

**DIGJAM**

**DIGJAM LIMITED**

---

**ANNUAL REPORT 2018/19**

Sri Sunil Kumar Agarwal

*Resolution Professional (vide Hon'ble NCLT, Ahmedabad Order dated January 1, 2020)*

Sri Parag Sheth

*Interim Resolution Professional (vide Hon'ble NCLT, Ahmedabad Order dated April 26, 2019 upto January 1, 2020)*

***Board of Directors (suspended during CIRP)***

Sri Sidharth Birla (DIN: 00004213)

*Chairman*

Sri Bharat Anand (DIN: 02806475) (upto 01.04.2019)

Ms. Meenakshi Birla (DIN: 00019582) (upto 12.04.2019)

Sri S. Ragothaman (DIN: 00042395)

Sri Gajendran Ramanathan (DIN: 08321952)

Sri A.R. Sreekanth (DIN: 05324789)

Sri C. Bhaskar (DIN: 00003343) (upto 12.04.2019)

*Managing Director & Chief Executive Officer*

***Company Secretary***

Sri Jatin Jain (ACS 24293)

***Senior Executives***

Sri Ajay Agarwal

*Chief Operating Officer*

Sri Satish Shah

*Chief Financial Officer*

***Registered Office & Mills***

Aerodrome Road,  
Jamnagar 361 006, Gujarat

*e-mail: digjamcosec@gmail.com*

*website: www.digjam.co.in*

***Corporate Identity Number***

L17123GJ2015PLC083569

***Registrars and Share Transfer Agents***

MCS Share Transfer Agent Ltd.

383, Lake Gardens, 1st Floor,

Kolkata 700 045

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the Fourth Annual General Meeting of the Members of the Company will be held on Friday, April 3, 2020 at 10.00 a.m. at the Registered Office of the Company at Aerodrome Road, Jamnagar 361 006 (Gujarat), to transact the following business:

### Background:

*The National Company Law Tribunal ("NCLT"), Ahmedabad Bench, vide Order dated April 26, 2019 ("Insolvency Commencement Order") has 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. 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. Hence, this meeting is being convened by the Resolution Professional only to the limited extent of discharging the powers of the Board of Directors of the Company which has been conferred upon him in terms of provisions of Section 17 of the Code.*

### 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, 2019 and the Auditors Report thereon.
2. To appoint a Director in place of Sri Sidharth Birla (DIN: 00004213), 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 Board shall continue to remain suspended during the continuance of CIRP. The tenure of directors will be subject to Resolution Plan as may be approved by Adjudicating Authority).*

3. To appoint Auditors of the Company in view of casual vacancy caused due to resignation of M/s Deloitte Haskins & Sells, Chartered Accountants and to fix their remuneration and in this connection, to consider and, if thought fit, to pass the following resolution which will be proposed 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, Chartered Accountants

(Registration No. 117366W/W-100018), to hold office till the conclusion of the 5th Annual General Meeting at a remuneration to be decided by the Resolution Professional in consultation with M/s S.K. Bajpai & Co."

### Special Business

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

#### 4. 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, Sri Gajendran Ramanathan (DIN: 08321952), 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 2024."

*(His appointment on the Board is being considered in compliance with Section 161(1) of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIRP. The tenure of directors will be subject to Resolution Plan as may be approved by Adjudicating Authority)*

#### 5. 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, Sri Atthibele Rajaram Sreekanth (DIN: 05324789), 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 2024."

*(His appointment on the Board is being considered in compliance with Section 161(1) of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIRP. The tenure of directors will be subject to Resolution Plan as may be approved by Adjudicating Authority)*

#### 6. 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 Fifth Thousand only) plus applicable taxes and reimbursement of out of pocket expenses to

## DIGJAM LIMITED

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, 2020."

The Register of Members of the Company will remain closed from March 27, 2020 to April 3, 2020 (both days inclusive).

