer for conducting the Postal Ballot/ Evoting	Mr. Ankit Sethi., (Membership No. ACS 25415) (CP No. 11089) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer")

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

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

Yours faithfully,

For **DIGJAM Limited**

Mohit Premchand Dubey
Digitally signed by
Mohit Premchand
Dubey
Date: 2025.02.27
12:10:01 +05'30'

Mohit Premchand Dubey

Company Secretary

Encl: as above

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

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

Dear Member(s),

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

1.	To approve Material Related Party Transaction(s) with Reid & Taylor International Private Limited (RTIL) (formerly known as Krihaan Texchem Private Limited) to be entered during FY 2025-2026
2.	To approve Material Related Party Transaction(s) with Mr. Hardik Bharat Patel - Executive Director of the Company to be entered during FY 2025-2026
3.	To consider and approve the limits for selling, leasing, or otherwise disposing of the whole or a substantial portion of the company’s undertaking. If the company owns multiple undertakings, this approval will cover the whole or substantial portion of any such undertakings, in accordance with Section 180(1)(a) of the Companies Act, 2013
4.	To consider and Approve the Borrowing Limits of the Company U/S 180(1)(c) Of the Companies Act, 2013
5.	To consider and approve limits of Loan to Directors under Section 185 of the Companies Act, 2013.
6.	To consider and approve limits of Loan and Investment by the Company under Section 186 of the Companies Act, 2013.
7.	To recommend and approve the relocation of the Registered Office from state of Gujarat to state of Tamil Nadu.

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

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

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

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

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

Commencement of e-voting period	9.00 a.m. IST on Friday, February 28, 2025
Conclusion of e-voting period	5.00 p.m. IST on Saturday, March 29, 2025
Cut-off date for eligibility to vote	Friday, February 21, 2025

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Saturday, March 29, 2025, and will be disallowed thereafter. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before Monday, March 31, 2025.

The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. Saturday, March 29, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The last date of e-voting, i.e. Saturday, March 29, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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Special Business**ITEM NO.1**

To approve Material Related Party Transaction(s) with Reid & Taylor International Private Limited (formerly known as Krihaan Texchem Private Limited) (CIN:- U74999MH2019PTC321644) to be entered during FY 2025-2026

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

“**RESOLVED THAT** pursuant to Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Digjam Limited (‘Company’) and based on the approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into/execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Reid & Taylor International Private Limited (‘RTIL’) (formerly known as Krihaan Texchem Private Limited) and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and RTIL, for an aggregate value up to ₹100 crores (Rupees One Hundred Crores Only) for purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, Intercorporate Deposits and other transactions for business, to be entered during FY2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and RTIL.

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

ITEM NO. 2

To approve Material Related Party Transaction(s) with Mr. Hardik Bharat Patel (DIN 00590663), Executive Director of the Company to be entered during FY 2025-2026

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

“**RESOLVED THAT** pursuant to Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Digjam Limited (‘Company’) and based on the approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into/execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Mr. Hardik Bharat Patel and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Mr. Hardik Bharat Patel, for an aggregate value up to

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₹100 crores (Rupees One Hundred Crores Only) for purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, taking Loan from Directors and other transactions for business, to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and Mr. Hardik Bharat Patel.

RESOLVED FURTHER THAT Mr. Ajay Agarwal, Non-Executive Director, Mr. Pankaj Gharat, Chief Financial Officer, and Mr. Mohit Dubey, Company Secretary, be and are hereby authorized to negotiate, finalize other terms and conditions, and do all such acts, deeds, and things, including delegation of powers as may be necessary, proper, or expedient to give effect to this resolution.”

ITEM NO. 3

To consider and approve the creation of charges/mortgages for borrowings against undertaking of the company under section 180(1)(a) of the Companies Act, 2013

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

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

RESOLVED FURTHER THAT Mr. Hardik Bharat Patel, Executive Director, Mr. Ajay Agarwal, Non-Executive Director, Mr. Pankaj Gharat, Chief Financial Officer, and Mr. Mohit Dubey, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper, or expedient for implementation of the above resolution and matters connected therewith or incidental thereto.”

