

DIGJAM LIMITED

Secretarial Department:
Aerodrome Road,
Jamnagar – 361 006, India.
e-mail: digjamcosec@gmail.com

DIGJAM

September 3, 2020

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

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

Code No. 539979

Symbol "DIGJAMLTDD"

Dear Sir,

Re: Notice for the 5th Annual General Meeting

Pursuant to Regulation 30(2) read with Item 12 of Part – A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we forward herewith for your records the Notice of Annual General Meeting scheduled to be convene on September 26, 2020. The same is being sent to the Members of the Company shortly whose email ids are registered with the Company/ Depositories.

Thanking you,

Yours faithfully,
For DIGJAM Limited


(Jatin Jain)
Company Secretary



Encl: As above

NOTICE OF THE 5th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of the Company will be held on Saturday, September 26, 2020 at 05.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

Background:

The National Company Law Tribunal (“NCLT”), Ahmedabad Bench, vide Order dated April 26, 2019 (“Insolvency Commencement Order”) had initiated Corporate Insolvency Resolution Process (“CIRP”) based on petition filed by Oman Inc. HUF under Section 9 of the Insolvency and Bankruptcy Code, 2016 (“the Code”). Sri Parag Sheth (IP Registration No. IBBI/IPA-002/IP-N00142/2017-18/10381) was appointed as an Interim Resolution Professional (“IRP”) to manage affairs of the Company in accordance with the provisions of the Code. Subsequently, Hon’ble NCLT vide its Order dated January 1, 2020 had appointed Sri Sunil Kumar Agarwal (IP Registration No. IBBI/IPA-001/IP-01390/2018-19/12178) as Resolution Professional of the Company, which was proposed by the Committee of Creditors (“CoC”) in their first meeting held on May 24, 2019. Thereafter, pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were to be exercised by IRP/RP.

The CoC considered the resolution plans as submitted before it. After due deliberations, the CoC approved the Resolution Plan submitted by Finquest Financial Solutions Private Limited in their meeting held on February 11, 2020. The RP filed an application under Section 30(6) of the Code before the Hon’ble NCLT for its consideration and approval of the Resolution Plan. The Hon’ble NCLT, vide its Order dated May 27, 2020 (uploaded on the NCLT website on May 30, 2020), approved the Resolution Plan (“Resolution Plan Approval Order”).

The Resolution Plan, as approved by the NCLT, is binding on the Company and its employees, members, creditors and other stakeholders involved therein, as per the provisions of the Code. The NCLT also approved appointment of Sri Sunil Kumar Agarwal in the monitoring committee until the closing date to supervise the implementation of the Resolution Plan and hence, this meeting is being convened by the Chairman of the Monitoring Committee.

Ordinary Business:

1. To consider and adopt the Directors’ Report and the audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Auditors Report thereon.
2. To appoint a Director in place of Sri Bharat Patel (DIN: 01100361), who retires by rotation and being eligible, offers himself for reappointment.

(His re-appointment on the Board is being considered in compliance with Section 152(6) of the Companies Act, 2013. However, the powers of the Board has been conferred upon Monitoring Committee in terms of the Resolution Plan Approval Order passed by the Hon’ble NCLT.)

Special Business

To consider and if thought fit, to pass with or without modification, the following Resolution:

3. AS AN ORDINARY RESOLUTION

“RESOLVED that pursuant to Section 148 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with the relevant Rules thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the payment of remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses to M/s N.D. Birla & Co., Cost Accountants, Ahmedabad (Firm Registration No. 28) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ended on March 31, 2021.”

4. AS AN ORDINARY RESOLUTION

“RESOLVED that pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force), **Sri Ajay Kumar Agarwal** (DIN: 03508224), who was appointed as an Additional Director of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

The Register of Members of the Company will remain closed from September 18, 2020 to September 26, 2020 (both days inclusive).

September 2, 2020

Registered Office:

Aerodrome Road,
Jamnagar 361 006
(Gujarat)
CIN: L17123GJ2015PLC083569

By Order of the Monitoring Committee

Jatin Jain
Company Secretary
ACS 24293

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (“Listing Regulations”), the 5th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 5th AGM shall be the Registered Office of the Company.

2. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 5th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 5th AGM and the Annual Report for the year 2019-20 and all other communications sent by the Company, from time to time, can get their email address registered by following the steps as given below: -

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered alongwith scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: investors@digjam.co.in
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 5th AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
 4. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).
 5. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution/authorization letter to the Company at investors@digjam.co.in or upload on the VC portal/e-voting portal.
 6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 7. Members may also note that the revised Notice of this Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the Company’s website www.digjam.co.in for their download. The same shall also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL <https://www.evotingindia.com>. Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the original Notice calling the 5th AGM alongwith the Annual Report for Financial Year 2019-20 has already been sent, before the National lock down

declared by the Government, by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/MCS Share Transfer Agent Limited, unless the Members have requested for a physical copy of the same and physical copy was dispatched to the shareholders whose email was not registered with the Company.