Ahmedabad  
February 26, 2020

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

**For DIGJAM Limited**  
(Company under CIRP)

**Jatin Jain**  
*Company Secretary*

### NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member.
2. The instrument appointing a proxy has to be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. For any further information regarding the above Accounts, advance intimation be given and the Members should ensure that it reaches the Company's Registered Office at Aerodrome Road, Jamnagar 361 006 (Gujarat) at least 10 days before the date of the ensuing meeting.
4. Under the Companies Act, 2013 ('the Act') and the Rules thereunder, the Company is permitted to serve on the Members documents including Annual Report and notices through, inter alia, the electronic mode. The Company may send to the Members the Annual Report and other documents/communications either physically to their registered address or by e-mail at the e-mail addresses registered with the Company/received through the respective Depository.
5. **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 dematerialised 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.**
6. 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 maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars and Share Transfer Agents.
7. Members may note that the Notice of the 4th Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website [www.digjam.co.in](http://www.digjam.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days upto and including the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
8. **Voting through electronic means**
  - I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 4th Annual General Meeting (AGM) by remote e-voting. The business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The facility for voting either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 4th AGM and the Members attending the same shall be able to exercise their voting rights accordingly at the AGM provided they have not already cast their vote through remote e-voting. Such Members who have already voted through remote e-voting may attend the AGM but shall not be entitled to vote again thereat.
  - II. **The e-voting period commences on Tuesday, March 31, 2020 (9.00 a.m.) and ends on Thursday, April 2, 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 March 27, 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](http://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](http://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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 [heldesk.evoting@cdslindia.com](mailto:heldesk.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.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number: 1800225533.

- III. The voting rights of shareholders shall be in proportion to their holding of equity shares/preference shares with voting rights of the Company as on the cut-off date of March 27, 2020.

## DIGJAM LIMITED

- IV. The Practising Company Secretary, Sri Viral Sanghavi, Prop. Viral Sanghavi & Associates, (Membership No. 24951 & CP No. 9035) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same and thereafter, the Chairman or the person so authorised shall declare the Results of the voting forthwith.

This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to NSE and BSE immediately.

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

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

**Sri Sidharth Birla**, Chairman, aged 61 years, is a Science Honours Graduate and holds a Master's degree in Business Administration from IMD, Lausanne, Switzerland and has completed OPM (Owner – President Management) programme at Harvard Business School. He has extensive experience of over 39 years in the fields of Finance, Marketing, General Management, Corporate Governance, Company Law, Strategic Issues, Corporate and Financial Structuring, Resource Mobilisation, Acquisitions and Disinvestments. He is past president of the Federation of Indian Chambers of Commerce & Industry.

Sri Sidharth Birla is Chairman of Xpro India Ltd. He is also on the Board of Alpha Capital Resources Pte. Ltd., Singapore, Birla Brothers Pvt. Ltd., Central India General Agents Ltd., ICSI Institute of Insolvency Professionals, iPro Capital Ltd., Kanoria Chemicals & Industries Ltd., and Xpro Global Pte. Ltd., Singapore. Sri Sidharth Birla is Chairman of the Committee of Directors and Member of Remuneration & Nominations Committee of our Company as well as those of Xpro India Ltd. and member of Audit Committee of Birla Brothers Pvt. Ltd. and Kanoria Chemicals & Industries Ltd. Sri Sidharth Birla is a member of the Board of Governors of Birla Institute of Technology & Science, Pilani besides being Executive Committee member of Indian Chamber of Commerce, Kolkata and Federation of Indian Chambers of Commerce & Industry.

Sri Sidharth Birla holds 50,000 Equity Shares in the Company.

**Item No. 3:** The Members of the Company at the 1st Annual General Meeting ('AGM') held on September 23, 2016, had approved the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as the Statutory Auditors of the Company, till the conclusion of the 6th AGM to be held in the year 2021.

M/s Deloitte Haskins & Sells has since tendered their resignation as the Statutory Auditors of the Company with effect from February 4, 2020, resulting in a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to Section 139(8) of the Companies Act, 2013, the Resolution Professional, under the Authority given by Committee of Creditors, approved the appointment of M/s S.K. Bajpai & Co., Chartered Accountants (Registration No. 004330C) as Statutory Auditors of the Company with effect from February 25, 2020 till the conclusion of the 5th AGM of the Company, for conducting the statutory audit of the year 2019-2020, subject to approval of the Members at this AGM.

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 Gajendran Ramanathan**, aged 60 years, is a Science Graduate in Agriculture and retired banking professional with 37 years of experience in various capacities including as Branch/Zonal head across two PSU banks and has also involved in successful implementation of various development projects/financial inclusion schemes.

Sri G. Ramanathan does not hold any Equity Shares in the Company.

