DIGJAM LIMITED

Secretarial Department:
Aerodrome Road,
Jamnagar – 361 006, Gujarat, India

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

DIGJAM

May 28, 2022

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

Code No. 539979

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

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 May 28, 2022 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, May 20, 2022, being the cut-off date, seeking their approval for business as set out in the Postal Ballot Notice.

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and read with other relevant circulars, including General Circular No.10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).), the Resolutions appended in the attached Postal Ballot Notice is proposed to be passed by way of Postal Ballot only through electronic means ('Remote e-voting') and the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

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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, May 20, 2022
2.	Date of Commencement of Remote e-Voting	Wednesday, June 1, 2022 at 9.00 a.m. (IST)
3.	Date of Ending of Remote e-Voting	Thursday, June 30, 2022 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 July 2, 2022
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. Viral Sanghavi, proprietor of M/s Viral Sanghavi & Associates, Practicing Company Secretaries, (Membership No. FCS 10331: COP No. 9035)

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,
For DIGJAM Limited

(Punit A. Bajaj)
Company Secretary

DIGJAM LIMITED

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

Postal Ballot Notice

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Digjam Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"),read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April13, 2020,22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration. The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Viral Sanghavi, proprietor of M/s Viral Sanghavi & Associates, Practicing Company Secretaries, (Membership No. FCS 10331: COP No. 9035) as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.

In accordance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only by e-mail to all Members whose e-mail addresses are available in the beneficial ownership data/records of National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the record of the MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent. Further, the MCA has, vide General Circular No. 20/2021 dt. December 08, 2021, inter-alia, extended the relaxation to the companies for the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot, until June 30, 2022.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide evoting facility for its Members. The procedure for e-voting is given in Point No. 12 below in the Notes. The E-Voting facility is available at the link www.evoting.nsdl.com **from 09:00 AM on Wednesday, June 1, 2022 up to 05:00 PM on Thursday, June 30, 2022**. E-Voting module will be blocked by **NSDL at 05:00 PM on Thursday, June 30, 2022** and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced within 2 working days from the closure of e-voting and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at www.digjam.co.in and on the website of NSDL at www.evoting.nsdl.com .

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority

SPECIAL BUSINESS:

1. **Appointment / redesignation Sri Ajay Kumar Agarwal (DIN: 03508224), as Whole Time Director of the Company and remuneration payable to him.**
   To consider and if thought fit, to pass the following resolution as an **Special Resolution**:
   "**RESOLVED THAT** pursuant to the provisions of sections 152, 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, statutory modification or re-enactment thereof for the time being in force) the SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015, and based on recommendation of Nomination & Remuneration Committee of the Board, approval of the members of the Company be and is hereby accorded to the appointment of Sri Ajay Kumar Agarwal (DIN: 03508224) as Whole-time Director, designated as 'Executive Director' of the Company for a period of 3 (Three) years from April 1, 2022 to March 31, 2025, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the explanatory statement relating to this resolution annexed to the Notice, with liberty and powers to the Board of Directors (which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions and remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Sri Ajay Kumar Agarwal (DIN: 03508224), within the limits specified in the Act, including any statutory amendment, modifications or re-enactment thereof.

   RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or otherwise, the Board of Directors be and is hereby authorised to vary or increase or revise the remuneration of Whole-time Director from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial

remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time, and the agreement between the Company and Whole-time Director be executed to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Sri Ajay Kumar Agarwal (DIN: 03508224) as Whole time Director of the Company, the Company has no profits or its profits are inadequate, Sri Ajay Kumar Agarwal (DIN: 03508224) will be paid, then current remuneration (including fixed salary) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

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."

2. **To approve Material Related Party Transaction(s) with Krihaan Texchem Private Limited entered into during FY 2021-22**

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

"**RESOLVED THAT** pursuant to Regulation 23 and such other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 and the applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder and such other applicable provisions of other relevant laws and regulations, if any, and any amendments, modifications, variations or re-enactments thereof and on the basis of approval of the Audit Committee and the policy on related party transactions of Digjam Limited (the "Company"), the Material Related Party Transaction(s) entered into between Krihaan Texchem Private Limited and the Company comprising the Purchase of Raw Material by the Company from Krihaan Texchem Private Limited, during Financial Year 2021-22 for an aggregate value of Rs. 2,06,66,426/- (Rupees Two Crores Six Lakhs Sixty-Six Thousand Four Hundred and Twenty-Six only) be and are hereby approved and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders."

