

DIGJAM LIMITED

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

DIGJAM

July 15, 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: Addendum to Revised Notice for 4th 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 and in continuation of our letter dated July 13, 2020, we forward herewith for your records the Addendum to Revised Notice of Annual General Meeting scheduled to be convened on August 7, 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

ADDENDUM

Addendum to the Revised Notice dated July 6, 2020 of the 4th Annual General Meeting (“AGM”) of DIGJAM Limited (“the Company”) to be held on Friday, August 7, 2020 at 10.30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM)

To the Members,

This is further to our earlier Revised Notice dated July 6, 2020 for the 4th AGM of the Company, sent by an email to the Shareholders whose email id is registered with the Company/Depositories.

The Monitoring Committee vide Circulatory Resolution dated July 13, 2020 had appointed the following Directors in the casual vacancy caused due to resignation of Sri Sidharth Birla, Sri S. Ragothaman, Sri A.R. Sreekanth and Sri G. Ramanathan: -

- a) Sri Bharat Patel
- b) Sri Hardik Patel
- c) Sri Duraiswamy Gunaseela Rajan
- d) Ms. Sudha Bhushan

Since Section 161(4) of the Companies Act, 2013 requires that the appointment of Director in the casual vacancy is to be approved by the members in the immediate next general meeting, the following Resolutions are proposed to consider and if though fit, to pass with or without modification, in continuation of Revised AGM Notice dated July 6, 2020:

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.”

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.”

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.”

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.”

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

Item No. 4: 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.

Sri Patel was appointed in the casual vacancy caused due to resignation of Sri Sidharth Birla, under Article 117 of the Articles of Association of the Company with effect from July 13, 2020. As provided therein and under Section 161(4) of the Act, Sri Bharat Patel holds office till the date the said director would have continued to hold office. A notice under Section 160 of the Act, alongwith the requisite deposit has been received from a member proposing Sri Bharat Patel as a candidate for the office of Director of 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. 5: Sri Hardik Patel, aged 38 years, is a Masters in Business Administration from Crummer Graduate School of Business, Florida, USA. He is the founder and Promoter of FINQUEST and has worked with pre-eminent investment banks and asset advisory firms such as Merrill Lynch, PCE Investment Bankers and Fidelity Investments in the USA. Sri Patel specializes in developing bespoke client specific solutions including creating prudent asset allocation techniques and building model portfolios.

He is on the Board of Premier Tissues (India) Limited, Finquest Securities Private Limited, Finquest Capital Services Private Limited, Finquest Wealth Advisory Services Private Limited, Finquest Financial Solutions Private Limited, Finquest Arc Private Limited and Krihaan Texchem Private Limited and many family promoted companies.

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

Sri Patel was appointed in the casual vacancy caused due to resignation of Sri S. Ragothaman, under Article 117 of the Articles of Association of the Company with effect from July 13, 2020. As provided therein and under Section 161(4) of the Act, Sri Hardik Patel holds office till the date the said director would have continued to hold office. A notice under Section 160 of the Act, alongwith the requisite deposit has been received from a member proposing Sri Hardik Patel as a candidate for the office of Director of the Company.

Except for Sri Hardik Patel and his father, Sri Bharat 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. 6: Ms. Sudha Bhushan, aged 41 years, is a qualified Chartered Accountant, Company Secretary, an Insolvency Resolution Professional and a Registered Valuer. She is Co-Founder of Taxpert Professionals, a multifaced consulting company and also advisor to Bank of Baroda, NRI and International operations. She is on the board of Aurionpro Solutions Limited and Edgecert Secure Private Limited.

She is Co Chairperson of Business Next Committee at Indian Merchant Chamber – LW and a member of Indo French Chamber of Commerce and industry. She has vast experience in the Audit and Assurance with expertise in Foreign Exchange Management

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Act, International Transaction Advisory, Structuring and regulatory affairs. She has also authored many books on International Transactions, Due Diligence on FEMA, etc.

Ms. Bhushan does not hold any Equity Share in the Company.

Ms. Bhushan was appointed in the casual vacancy caused due to resignation of Sri G. Ramanathan, under Article 117 of the Articles of Association of the Company with effect from July 13, 2020. In terms of Section 149 and 161(4) of the Act, Ms. Sudha Bhushan being eligible and offering herself for appointment is proposed to hold office till the date the said director would have continued to hold office i.e. until the conclusion of the Annual General Meeting to be held in 2024. A notice under Section 160 of the Act has been received from a member proposing Ms. Sudha Bhushan as a candidate for the office of Director of the Company.