Sri Ramanathan was appointed as an (Independent) Additional Director of the Company pursuant to Article 113 of the Articles of Association of the Company with effect from January 30, 2019. As provided therein and under Section 161 of the Act, Sri Ramanathan holds office as Director only upto the date of the forthcoming Annual General Meeting of the Company. In terms of Section 149 and any other applicable provisions of the Act, Sri Ramanathan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office 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 Ramanathan as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri Ramanathan fulfils the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Considering his vast experience and that his association would be of immense benefit to the Company, it is desirable to avail services of Sri Ramanathan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Ramanathan as an Independent Director, for the approval by the Members of the Company.

Copy of the letter for appointment of Sri Ramanathan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Except for Sri Gajendran Ramanathan, 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.

**Item No. 5: Sri Athibele Rajaram Sreekanth** ("A.R. Sreekanth"), aged 50 years, is a Graduate and real estate consultant and co-ordinator with 13 years of experience in housing and land development projects, besides several years in planning and establishment of floriculture projects.



Sri A.R. Sreekanth does not hold any Equity Shares in the Company.

Sri Sreekanth was appointed as an (Independent) Additional Director of the Company pursuant to Article 113 of the Articles of Association of the Company with effect from January 30, 2019. As provided therein and under Section 161 of the Act, Sri Sreekanth holds office as Director only upto the date of the forthcoming Annual General Meeting of the Company. In terms of Section 149 and any other applicable provisions of the Act, Sri Sreekanth being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office 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 Sreekanth as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri Sreekanth fulfils the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Considering his vast experience and that his association would be of immense benefit to the Company, it is desirable to avail services of Sri Sreekanth as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Sreekanth as an Independent Director, for the approval by the Members of the Company.

Copy of the letter for appointment of Sri Sreekanth as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Except for Sri A.R. Sreekanth, 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.

**Item No. 6:** 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 2019-20 at a remuneration of Rs. 50,000/- (Rupees Fifty 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. 5 which is accordingly commended for approval by the Board of Directors.

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

#### Inspection of Documents

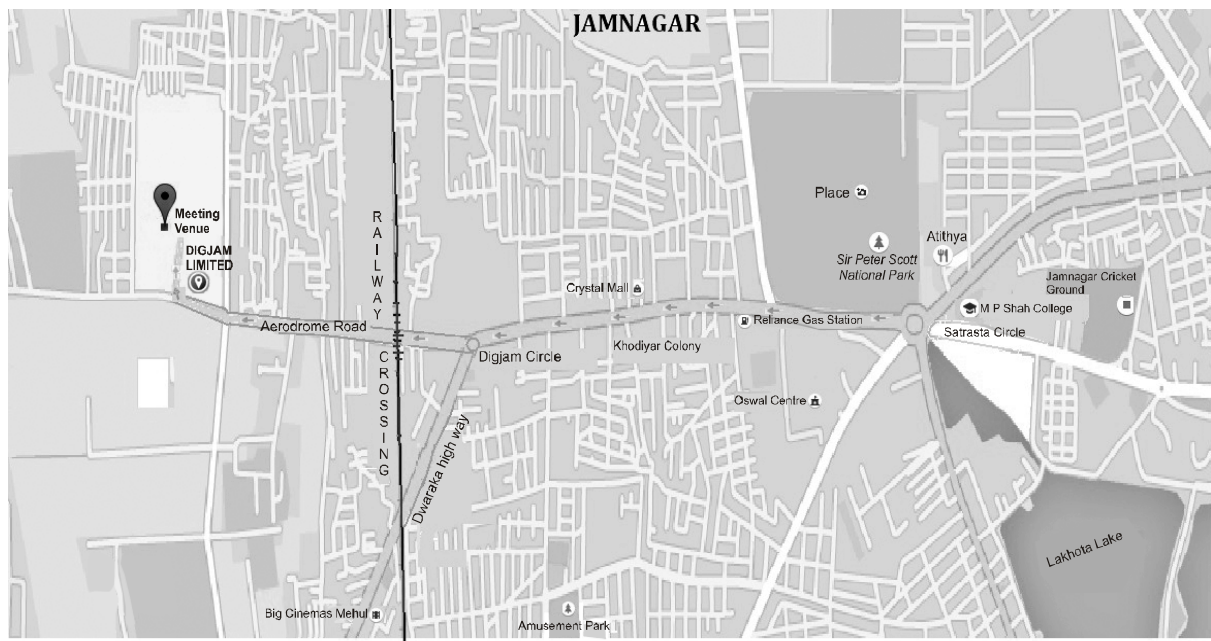
All the documents referred to in the notice and explanatory statement including the Memorandum and Articles of Association of the Company are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day prior to the date of the Annual General Meeting.