Place: Jamnagar
Date: May 28, 2022

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

Sd/-
Punit Bajaj
Company Secretary
ACS - 58392

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

EXPLANATORY STATEMENT

(PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013)

Item No.1- Appointment / redesignation Sri Ajay Kumar Agarwal (DIN: 03508224), as Whole Time Director of the Company and remuneration payable to him.

Pursuant to the provisions of Section 178 of the Companies Act, 2013 ('the 'Act'), the Nomination and Remuneration Committee at its meeting dated February 14, 2022, has recommended the appointment of Sri Ajay Kumar Agarwal (DIN: 03508224) as Whole-time Director, designated as Executive Director of the Company, for a period of 3 (three) years from April 1, 2022 to March 31, 2025, on the terms and conditions including remuneration as set out herein below.

Sri Ajay Kumar Agarwal (DIN: 03508224), Whole-time Director shall carry out such duties and perform such other functions and services as shall, from time to time, be assigned / entrusted to him by the Board of Directors.

1. **Term of office:**

Name	Designation	Period
Sri Ajay Kumar Agarwal (DIN: 03508224)	Executive Director	3 years from April 1, 2022 to March 31, 2025

The Whole-time Director shall be liable to retire by rotation. The retirement by rotation and re-appointment of the Wholetime Director at the Annual General Meetings of the Company during his tenure of service, shall not be considered as cessation of his office as Whole-time Director.

2. **Remuneration:**

The Whole Time Director shall be paid remuneration of Rs. 4,00,000 (Rupees Four Lakh only) per month including all.

The annual revision of salary will be subject to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, provided the same shall remain within the limits specified under Schedule V to the Companies Act, 2013.

The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, including but not limited to the remuneration payable to Sri Ajay Kumar Agarwal as Whole-time Director in accordance with the provisions of the Companies Act, 2013, rules thereunder or any amendments made therein.

3. **Minimum Remuneration:**

In the absence or inadequacy of profits in any financial year, Ajay Kumar Agarwal, Whole-time Director may be paid aforesaid remuneration by way of salary as

minimum remuneration subject to the limits specified in item A of Section II of Part II of Schedule V to Companies Act, 2013, as applicable.

However, remuneration in excess of the limits prescribed in Schedule V to the Companies Act, 2013 as mentioned above may be paid, if the resolution passed by the shareholders, is a special resolution. Therefore, approval of the Shareholders by special resolution is sought for payment of remuneration to Whole-time Director, for a period of 3 years.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors.

4. Information pursuant to clause (iv) of the second proviso to Section II, Part II of Schedule V to the Companies Act, 2013 is furnished hereunder.

<table>
<tr><td>I.</td><td>General Information:</td><td></td></tr>
<tr><td>1.</td><td>Nature of Industry</td><td>Textiles</td></tr>
<tr><td>2.</td><td>Date or Expected date of commencement of commercial production</td><td>The Company has under the Scheme of Amalgamation acquired w.e.f. close of business on June 30, 2015 the assets and liabilities of erstwhile Digjam Limited as a going concern which consists of a running woollen worsted textile mill.</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per projects approved by financial institutions appearing in the prospectus</td><td>Not applicable</td></tr>
<tr><td>4.</td><td>Financial Performance based on given indicators</td><td>The net profit after tax, net sales and for three years were as follows:
(Rupees in Lakhs Rs.)<table><tr><td>Year / Period</td><td>Net Profit</td><td>Revenue</td></tr><tr><td>2020-21</td><td>893.87</td><td>611.47</td></tr><tr><td>2021-22</td><td>149.43</td><td>3603.68</td></tr></table></td></tr>
<tr><td>5.</td><td>Foreign Investments or collaborations, if any.</td><td>Nil</td></tr>
<tr><td>II.</td><td>Information about Appointee:</td><td></td></tr>
<tr><td>1.</td><td>Background details</td><td>Sri Ajay Kumar Agarwal aged 63, is a Masters in Commerce (Delhi University). He is having expertise in operations, administration, general management and Government liasoning and is having an experience of over 37 years in manufacturing industry. He is working with the Company since last 25 years in various capacities and presently acting as a Director on the Board of the Company.</td></tr>
<tr><td>2.</td><td>Past remuneration</td><td>Not Applicable</td></tr>
</table>