ITEM NO. 4:

To consider and approve the Borrowing Limits of the Company u/s 180(1)(c) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to Section 180 (1)(c) and all other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions in Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”) and/or any Committee thereof to borrow any sum of money or sums of money, whether by way of Term Loan(s) / Equipment finance / Cash Credit facilities or the like, from time to time, any sum or sums of money at its

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discretion from national / international financial institutions / banks / Non-Banking Financial Companies / other body corporates / Trusts / Association of Persons / person, for the purpose of business of the Company and in its best interest, which together with the moneys already borrowed by the Company, (apart from temporary loans obtained in the ordinary course of business) shall not exceed in the aggregate of Rs.100 Crores (Rupees One Hundred Crores only) at any time, irrespective of the fact that such aggregate amount of borrowings outstanding, at any time may exceed the aggregate of paid-up share capital and free reserves, that is to say the reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT Mr. Hardik Bharat Patel, Executive Director, Mr. Ajay Agarwal, Non-Executive Director, Mr. Pankaj Gharat, Chief Financial Officer, and Mr. Mohit Dubey, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper, or expedient for implementation of the above resolution and matters connected therewith or incidental thereto.”

ITEM NO. 5

To consider and approve limits of Loan to Directors under Section 185 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s), and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from any person other than banks or financial institutions covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs.50 Crore (Rupees Fifty Crores Only) outstanding per annum, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized for principal business activities, at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

RESOLVED FURTHER THAT Mr. Hardik Bharat Patel, Executive Director, Mr. Ajay Agarwal, Non-Executive Director, Mr. Pankaj Gharat, Chief Financial Officer, and Mr. Mohit Dubey, Company Secretary, be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loan/ guarantee/ security, with such modifications as may be required from time to time, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable”

ITEM NO. 6

To consider and approve limits of Loan and Investment by the Company under Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and

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other applicable rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other consents, permissions, approvals as may be required in that behalf, the consent of the Members be and is hereby accorded to the Board of Directors of the Company for:

- i. giving any loan to any person or other body corporate,
- ii. giving any guarantee or providing security in connection with a loan to any other body corporate or person and/or,
- iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

Up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.50 Crore (Rupees Fifty Crores Only) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Hardik Bharat Patel, Executive Director, Mr. Ajay Agarwal, Non-Executive Director, Mr. Pankaj Gharat, Chief Financial Officer, and Mr. Mohit Dubey, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper, or expedient for implementation of the above resolution and matters connected therewith or incidental thereto.”

ITEM NO. 7

To recommend and approve the relocation of the registered office from the state of Gujarat to the state of Tamil Nadu

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions and Rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time in force) and subject to the approval of the Central Government and such other approvals, permissions and sanctions as may be required, the consent of the shareholders be and is hereby accorded for shifting the registered office of the Company from the “State of Gujarat” to “State of Tamil Nadu” under the jurisdiction of Registrar of Companies, Chennai.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Regional Director, Southern Region, Tamil Nadu, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the “State of Gujarat” to “State of Tamil Nadu” and that, the Clause II of the Memorandum of Association of the Company be read as follows:

- I. The Registered Office of the Company will be situated in the State of Tamil Nadu.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file a petition before the Regional Director, Southern Region, Tamil Nadu, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated herein above and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/ approved by the Regional Director, Southern Region, Tamil Nadu.

RESOLVED FURTHER THAT on confirmation / approval of the Regional Director, Southern Region, Tamil Nadu, the Registered Office of the Company be shifted from “State of Gujarat” to “State of Tamil Nadu”, the

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Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Tamil Nadu and within the jurisdiction of the Registrar of Companies, Chennai.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Regional Director, Southern Region, Tamil Nadu and to finalize the address of the Registered Office of the Company at Swaminathapuram, Palani Main Road, Dindigul Dist. Tamil Nadu, the State of Tamil Nadu, as they may deem consider appropriate.