Ahmedabad  
February 26, 2020

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

**For DIGJAM Limited**  
(Company under CIRP)

**Jatin Jain**  
Company Secretary



## DIGJAM LIMITED

### REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

We present herewith our Annual Report along with the Audited Accounts of the Company for the year ended March 31, 2019.

#### INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP)

*The National Company Law Tribunal ("NCLT"), Ahmedabad Bench, vide Order dated April 26, 2019 ("Insolvency Commencement Order") has 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. 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. Hence, this meeting is being convened by the Resolution Professional only to the limited extent of discharging the powers of the Board of Directors of the Company which has been conferred upon him in terms of provisions of Section 17 of the Code.*

Since the Company is under CIRP, as per Section 17 of the Code, from the date of appointment of IRP/RP: -

- the management of the affairs of the Company shall vest in the RP.
- the powers of the Board of Directors of the Company shall stand suspended and be exercised by the RP.
- the officers and managers of the Company shall report to the RP and provide access to such documents and records of the Company as may be required by the RP.
- the financial institutions maintaining accounts of the Company shall act on the instructions of the RP in relation to such accounts and furnish all information relating to the Company available with them to the RP.

#### FINANCIAL RESULTS

	(Rs. Lacs)	
	March 31, 2019	March 31, 2018
Operations for the year resulted in (Loss)/Profit before Interest and Depreciation of	(2,650.89)	(1,600.72)
less: Finance Costs	1,530.80	1,413.85
less: Depreciation	263.55	275.19
less: Exceptional Items	-	-
<b>(Loss)/Profit Before Tax</b>	<b>(4,445.24)</b>	<b>(3,289.76)</b>
less: Taxation	-	-
<b>(Loss)/Profit After Tax</b>	<b>(4,445.24)</b>	<b>(3,289.76)</b>
Other Comprehensive Income	102.63	78.35
<b>Balance brought forward</b>	<b>(4,342.61)</b>	<b>(3,216.60)</b>
<b>leaving a Balance of which is carried forward</b>	<b>(10,770.62)</b>	<b>(6,428.01)</b>

The Directors do not recommend any dividend.

#### REVIEW OF KEY BUSINESS MATTERS

Economic growth in 2018-19 slowed progressively through the year to average 7% keeping capacity utilization across many industries sub-optimal. However strengthening domestic demand, resolved stressed loans and recapitalization of banks, income support to rural India, and normal monsoon suggest a return to improved growth and consumer markets in coming years.

The Company's products faced stagnant demand and competitive pressures from synthetic and blended fabrics and cheaper supplies from other countries. A marked shift to ready-mades and the move away from formal wear is also impacting overall superior fabric demand globally. The manufacturing of woollen and worsted fabrics at the Company's mills located at Jamnagar had been temporarily suspended with effect from October 22, 2018 due to extremely tight liquidity and working capital position. In the overall, the Company's operations suffered due to a combination of market circumstances, working capital constraints and cash losses. During the year, sales volume were lower at 3.14 lac metres (previous year: 16.4 lac metres) resulting in a substantially lower revenue of Rs. 9.21 crores (previous year: Rs.59.0 crores).

After the closure of the financial year in subject, the Company went into Corporate Insolvency Resolution Process with effect from April 26, 2019 and the sales were substantially decreased thereafter.

#### DIRECTORS & KEY MANAGERIAL PERSONNEL

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 has 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.

Sri Sidharth Birla, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

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



**STATUTORY INFORMATION AND OTHER MATTERS**

Information as per the requirements of the Act, our report on Corporate Governance alongwith the Auditors' Certificate on Compliance and the Managements' Discussion & Analysis Report form part of this report and are annexed hereto.

As per Section 134(3)(a) of the Act, the Annual Return for the financial year 2017-18 is put up on the Company's website and can be accessed at <http://digjam.co.in/files/policy/Annual%20Return%20for%20the%20year%202017-18.pdf>.