3.	Recognition or Awards	--
4.	Job Profile and his suitability	Sri Ajay Kumar Agarwal, Whole-time Director shall carry out such duties and perform such other functions and services as shall, from time to time, be assigned / entrusted to him by the Board of Directors. Refer profile details in explanatory statement above for suitability of director
5.	Remuneration proposed	As mentioned above in the explanatory statement under section 102 of the Companies Act, 2013.
6.	Comparative remuneration with respect to industry, etc.	The proposed remuneration is well within the remuneration payable to the Directorial personnel holding similar stature/position in the industry.
7.	Any Pecuniary Relationship	He does not have any pecuniary relationship with the Company except for remuneration drawn as Whole-time Director and as a shareholder to the extent of his shareholdings in the Company. Ajay Kumar Agarwal is not related to any other managerial personnel & directors of the Company
III.	**Other Information:**	
1.	Reasons for loss or inadequate profits	The Company operates a worsted textile composite mill at Jamnagar where high quality worsted fabrics are manufactured. The fabrics are marketed by the Company internationally and within the country under the well-known brand 'DIGJAM'. In the past, erstwhile Digjam Limited had to face substantial challenges arising out of economic slowdown in its key export destinations Europe and USA and also due to corporate restructuring by a few major US customers besides the downtrend in the demand cycle. This has been compounded by increased competition from China. These operational challenges resulted in significant losses. A Scheme of Amalgamation was undertaken whereby erstwhile Digjam Limited amalgamated into the Company with a view to provide financial strength and flexibility for the Company towards improved overall shareholder value and help to improve its economic and competitive position. Despite resource constraints, steps are being taken to strengthen the marketing
2.	Steps taken/proposed to be taken for improvement	
3.	Expected increase in Productivity/ Profits	

		organisation and channels, improving the product mix with premium varieties as well as enhancing volumes through outsourcing. However, in Financial Year 2019-20 the Company went through Corporate Insolvency Proceedings and the the Corporate Insolvency Resolution Process ("CIRP") was initiated for the Company w.e.f. April 26, 2019 and vide Order dated May 27, 2020, the Hon'ble National Company Law Tribunal ('NCLT'), Ahmedabad Bench had approved the Resolution Plan in favour of the Company filed by M/s Finquest Financial Solutions Private Limited.

The above may be treated as an abstract of the draft agreements between the Company and Sri Ajay Kumar pursuant to Section 190 of the Companies Act, 2013.

Sri Ajay Kumar Agarwal holds 3 equity shares (0.00%) in the Company, and to that extent he may be deemed to be concerned or interested in the resolution.

Sri Ajay Kumar Agarwal is not related to any director or promoters of the Company or its holding company or any of its subsidiary companies at any time during the last two years before the date of appointment.

None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Section 196,197 and Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Board recommends the Special Resolution of the Postal Ballot Notice for approval by the members.

Item No.2- To approve Material Related Party Transaction(s) with Krihaan Texchem Private Limited entered into during FY 2021-22

Detail(s) of Transaction and Approvals Sought

During the year ended on March 31, 2022 (FY22), the Company has purchased Raw Material from a Krihaan Texchem Private Limited (related parties), from time to time. During March 2022, the quantum of such raw material purchased from related concern crossed the materiality threshold of 10% of the consolidated turnover of the Company. In terms of the Company's Policy on Disclosure on Material Events/Information, such purchase of raw material being material related party transactions require shareholder approval by way of a Special Resolution.

Approval of the Members of the Company is, therefore, being sought in terms of Regulation 23 of the SEBI LODR, 2015 and other applicable provisions by way of passing

of Special Resolutions for item no. 2 for the aforesaid Material Related Party Transactions, and as detailed in Annexure A.