RESOLVED FURTHER THAT Mr. Hardik Bharat Patel, Executive Director, Mr. Ajay Agarwal, Non-Executive Director, Mr. Pankaj Gharat, Chief Financial Officer, and Mr. Mohit Dubey, Company Secretary, be and is hereby severally authorised to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**By order of the Board of Directors
For Digjam Limited
Sd/-**

Date: February 27, 2025

Place: Mumbai

**Mohit Premchand Dubey
Company Secretary & Compliance Officer
ICSI Membership Number : ACS67363**

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') read with Section 110 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended from time to time, setting out the material facts relating to the aforesaid Resolution/s and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and, Central Depository Services Limited (CDSL) and the Company's Registrar and Share Transfer Agent ('RTA') as on **Friday, February 21, 2025 ("Cut-off Date")** and whose e-mail addresses are registered with the Company/ Depositories/RTA or who will register their e-mail address in accordance with the process outlined in this Notice. Only those Members whose names are appearing in the Register of Members/list of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date. **Dispatch of the Notice shall be deemed to be completed on February 27, 2025.**
3. For Shareholders who have not registered their email address. The Postal Ballot Notice may also be accessed on Company's website <https://www.digjam.co.in> and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com; National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/> , on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution/s as set out in this Postal Ballot Notice. The instructions for remote e-voting are mentioned in Note No.12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and SEBI Circular, physical copies of the Notice will not be circulated.
6. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is pleased to offer remote e-Voting facility for its members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of **National Securities Depository Limited (NSDL) for facilitating remote e-voting.**

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

Commencement of e-voting: From 09.00 a.m. on Friday, February 28, 2025
Conclusion of e-voting: At 5:00 p.m. on Saturday, March 29, 2025

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

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7. After completion of scrutiny of votes cast electronically, the Scrutinizer will submit the report to the Chairman or any officer authorized by the Chairman in writing, who shall counter sign the report. The results of the Voting shall be announced by the Chairman or any other Director of the Company on or before Monday, March 31, 2025 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, <https://www.digjam.co.in/> besides being sent to the Stock Exchanges on the said date.
8. The resolution/s, if passed by requisite majority, will be deemed to be passed on **Saturday, March 29, 2025 i.e. the last date of e-voting**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting.
9. All material documents referred to in the Explanatory Statement shall be made available on request for electronic inspection from 10:00 a.m. to 5:00 p.m. (IST) on all working days till the last date of voting. Members seeking to inspect such documents can send an e-mail to investors@digjam.co.in.
10. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as “DL-Postal Ballot-Registration of e-mail Ids” to Registrar and Transfer Agent of the Company, i.e., MCS Share Transfer Agent Limited (“Registrar” or “RTA”) at mcssta@rediffmail.com or to the Company at investors@digjam.co.in with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
11. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

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

The voting period begins at **from 09.00 a.m. on Friday, February 28, 2025 and ends at 5:00 p.m. on Saturday, March 29, 2025**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, February 21, 2025 may cast their vote electronically.

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

- Step 1: Access to NSDL e-Voting system**
- Step 2: Cast your vote electronically on NSDL e-Voting system**

Step 1: Access to NSDL e-Voting system





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

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

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

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 Myeasi username & password. After successful login of Easi/Easiest the user will be also able to see the E Voting e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service

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	<p>provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. 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</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

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

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

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

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***

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

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- (ii) form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.viralsanghavi@gmail.com 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

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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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Kautilya Joshi at evoting@nsdl.co.in

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

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

Place: Mumbai
Date: February 26, 2025

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

Registered Office:

Aerodrome Road,
Jamnagar 361 006
(Gujarat)
CIN: L17123GJ2015PLC083569
cosec@digjam.co.in
www.digjam.co.in

Mohit Premchand Dubey
Company Secretary
ACS - 67363

EXPLANATORY STATEMENT

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

Item No.1 - To approve Material Related Party Transaction(s) with Reid & Taylor International Private Limited (formerly known as Krihaan Texchem Private Limited) entered into during FY 2025-26