The Board has, on the recommendation of the Remuneration & Nominations Committee, framed a Policy for appointment and remuneration of Directors and Senior Managerial Personnel as well as criteria for determining independence and other relevant matters (policy and criteria annexed herewith; policy also available on weblink:<http://digjam.co.in/files/policy/Policy%20on%20Remuneration%20to%20Exec%20Directors%20%26%20Sr%20Management.pdf>). Pursuant to the provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board carried out annual evaluation of its performance, and of individual Directors (including independent) as well as the evaluation of its Audit, Remuneration and Nominations and Stakeholders Relationship Committees. The concerned Director did not participate in the meeting while being evaluated. A questionnaire was circulated to all the Directors. The Remuneration and Nominations Committee also evaluated the performance of every Director. The evaluation of the Chairman of the Board and the non-independent Directors was also carried out at the separate meeting of the Independent Directors.

The information on Conservation of Energy, Technology absorption, foreign exchange earnings and outgo is annexed hereto.

The Company has in place a system of periodical review of business risks. The Audit Committee and the Board are informed about the risks identified, assessment thereof and minimization procedures and identification of elements of risks which in the opinion of the Board may threaten existence of the Company.

The Company has an internal control system commensurate with its size of operations. The internal audit function is carried out by an external agency which reports to the Chairman of the Audit Committee. During the course of internal audit, the efficacy and adequacy of internal control systems of the Company is also evaluated. Based on the reports, corrective actions are taken and the controls strengthened.

The Company has no subsidiary, joint venture or associate company. The Company has not invited/accepted any Fixed Deposits under Chapter V of the Act and there are none outstanding on March 31, 2019. The Company has not granted any loan or issued any guarantee or made any investment to which the provisions of Section 186 of the Act apply.

All transactions with related parties during the year were in the ordinary course of business on an arm's length basis. There are no such material transactions entered into by the Company which may have a potential conflict of interest with that of the Company and to which Section 188(1) of the Act applies and thus, disclosure in Form AOC-2 is not required to be annexed. In accordance with the provisions of the Act and SEBI Listing Regulations, all Related Party Transactions are placed before the Audit Committee for approval or for omnibus approval as necessary. The statement of all such transactions entered into

is placed before the said Committee for their review. The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at the link: <http://digjam.co.in/files/policy/Policy%20on%20Related%20Party%20Transactions.pdf>.

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations except that the CIRP commenced vide Hon'ble NCLT Order dated April 26, 2019.

The Audit Committee constituted by the Company meets the requirement of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations; details of its composition are furnished in the Corporate Governance Report. There was no instance during the year where the Board had not accepted any recommendation of the Audit Committee.

The Company has a vigil mechanism for Directors and employees to report genuine concerns in accordance with the Whistle Blower Policy; no employee is denied access to the Audit Committee in this regard. The said Policy provides for safeguards through Protected Disclosures against victimization of persons who use such mechanism, and is displayed on the Company's website. The details of the Whistle Blower Policy are also annexed herewith.

The Company has constituted a committee on Corporate Social Responsibility (CSR), the details of which are furnished in the Corporate Governance Report. While the statutory requirements on spending are not applicable to the Company in view of loss/inadequate profit, small steps have always been taken by the Company for social and inclusive development in its local area; however given the relatively small size and geographical spread, it has not been practical to yet undertake any significant projects beyond these. The CSR Policy of the Company is annexed herewith.

Information required pursuant to Section 197(12) of the Act read with Rule 5 (as amended) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed. However, in terms of Section 136 of the Act, the Annual Report is being sent to members of the Company excluding the information in respect of employees of the Company pursuant to Rule 5(2) of the aforesaid Rules and which will be furnished on request. The aforesaid statement is also available for inspection by shareholders at the Registered Office of the Company during business hours on working days upto the date of the ensuing Annual General Meeting.