No related party shall vote to approve such resolution(s) 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.

The Board recommends the Resolutions as set out in the Notice for approval by the Members.

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	Krihaan Texchem Private Limited
2.	Nature of Relationship	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.
.	Nature and Material Terms of Contract	Krihaan Texchem Private Limited is engaged in trading activity and Manufacturing of Textile Fabrics. It is proposed to purchase from them yarn, cloth, fabrics, ready-made garments and accessories of different types and varieties. Besides trading, costs incurred will be shared/reimbursed.
4.	Tenure of the transaction/proposed transaction (particular tenure shall be specified)	Pertaining to purchase of raw material procured during F.Y. 22.
5.	Whether in Ordinary Course of Business	Yes
6.	Whether at Arm's Length basis	Yes
7.	Value of Approval being sought (in Rupees)	F.Y. 2021-22 – 206.66 Lakhs

8.	Justification as to how these RPTs is in the interest of the Company	Commercially beneficial for the Company to procure raw material for Krihaan Texchem Private Limited according to the requirement of the Company.
9.	*The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, 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	33.80 %
10.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) 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; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
11.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

* The percentage above is based on the consolidated turnover of FY 2020-21 as per audited financial statements.

Profile of Director

Brief profile of Director seeking appointment

(Pursuant to SEBI (LODR) Regulations 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings)

Name	Sri Ajay Kumar Agarwal
Date of Birth/ Age	December 16, 1958 / 63 Years
Profile	Provided in the Explanatory Statement
Nature of her expertise in specific functional areas	Leadership and Management Strategy, Expertise in operations of textile and other industry, administration, general management and Government liasoning.
Date of first appointment on the Board	August 8, 2020
Qualification	Disclosure in provided in explanatory statement above for this purpose
Experience	
Terms and conditions of appointment	Director liable to retire by rotation and refer explanatory statement for further details.
Details of remuneration sought to be paid	
Last drawn remuneration, if applicable	Not Applicable
Shareholding in the company held either himself or on a beneficial basis for any other persons	3 shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	He is not related to any directors or key managerial personnel of the Company
The number of meetings of the Board attended during the Year	01 (in F.Y. 2022-23)
Directorship held in other companies as on date	Not Applicable
Membership/Chairmanship of Committees of other Companies as on date	Not Applicable

Notes:

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out all material facts and reasons for the proposed Special Business is annexed hereto.

2. The Postal Ballot Notice is being electronically sent to the members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) at the close of business hours on Friday, May 20, 2022 and who have registered their email addresses with the Company/Depository Participant(s). It is however, clarified that all the persons who are members of the Company as on May 20, 2022 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolutions specified in this Notice. **Dispatch of the Notice shall be deemed to be completed on May 28, 2022.**

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/.

4. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the members as on **May 20, 2022 i.e. the cut-off date**. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on May 20, 2022 will be entitled to cast their votes by Postal Ballot or remote e-voting. A person, who is not a member as on May 20, 2022 i.e. the cut-off date, should treat this Notice for information purpose only.

5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.

6. In light of the COVID-19 crisis and 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.

7. 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 (NDSL) 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 Wednesday, June 1, 2022
Conclusion of e-voting: At 5:00 p.m. on Thursday, June 30, 2022

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.

8. 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 Saturday, July 2, 2022 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.

9. The resolution/s, if passed by requisite majority, will be deemed to be passed on **Thursday, June 30, 2022 i.e. the last date of e-voting**.

10. 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 .

11. 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.

12. **Voting through Electronic Means:**

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 09:00 AM on Wednesday, June 1, 2022 and ends at 5.00 PM on Thursday, June 30, 2022. 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, May 20, 2022 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
Individual Shareholders holding securities in demat mode with NSDL.	1. 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. 2. 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 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 i.e. NSDL** and you will be redirected

	to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 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 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.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 022-23058738 or 022-23058542-43

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 user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 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: Jamnagar
Date: May 28, 2022

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

Sd/-
Punit Bajaj
Company Secretary
ACS - 58392

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