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹100 crores (Rupees One Hundred Crores Only) or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. It is in the above context that, Resolution No. 1 is placed for the approval of the Members of the Company. No related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

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

Annexure A

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

Sr. No.	Particulars	Details
1.	Name of Related Party	Reid & Taylor International Private Limited (RTIL) (formerly known as Krihaan Texchem Private Limited)
2.	Nature of Relationship	Reid & Taylor International Private Limited (RTIL) (formerly known as Krihaan Texchem Private Limited), a wholly owned subsidiary of Finquest Financial Solutions Private Limited (Holding and Promoter Company), a related party with common directors being Sri Hardik B. Patel and Sri Ajay Agarwal.
3.	Nature and Material Terms of Contract	Reid & Taylor International Private Limited (formerly known as Krihaan Texchem Private Limited) is engaged in trading activity and Manufacturing of Textile Fabrics and related products. It is proposed to purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, and other

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		<p>transactions for business.</p> <p>Terms and conditions would be based on prevailing market price and commercial terms as on the date of entering into the transaction(s).</p>
4.	Tenure of the transaction/proposed transaction (particular tenure shall be specified)	Financial Year 2025-2026 or as mentioned in respective agreement(s).
5.	Whether in Ordinary Course of Business	Yes
6.	Whether at Arm’s Length basis	Yes
7.	Value of Approval being sought (in Rupees)	INR 100 Crores
8.	Justification as to how these RPTs is in the interest of the Company	<p>As the Company and RTIL are in same business sector, the same are aimed at achieving synergies; reduce operational costs; ensure consistent supply of materials required by each of the entities and thereby mutually benefiting each of the entities. The transactions will be more of day-to-day commercial business requirements at a prevailing market price.</p> <p>The Members may note that entering into RPTs is a common practice amongst Companies to optimize synergies. They allow sharing of resources including material, capacity, talent, knowledge etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm’s length basis and in the ordinary course of business to enhance Shareholder value. The Company will benefit from such transactions with RTIL and hence, the Material RPTs are recommended for approval of the Members.</p>
9.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year i.e. 2024-25, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided	82 %
10.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>details of the source of funds in connection with the proposed transaction;</p>	Not Applicable

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

Item No.2 - To approve Material Related Party Transaction(s) with Hardik Bharat Patel to be entered during FY 2025-26

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹100 crores (Rupees One Hundred Crores Only) or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. It is in the above context that, Resolution No. 2 is placed for the approval of the Members of the Company. No related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

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

Annexure A

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

Sr. No.	Particulars	Details
1.	Name of Related Party	Hardik Bharat Patel

2.	Nature of Relationship	Sri Hardik B. Patel is a Director of Digjam Limited and Finquest Financial Solutions Private Limited. Finquest Financial Solutions Private Limited is the promoter of Digjam Limited, with Sri Hardik B. Patel serving as a common Director in both entities.
3.	Nature and Material Terms of Contract	It is proposed to purchase and sale of goods, receiving and rendering of services, receipt/payment of lease rent and other transactions related to movable assets, reimbursements receivable/payable, and other transactions for business. Terms and conditions would be based on prevailing market price and commercial terms as on the date of entering into the transaction(s).
4.	Tenure of the transaction/proposed transaction (particular tenure shall be specified)	Financial Year 2025-2026 or as mentioned in respective agreement(s).
5.	Whether in Ordinary Course of Business	Yes
6.	Whether at Arm’s Length basis	Yes
7.	Value of Approval being sought (in Rupees)	INR 100 Crores
8.	Justification as to how these RPTs is in the interest of the Company	The Members may note that entering into RPTs is a common practice amongst Companies to optimize synergies. They allow sharing of resources including material, capacity, talent, knowledge etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm’s length basis and in the ordinary course of business to enhance Shareholder value. The Company will benefit from such transactions with Mr. Hardik Bharat Patel and hence, the Material RPTs are recommended for approval of the Members.
9.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year i.e. 2024-25, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided	NA
10.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	NA