The Company has set up a Committee to look into the complaints under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and no complaint relating to sexual harassment at work place has been received during the year.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The Chief Financial Officer have certified the Financial Statements as per the requirements of Regulation 17(8) of the SEBI Listing Regulations which has been reviewed by the RP and taken on record in view of commencement of Corporate Insolvency Resolution Process wef April 26, 2019. Having taken reasonable and bonafide care pursuant to Section 134(5) of the Act, the Directors indicate that (a) in the preparation of annual accounts, the applicable Accounting Standards had been

## DIGJAM LIMITED

followed alongwith proper explanations relating to material departures; (b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year; (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; (d) the Directors have prepared the annual accounts on a going concern basis; (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### AUDITORS' OBSERVATIONS

The Statutory Auditors in their report to the members have given a qualified opinion and the response of the Company with respect to it is as follows: -

- (a) *Company's inventories as at March 31, 2019 are valued at lower of cost or net realizable value based on management estimates. However, considering that the production had been temporarily suspended since October, 2018 due to extremely tight liquidity and working capital position and subsequently, as Corporate Insolvency Resolution Process ("CIRP") has commenced for the Company wef April 26, 2019, over all operations and sales have been restricted. Further, there could have been some degradation of stocks. These factors could affect net realizable value in subsequent periods.*
- (b) *On finalization of a Resolution Plan under the CIRP through Hon'ble NCLT, the Company may carry out, if required, a comprehensive assessment of impairment to the carrying value of the Property, Plant and Equipment and intangible Assets.*
- (c) *While trade receivables to the extent of Rs. 187 lacs (out of Rs. 327 lacs) has been recovered since March, 2019, the recoveries have been slow following disrupted supplies since October, 2018 and are expected to pick up after resolution.*
- (d) *The Company's production has been suspended since October, 2018, the Company has incurred a net loss of Rs. 4,333 lacs during the year ended March 31, 2019 and, as of that date, the Company's current liabilities exceeded its current assets by Rs. 10,734 lacs. This could indicate existence of a material uncertainty that may cast significant doubt on Company's ability to continue as a going concern. However, following Corporate Insolvency Resolution Process initiated subsequent to the year-end, the Statements have been prepared on a going concern assumption.*

The observations and comments given by the Auditors in their report read together with notes on financial statements are self-explanatory and hence, the same to be treated as explanation provided under Section 134 of the Act.

The audited financial statements for the year ended March 31, 2019 are drawn up in accordance with the requirements of Ind-As Rules.

As per the Clause (ca) of Sub-Section (3) of Section 134 of the Companies Act, 2013, the auditors of the Company have not reported any fraud under sub-section (12) of Section 143 of the Companies Act, 2013.

The Secretarial Auditor in its Secretarial Audit Report has given the observations and the response of the Company with respect to it is as follows: -

- (a) As the quorum was not available and also the Audit Committee chairman was travelling outside India for an extended period, the Unaudited Financial Results for the QE September 30, 2018 which should have been before November 14, 2018 were submitted on December 13, 2018.
- (b) As there was paucity of funds, Company could not send letter to securities holders within 90 days of the SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

### AUDITORS

M/s Deloitte Haskins & Sells LLP, Chartered Accountants, had been appointed as the Statutory Auditors of the Company at the First Annual General Meeting to hold office until the conclusion of the Sixth Annual General Meeting of the Company i.e. for a term of five years.

The Company had appointed M/s N.D. Birla & Co., Cost Accountants, Ahmedabad, to audit the cost accounts of the Company for the year ended March 31, 2019 and the remuneration payable to them was approved by the Members at their 3rd Annual General Meeting. Further, the CoC has appointed the said Cost Accountants for audit of cost records of the Company for the year ending March 31, 2020. In terms of Section 148 (3) of the Act, the remuneration payable to them is required to be approved at the forthcoming Annual General Meeting.

Pursuant to the provisions of Section 204 of the Act, the Company had appointed Sri Viral Sanghavi (Proprietor: Viral Sanghavi & Associates), Practising Company Secretary, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is attached herewith.

Pursuant to circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, issued by the Securities and Exchange Board of India (SEBI), the Company has obtained Annual Secretarial Compliance Report, from a Practising Company Secretary (PCS) on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder.

### ACKNOWLEDGEMENTS

We place on record our sincere appreciation of the valuable cooperation and support received at all times by the Company from its bankers, other stakeholders, concerned Government Departments, other authorities, its channel partners, employees and shareholders.

Under the Authority given by Resolution Professional

Sidharth Birla  
Chairman

New Delhi  
February 4, 2020

S. Ragothaman  
A. R. Sreekanth  
Directors