

DIGJAM LIMITED

(formerly Digjam Textiles Limited)

Secretarial Department:

Aerodrome Road,

Jamnagar – 361 006, India.

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DIGJAM

September 22, 2017

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

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

Code No. 539979

Symbol "DIGJAMLT"

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 second Annual General Meeting of the Members held today.

We trust this meets with your requirements.

Thanking you

Yours faithfully,
For DIGJAM Limited



(Jatin Jain)
Company Secretary

Encl: As above

Minutes of the 2nd Annual General Meeting of the Members of DIGJAM Limited held on Friday, September 22, 2017 at the Registered Office of the Company at Aerodrome Road, Jamnagar 361 006 commenced at 10:00 a.m. and concluded at 10:30 a.m.

Present

Director:

Sri S. Ragothaman – Chairman of Audit Committee, Member of Remuneration & Nominations Committee - Self
Sri C. Bhaskar – Managing Director & CEO – Member of Stakeholders Relationship Committee - Self and Proxy for 4 Members

Auditors' Representative

Sri Gaurav Kariya representing
Deloitte Haskins & Sells LLP

Secretarial Auditor & Scrutinizer

Sri Viral Sanghvi
Practising Company Secretary

Others:

Sri G.K.Sureka – Exec. Vice President (Legal) & Member	Sri Ajay Agarwal
Sri Jatin Jain – Company Secretary & Member	Sri Amit Bhatt
Sri Arvind Kumar Upadhyay - (AR: Central India General Agents Ltd.)	Sri Arun Jajoo
Sri Bhavesh Mashru-(AR: Janardhan Trading Co. Ltd.)	Sri Ashok K. Mollick
Sri Subhash Balasaria - (AR: iPro Capital Ltd.)	Sri Ashok Safaya
Sri R.K. Mathur - (AR: Birla Eastern Ltd.) & Member	Sri Ashok Sakhandande
Sri Satish Shah - (AR: Birla Holdings Ltd.) & Proxy for 2 Members	Sri Bhavani S. Sharma
Sri Bhanwar Singh Rathore - (AR: Sushila Birla Memorial Institute)	Sri Divyesh Vasoya
Sri Jitendra K. Daswal - (AR: Sukriti Education Society)	Sri Girish Chokhalia
Sri Satish C. Gupta – Proxy for 1 Member	Sri Imrankhan Lohani
Sri Chintan Dave – Proxy for 1 Member	Sri Jayesh Vora
Sri Chandulal Ruparelia	Sri Jignesh Oza
Sri Kishan Ved	Sri Kamlesh J. Rathod
Sri Kamleshkumar J. Nanavati	Sri Manoj V. Sheth
Sri Manvir Singh Rathod	Sri Pravin Sharma
Sri Q.I. Siddiqui	Sri Ravindran K. Nair
Sri Ramesh Joshi	Sri Rajendrasingh T Sodha
Sri Ravindra R. Patel	Sri Shashi Kumar Jain
Sri Vyomesh Antani	Sri Sudhakaran Nair
Sri Sanjay Khandelwal	Sri Vijaybhai N Nanani
	Sri Chandulal Ruparelia
	Sri Umesh Valecha – Proxy for 1 Member

Sri S. Ragothaman, Director 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. He further stated that 41 Members (including Representatives) holding 3,68,88,977 Equity Shares were present in person (including Voting Rights on Preference Shares) and 9 Members holding 1,17,257 Equity Shares were represented by their Proxies.

The Chairman welcomed the Members to the Second Annual General Meeting of the Company. He explained that Sri S. Birla, Chairman of the Board of Directors and the other Directors could not remain present due to unavoidable circumstances.

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

The Register of Directors and KMPs and their Shareholdings (maintained u/s 170 of the Companies Act, 2013) and Register of Contracts or Arrangements (maintained u/s 189 of the Companies Act, 2013) were made available for inspection alongwith the documents referred to in the Notice for the Meeting and the Explanatory Statement thereto including the Auditors' Report and the Secretarial Audit Report. It was noted that both the Reports were without any qualification.

The Chairman then briefly addressed the Members about the country's economy and the working of the Company during the year under review. He further stated that the Members were 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 September 19, 2017 and ended at 5.00 p.m. on September 21, 2017. Sri Viral Sanghvi, Practising Company Secretary had been appointed by the Board 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 consolidated Report thereafter.

The Chairman then briefed the Members about the procedure to be followed at the meeting in view of the aforesaid provisions of the Companies Act, 2013 and that, accordingly, voting by ballot would be allowed by the Members present who had not been able to participate in the remote e-voting.