Except for Ms. Sudha Bhushan, being the appointee and her 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. 7: Sri Duraiswamy Gunaseela Rajan (“D.G. Rajan”), aged 79 years, is a Fellow Member of the Institute of Chartered Accountants in England and Wales and the Institute of Chartered Accountants of India. He is also an Associate Member of the Institute of Internal Auditors. Sri Rajan served as a Partner at Lovelock & Lewes from 1967 and was the Senior Partner (Chairman) of the firm from 1984 till 1990. He also served as the Chairman of the Direct Taxation Committee of the Southern India Chamber of Commerce & Industry and a Member of the Board of Governors of The Doon School, Dehradun.

Sri D.G. Rajan is on the Board of Rubfila International Limited, Balaji Telefilms Limited, Balaji Motion Pictures Limited, IFGL Refractories Limited, Lotte India Corporation Limited, Havmor Ice Cream Private Limited, Finquest Arc Private Limited and ALT Digital Media Entertainment Limited.

Sri Rajan does not hold any Equity Share in the Company.

Sri Rajan was appointed in the casual vacancy caused due to resignation of Sri A.R. Sreekanth, under Article 117 of the Articles of Association of the Company with effect from July 13, 2020. In terms of Section 149 and 161(4) of the Act, Sri D.G. Rajan being eligible and offering himself for appointment is proposed to hold office till the date the said director would have continued to hold office i.e. until the conclusion of the Annual General Meeting to be held in 2024. A notice under Section 160 of the Act has been received from a member proposing Sri D. G. Rajan as a candidate for the office of Director of the Company.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of members by way of Special Resolution is required to appoint Non-executive Director who has attained the age of seventy five years and hence, this Special Resolution.

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The logo for DIGJAM, featuring the word "DIGJAM" in white capital letters on a dark blue rectangular background.

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Except for Sri D.G. Rajan, 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

July 13, 2020

Registered Office:

Aerodrome Road,
Jamnagar 361 006
(Gujarat)

CIN: L17123GJ2015PLC083569

Jatin Jain
Company Secretary
ACS 24293

**Addendum to Board's Report of DIGJAM Limited
(approved at meeting held on February 4, 2020)**

Para “DIRECTORS & KEY MANAGERIAL PERSONNEL” of the Board's Report may now be read as under: -

Sri Kishor Shah, Sri Bharat Anand, Ms. Meenakshi Birla, resigned as Directors of the Company with effect from March 8, April 1 & 12, 2019 respectively. Further, Sri C. Bhaskar, Managing Director & Chief Executive Officer of the Company also resigned from the Board with effect from April 12, 2019. The Board places on record their sincere and deep appreciation of the valuable guidance and services rendered by Sri Kishor Shah, Sri Bharat Anand, Ms. Meenakshi Birla and Sri C. Bhaskar during their respective tenures on the Board of the Company.

In accordance with the recommendations of the Remuneration & Nominations Committee, the Board had appointed Sri G. Ramanathan and Sri A.R. Sreekanth, as (Independent) Additional Directors with effect from January 30, 2019. Sri G. Ramanathan and Sri A.R. Sreekanth had declared that they meet the criteria of independence as per Section 149(6) of the Companies Act, 2013 ('the Act'). In terms of Article 113 of the Articles of Association of the Company read with Section 161 of the Act, Sri Ramanathan and Sri Sreekanth will hold office upto the date of the forthcoming Annual General Meeting.

The Board, upon the recommendations of the Remuneration & Nominations Committee, had also appointed Sri Ajay Agarwal and Sri Satish Shah as Whole-time Directors of the Company wef April 19, 2019 but they have resigned as Directors of the Company with effect from June 1 & 22, 2019 respectively.

During the year, five Board Meetings were held as detailed in the annexed Corporate Governance Report.

Sri Sidharth Birla, Sri S. Ragothaman, Sri A.R. Sreekanth and Sri G. Ramanathan have tendered their resignations as Directors of the Company wef June 25, 2020, in terms of the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Ahmedabad, vide Order dated May 27, 2020.

The Monitoring Committee places on record its sincere and deep appreciation of the valuable guidance and services rendered by Sri Sidharth Birla, Sri S. Ragothaman, Sri A. R. Sreekanth, Sri G. Ramanathan, Sri Ajay Agarwal and Sri Satish Shah.

The Monitoring Committee had appointed Sri Bharat Patel, Sri Hardik Patel, Sri D.G. Rajan and Ms. Sudha Bhushan in the casual vacancies caused due to resignations of Sri Sidharth Birla, Sri S. Ragothaman, Sri A.R. Sreekanth and Sri G. Ramanathan respectively. Sri D.G. Rajan and Ms. Sudha Bhushan being the Independent Directors have declared that they meet the criteria of independence as per Section 149(6) of the Companies Act, 2013.