DIGJAM LIMITED

Aerodrome Road,
Jamnagar – 361 006, India.
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DIGJAM

September 4, 2020

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 "DIGJAMLTD"

Dear Sir:

Sub: Minutes of Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Minutes of the fourth Annual General Meeting of the Members held on August 7, 2020.

We trust this meets with your requirements.

Thanking you

Yours faithfully,
For DIGJAM Limited

DIGJAM LIMITED

(Jatin Jain)
Company Secretary

Encl: As above

Minutes of the 4th Annual General Meeting of the Members of DIGJAM Limited held on Friday, August 7, 2020 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) commenced at 10:30 a.m. and concluded at 11:10 a.m.

Present

Monitoring Committee Members (Present at the Registered Office of the Company):

Sri Sunil Kumar Agarwal - Chairman of the Monitoring Committee
Sri Ajay Agarwal - Member of the Monitoring Committee
Sri Ajay Kumar Agarwal - Member of the Monitoring Committee and Shareholder

Director (through Video Conferencing/Other Audit Visual Means)

Sri Bharat J Patel

Members present through Video Conferencing/Other Audio Visual Means

Sri Jatin Jain – Company Secretary & Member	Sri Kamleshkumar Nanavati
Central India General Agents Ltd.	Sri Kamlesh Rathod
iPro Capital Limited	Sri Kumarannair Sudhakaran
Birla Eastern Ltd.	Ms. Madhu Batra
Sri Ajeet Kumar	Sri Manvir Singh Rathore
Ms. Alka R. Patel	Sri Manoj V. Sheth
Sri Ankit D. Nandu	Sri Mohak Jajoo
Sri Amit Bhatt	Ms. Nandita Jain
Sri Arun Kumar Jajoo	Ms. Nirmala Shah
Sri Ashok V. Bhatt	Sri Premal Kharod
Sri Ashokkumar Mollick	Sri Rajnikant V. Pragada
Sri Ashok S. Safaya	Sri Ramesh Joshi
Sri Ashok S. Sakhardande	Sri Ravindra R. Patel
Sri Bimal Kumar Agarwal	Ms. Rita H. Shiyad
Sri C. Bhaskar	Sri Sagar Pandya
Sri Dinesh A. Kotecha	Sri Sanjay Kumar Khandelwal
Sri Dipesh S. Shah	Sri Satish Shah
Sri Girish C. Chokhalia	Sri Shoaibkhan Lohani
Sri Imran Khan Lohani	Sri Sidharth Kumar Birla
Sri Jayesh G. Mehta	Sri Sudhakar Nair
Sri Jignesh M. Oza	Sri Umesh G. Parikh
	Sri Vijay P. Sutaria
	Sri Vyomesh Antani

Sri Sunil Kumar Agarwal, Chairman of the Monitoring Committee took the Chair pursuant to Article 83 of the Articles of Association of the Company.

The Chairman announced that the requisite quorum of the Members was present and called the meeting to order.

The Chairman alongwith present members of the Monitoring Committee welcomed the Members to the Fourth Annual General Meeting of the Company.

Before proceeded with the official business of the Meeting, the Chairman stated that the Company went into Corporate Insolvency Resolution Process wef April 26, 2019 and the Resolution Plan submitted by M/s Finquest Financial Solutions Private Limited has been approved by the Hon'ble NCLT, Ahmedabad on May 27, 2020.

He also explained that the meeting which was earlier scheduled on April 3, 2020 could not be held due to nation wide lockdown declared by the Central Government in view of COVID-19 and hence, this meeting now held through Video Conferencing/Other Audio Visual Means.

With the consent of the Members present, the Notice alongwith its addendum convening the meeting alongwith the Explanatory Statement was taken as read.

The Chairman of the meeting informed that the Auditors of the Company for the year 2018-19 had given few qualifications in their Audit Report which were addressed in the Directors' Report and requested members to refer page no. 8 of the Annual Report for the same.

He further stated that the Members are welcome to seek clarifications on any of the Resolutions being put forth before the Meeting. He informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the amended Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 a.m. on August 4, 2020 and ended at 5.00 p.m. on August 6, 2020. He, further, informed that the facility for e-voting during the AGM is also available. Sri Viral Sanghvi, Practising Company Secretary had been appointed as the Scrutinizer for the e-voting process. The Chairman further informed that the results of e-voting would be available only after the completion of the Meeting and hence, the Scrutinizer will submit his Report thereafter.

Thereafter, the following Resolutions were moved ad-seriatim: -

1. <u>AS AN ORDINARY RESOLUTION</u>

   The Directors' Report and the audited Financial Statements consisting of Balance Sheet as at and Statement of Profit and Loss as well as Cash Flow Statement of the Company for the year ended March 31, 2019 were taken up for consideration.

   "RESOLVED that the **Directors' Report and the Financial Statements** for the financial year ended March 31, 2019, as audited and certified by the Auditors of the Company, be and are hereby approved and adopted."

   The Chairman explained that the Resolution sought to approve the accounts and the Reports for the Financial Year 2018-19 and informed that members have any queries regarding accounts can email to the Company Secretary.

Subsequently, the Chairman of the Meeting upon receipt of the Scrutinizer's Report declared the Resolution as carried with requisite majority as under: -

In favour: 77 Members cast 3,37,57,142 votes
Against : 4 Members cast 8,462 votes.