8. Members desiring to inspect the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 are requested to write to the Company through email at investors@digjam.co.in.
9. Members desiring any information relating to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before September 22, 2020 through email at investors@digjam.co.in
10. **Pursuant to the Green Initiative of the Ministry of Corporate Affairs, request to register e-mail addresses, changes therein and in the registered addresses including PIN CODE: Members holding shares in physical form are requested to register/update their e-mail addresses/registered addresses with the Company's Registrars and Share Transfer Agents, M/s MCS Share Transfer Agent Ltd., 383, Lake Gardens, 1st Floor, Kolkata 700 045. Members holding shares in dematerialized form are requested to register their e-mail addresses, changes therein and in their registered addresses with the concerned Depository through their Depository Participant. In absence of e-mail address, the documents will be sent in physical mode.**
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintained their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars and Share Transfer Agents.
12. Share Transfer permitted only in Demat: As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.
13. The tenure of the Statutory Auditors M/s S.K. Bajpai & Co., is going to end with the conclusion of this AGM but as per the terms and conditions of the Resolution Plan Approved by the Hon'ble NCLT, Ahmedabad vide its Order dated May 27, 2020, the existing Auditors will vacate their office on the Closing Date i.e. 180 days from the NCLT Approval Date and as per the provisions of Section 139(10) of the Companies Act, 2013, the appointment/re-appointment of the Statutory auditors is not being considered and therefore, the existing Auditors will continue to hold their office till the Closing Date.

14. Voting:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date September 18, 2020 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

(I) INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
3. The Company has appointed Sri Viral Sanghavi, Practising Company Secretary, to act as the Scrutiniser to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and he has given his consent for the same.
4. The Results shall be declared within 48 hours after the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.digjam.co.in and on the website of CDSL www.evotingindia.com. The same shall also be communicated to BSE and NSE, where the shares of the Company are listed.
5. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 18, 2020 may obtain the login details in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

- (II) The e-voting period commences on Wednesday, September 23, 2020 (9.00 a.m.) and ends on Friday, September 25, 2020 (5.00 p.m.), both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

- a. The shareholder should log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders/Members”.
- c. Now, Enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. However, if you are a first time user, please follow the steps given below.

For Members holding shares in Demat / Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>*Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the Sequence Number (SQ) consisting of total 10 characters printed on the address label (for e.g. RA00073142). In case you have received this communication through email, the Sequence Number (SQ) is furnished therein next to your DP ID/Client ID/Folio no.</p> <p>Any person having become a shareholder after the dispatch of AGM notice would invariably have their updated PAN with the Company/Depository in which case the Sequence Number is not required.</p>
Dividend Bank Details OR Date of Birth (DOB)#	<p>Enter the Dividend Bank Details or Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records in order to login.</p> <p># If both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank Details field as mentioned in instruction (c) above.</p>

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to

vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant Company for which you choose to vote i.e. DIGJAM LIMITED.
- k. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- m. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly, modify your vote.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the vote cast by clicking on “Click here to print” option on the Voting page.
- p. If a Demat account holder has forgotten the changed login password then enter the User ID and image verification Code and click on Forgot Password & enter the details as prompted by the system.
- q. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Stores respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the company at the email address viz. investors@digjam.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager (CDSL), Central Depository Services (India) Limited, A wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

(III) INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER: -

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

14. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system.

- a) Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Click on live streaming appearing beside the EVSN.

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

- b) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

c) System requirements for best VC experience:

Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Microphone and speakers – built-in or USB plug-in or wireless Bluetooth.

Browser: Google Chrome: Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet Explorer. Not Supported

- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuating in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) Members can post questions through Q&A feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.

15. Members who need assistance before or during the AGM, can contact CDSL by sending an email to helpdesk.evoting@cdslindia.com or call 1800225533.

16. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

17. **EXPLANATORY STATEMENT** pursuant to Section 102 of the Companies Act, 2013 ('the Act')/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 2: A brief resume of the Director offering himself for re-election is given below:

Sri Bharat Patel, aged 67 years, is a Chartered Accountant. He is widely regarded as one of the most successful equity investors in India and a highly known and respected member of the capital markets fraternity. He is the Chairman of Rubfila International Limited, Finquest Financial Solutions Private Limited, Krihaan Texchem Private Limited and Premier Tissues (India) Limited and many family promoted companies.

Sri Bharat Patel does not hold any Equity Share in the Company.

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

Item No. 3: The Committee of Creditors has appointed M/s N.D. Birla & Co., Cost Accountants, as the Cost Auditors for audit of cost accounting records of the Company for the financial year 2020-21 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) besides applicable taxes and reimbursement of out of pocket expenses. In terms of the provisions of Section 148(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, the Members are required to ratify the remuneration payable to the Cost Auditors and accordingly, the consent of the Members of the Company is solicited for the remuneration as set out in the Resolution in Item no. 4 which is accordingly commended for approval.

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

Item No. 4: Sri Ajay Kumar Agarwal, aged 61 years, is a Delhi University Post Graduate and having expertise in operations of textile and other industry, administration, general management and Government liasoning. Sri Agarwal is having an experience of over 36 years in manufacturing industry. He is associated with the Company since last 24 years in various senior positions including as Chief Operating Officer.

Sri Agarwal was appointed as an Additional Director of the Company pursuant to Article 113 of the Articles of Association of the Company with effect from August 8, 2020. As provided therein and under Section 161 of the Act, Sri Agarwal holds office as Director only upto the date of the forthcoming Annual General Meeting of the Company. A notice under Section 160 of the Act, alongwith the requisite deposit has been received from a member proposing Sri Ajay Kumar Agarwal as a candidate for the office of Director of the Company.

Sri Ajay Kumar Agarwal holds 100 Equity Shares in the Company.

DIGJAM LIMITED



Aerodrome Road,
Jamnagar – 361 006, India.
e-mail: digjamcosec@gmail.com

In order to benefit from his continued association with the Company and his in-depth and domain knowledge about the manufacturing industry and particularly of the Company, it would be in the interest of the Company to appoint Sri Ajay Kumar agarwal as a Director of the Company and accordingly, recommends the proposed Resolution for your approval.

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

By Order of the Monitoring Committee

September 2, 2020

Registered Office:

Aerodrome Road,
Jamnagar 361 006
(Gujarat)
CIN: L17123GJ2015PLC083569

Jatin Jain
Company Secretary
ACS 24293