He further stated that Sri Viral Sanghvi, the Scrutinizer for e-voting, would also act as the Scrutinizer for the poll process and requested him to facilitate orderly conduct of the voting. The Chairman announced that the consolidated results of e-voting and the poll will be intimated to the Stock Exchanges and also be put up on the Company's website and Notice Board.

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

1. AS AN ORDINARY RESOLUTION

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, 2017 were taken up for consideration.

Proposed by: Sri Ajay Agarwal

Seconded by: Sri Ravindra R. Patel

"RESOLVED that the **Directors' Report and the Financial Statements** for the financial year ended March 31, 2017, as audited and certified by the Auditors of the Company, be and are hereby approved and adopted."

The Resolution having been proposed and seconded, the Chairman explained that the Resolution sought to approve the accounts and the Reports for the Financial Year 2016-17 and enquired if there were any queries relating to the Reports and Accounts. However, there were no queries.

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: 113 Members cast 3,70,43,074 votes

Against : 5 Members cast 797 votes.

2. AS AN ORDINARY RESOLUTION

Proposed by: Sri Ashok Safaya

Seconded by: Sri Jignesh Oza

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the vacancy caused at this meeting due to retirement by rotation of the Director Sri C.L. Rathi be not filled up."

The Chairman of the Meeting explained that the Resolution was for not filling up the vacancy caused at this meeting due to retirement of Sri C.L. Rathi as Director as he had not sought re-election due to personal reasons.

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: 113 Members cast 3,70,43,074 votes

Against : 5 Members cast 797 votes

3. AS AN ORDINARY RESOLUTION

Proposed by: Sri Kamlesh Rathore

Seconded by: Sri Amit Bhatt

"RESOLVED that the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration No. 117366W/W-100018), Ahmedabad as the Statutory Auditors of the Company at the First Annual General Meeting of the Company be and is

hereby ratified and confirmed for the term from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with M/s Deloitte Haskins & Sells LLP.”

The Chairman of the Meeting explained that the Resolution was for the ratification of appointment of the Statutory Auditors of the Company for the year 2017-18.

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: 114 Members cast 3,70,43,112 votes

Against : 4 Members cast 759 votes.

4. AS AN ORDINARY RESOLUTION

Proposed by: Sri C. Bhaskar

Seconded by: Sri Vyomesh Antani

“**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, **Sri Kishor Shah** (DIN: 00170502), 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 an Independent Director of the Company to hold office until the conclusion of the Annual General Meeting to be held in 2022.”

The Chairman of the Meeting explained that the Resolution was for appointment of Sri Kishor Shah as an Independent Director of the Company.

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: 110 Members cast 3,70,35,074 votes

Against : 8 Members cast 8,797 votes.

5. AS AN ORDINARY RESOLUTION

Proposed by: Sri Girish Chokhalia

Seconded by: Sri Bhavani Sharma

“**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. 1,00,000/- (Rupees One Lac 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 ending on March 31, 2018.”

The Chairman of the Meeting stated that the Resolution had been moved for ratifying the proposed remuneration of the Cost Auditors for 2017-18.

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: 113 Members cast 3,70,43,074 votes

Against : 5 Members cast 797 votes.

6. AS AN ORDINARY RESOLUTION

Proposed by: Sri Sanjay Khandelwal

Seconded by: Sri Ravindran Kunjunni Nair

“RESOLVED that pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules prescribed thereunder, a member who requests for delivery of any document through a particular mode, may be charged a fee of Rs. 100/- (Rupees One Hundred Only) per such document, over and above reimbursement of actual expenses incurred by the Company, provided such request alongwith the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

FURTHER RESOLVED that for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to give effect to the above resolution.”

The Chairman of the Meeting stated that the Resolution had been moved to determine the fees/charges from a member who requests for delivery of any document through a particular mode.

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: 113 Members cast 37,43,074 votes

Against : 5 Members cast 797 votes.

As all the items on the agenda had been duly considered, the Chairman directed the Company Secretary to explain the procedure for poll to the Members and requested the Scrutinizer to conduct the poll. After the detailed procedure for poll had been explained, ballot papers were distributed to the Members present who had not cast their votes electronically and the Members after indicating their preferences thereon, put their ballot

papers in the sealed ballot box. 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 after a vote of thanks offered by Sri Kamlesh Rathod to the Chair.

The results of voting were subsequently declared by the Chairman of the Meeting upon receipt of the consolidated Scrutinizer's Report, which was duly countersigned by him. For convenience and easy reference, the results of voting on each resolution have been recorded herein alongwith the respective resolutions.

Entered on: September 22, 2017

Sd/-

CHAIRMAN

Date: September 22, 2017

Place: Jamnagar

Certified to be true copy

For Digjam Limited



Jatin Jain

Company Secretary