2. AS AN ORDINARY RESOLUTION

"**RESOLVED** that in accordance with the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, approval of the Members of the Company be and is hereby accorded for appointment of M/s S.K. Bajpai & Co., Chartered Accountants (Firm Registration No. 004330C) as the Statutory Auditors of the Company with effect from February 25, 2020, in the casual vacancy caused due to the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), to hold office till the conclusion of the 5th Annual General Meeting to be held in August/September, 2020, at a remuneration to be decided by the Resolution Professional in consultation with M/s S.K. Bajpai & Co."

The Chairman of the Meeting explained that the Resolution is for appointment of M/s S.K. Bajpai & Co., Chartered Accountants, as the Statutory Auditors of the Company wef February 25, 2020 in the casual vacancy caused due to resignation of M/s Deloitte Haskins & Sells LLP and to hold office until the conclusion of the 5th AGM.

Subsequently, the Chairman of the Meeting upon receipt of the Scrutinizer's Report declared the Resolution as carried with requisite majority as under: -

In favour: 76 Members cast 3,37,56,942 votes
Against : 5 Members cast 8,662 votes

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. 50,000/- (Rupees Fifty 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, 2020."

The Chairman of the Meeting stated that the Resolution is for ratifying the proposed remuneration of the Cost Auditors for 2019-20.

Subsequently, the Chairman of the Meeting upon receipt of the Scrutinizer's Report declared the Resolution as carried with requisite majority as under: -

In favour: 76 Members cast 3,37,56,942 votes
Against : 5 Members cast 8,662 votes.

4. AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Section 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 Bharat Patel** (DIN: 01100361), who was appointed in the casual vacancy caused due to resignation of Sri Sidharth Birla and holds office till the date the said Director would have continue to hold office and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director alongwith the requisite deposit, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

The Chairman of the Meeting requested Sri Ajay Agarwal to give brief introduction of Sri Bharat Patel and thereafter, Sri Ajay Agarwal gave brief introduction of Sri Bharat Patel.

Subsequently, the Chairman of the Meeting upon receipt of the Scrutinizer's Report declared the Resolution as carried with requisite majority as under: -

In favour: 76 Members cast 3,37,56,942 votes
Against : 5 Members cast 8,662 votes.

5. AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Section 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 Hardik Patel** (DIN: 00590663), who was appointed in the casual vacancy caused due to resignation of Sri S. Ragothaman and holds office till the date the said Director would have continue to hold office and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director alongwith the requisite deposit, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

The Chairman of the Meeting requested Sri Ajay Kumar Agarwal to give brief introduction of Sri Hardik Patel and thereafter, Sri Ajay Kumar Agarwal gave brief introduction of Sri Hardik Patel.

Subsequently, the Chairman of the Meeting upon receipt of the Scrutinizer's Report declared the Resolution as carried with requisite majority as under: -

In favour: 76 Members cast 3,37,56,942 votes
Against : 5 Members cast 8,662 votes.

6. AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 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), read with Schedule IV to the Companies Act, 2013 **Ms. Sudha Bhushan** (DIN: 01749008), who was appointed in the casual vacancy caused due to resignation of Sri G. Ramanathan and holds office till the said Director would have continue to hold office and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the Annual General Meeting to be held in 2024."

The Chairman of the Meeting requested Sri Ajay Agarwal to give brief introduction of Ms. Sudha Bhushan and thereafter, Sri Ajay Agarwal gave brief introduction of Ms. Sudha Bhushan.

Subsequently, the Chairman of the Meeting upon receipt of the Scrutinizer's Report declared the Resolution as carried with requisite majority as under: -

In favour: 77 Members cast 3,37,57,142 votes
Against : 4 Members cast 8,462 votes.

7. AS A SPECIAL RESOLUTION

"RESOLVED that pursuant to the provisions of the Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Sri Duraiswamy Gunaseela Rajan** (DIN: 00303060), who was appointed in the casual vacancy caused due to resignation of Sri A.R. Sreekanth and holds office till the said Director would have continue to hold office 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 an Independent Director of the Company to hold office until the conclusion of the Annual General Meeting to be held in 2024, notwithstanding that he has attained the age of 75 years."

The Chairman of the Meeting requested Sri Ajay Agarwal to give brief introduction of Sri D.G. Rajan and thereafter, Sri Ajay Agarwal gave brief introduction of Sri D.G. Rajan.

Subsequently, the Chairman of the Meeting upon receipt of the Scrutinizer's Report declared the Resolution as carried with 3/4th majority as under: -

In favour: 76 Members cast 3,37,56,942 votes
Against : 5 Members cast 8,662 votes.

As all the items on the agenda had been duly considered, the Chairman of the Meeting requested Sri Bharat Patel to address the shareholders. Thereafter, the Chairman of the Meeting thanked Sri Bharat Patel for his words of motivation.

The Chairman stated that the results would be declared upon receipt of the Scrutinizer's Report.

With all official business having been transacted, the meeting was declared closed.

The results of voting were subsequently declared upon receipt of the Scrutinizer's Report. For convenience and easy reference, the results of voting on each resolution have been recorded herein alongwith the respective resolutions.

Sd/-
CHAIRMAN
Date: September 2, 2020
Place: Jamnagar

Entered on: September 1, 2020

Certified to be true copy

For Digjam Limited

Jatin Jain
Company Secretary