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

Item no. 3 - Creation of Mortgage or Charge, Sale, Lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the company

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

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

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

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

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

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

Item No. 4 - To borrow money in excess of the paid-up share capital and free reserves up to Rs.100 crores

In order to exercise the borrowing powers beyond the paid-up share capital and free reserve (apart from the temporary loans and advances obtained in the ordinary course of business), the board needs the authority for

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increasing its borrowing limits from the shareholders by way of Special Resolution. It is therefore, proposed to provide the authority to the Board of Directors or sub-committees thereof, by seeking appropriate authorization from the members of the company under the provisions of Section 180(1)(c) of the Companies Act, 2013.

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

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

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

Item No. 5 - To consider and approve limits of Loan to Directors upto Rs 50 crores under Section 185 of the Companies Act, 2013

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”), no Company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

In terms of the amended Section 185 of the At, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company may enter into such transaction as referred under Section 185 with the entities in which the Directors of the Company are interested, as and when required. Hence, as a caution, the Board decided to seek approval of the shareholders by way of Special Resolution under the said provisions, subject to the condition that the fund be utilized by the borrowers for their principal business activities.

Further, the rate of interest charged on such loan(s) shall be as may be mutually agreed by the parties.

None of the Directors, Key Managerial Person(s) of the Company or their relatives are, in any way, concerned or interested either financially or otherwise, in the said resolution, save and except to the extent of their shareholding and directorship in the group companies (if any).

The Board recommends the **SPECIAL RESOLUTION** for the approval of members

Item No. 6 - To consider and approve limits of Loan and Investment by the Company upto Rs 50 crores under Section 186 of the Companies Act, 2013

As on date the agreement amount of the investments in shares/ debentures, loans and guarantee(s)/ security(ies) made, given, or provided by the company to other bodies corporate are within the limit provided in Section 186 of the Companies Act, 2013. Since the Board wants to make Loan/ Investment/ Guarantee in excess of the prescribed limit specified in Section 186 of the Act, approval of the shareholders of the Company is required.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans giving guarantees or providing security to other persons or other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan, or give ay guarantee or provide security in

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connection with any loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by Special Resolution passed at the General Meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of Special Resolution, up to a limit of Rs.50 crores as proposed in the Notice.

The Board of Directors in the Meeting held on Friday, February 14, 2025 decided to recommend the special resolution as set out in the notice for approval of the shareholders.

Item No. 7 - To recommend and approve the relocation of the registered office from one state to another state

The Members may note that as per Section 12(5) of the Companies Act, 2013, shifting of registered office outside the local limits of any city or town or state requires approval of shareholders by way of special resolution. At present, registered office of Digjam Limited is situated at Aerodrome Road, Jamnagar, Gujarat – 361006. It is proposed to shift the registered office from Aerodrome Road, Jamnagar, Gujarat –361006 to Swaminathapuram, Palani, Main Road, Dindigul District, Tamil Nadu, 642113. The Management of the company wants to expand its business activities.

The management of the company is of the view that shifting would benefit the company to deal with various stakeholders and will enable management to monitor the business more economically and efficiently and this will be in the best interest of all stakeholders. This will also help in streamlining various corporate functions. It shall in no manner affect the existing client base, creditors, operations and employees of the Company. Hence, it is proposed to shift the registered office to Tamil Nadu. Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the shifting of registered office from one state to another and consequent alteration of the memorandum of association requires the approval of the members by way of special resolution and approval of the Central Government.

Further, approval of lenders would also be required.

The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and such documents shall be available for inspection at the Registered Office and Corporate Office of the Company between 11.00 a.m. to 5.00 p.m. on all days except Saturday and Sunday and other government holidays and copies thereof shall be available at the meeting.

Accordingly, the Board recommends the Item no. 7 set forth in the notice for approval by the shareholders as a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

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