DIGJAM LIMITED
A FINQUEST Group Company
website: www.digjam.co.in
E-mail:cosec@digjam.co.in
CIN: L17123TZ2015PLC036291

FINE SUITINGS FROM
DIGJAM
it's who you are

Date: July 14, 2026

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

To,
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 "DIGJAMLMTD"

Sub: Notice of the Extra-Ordinary General Meeting ("EGM") of Digjam Limited ("Company") being convened pursuant to the Order of the Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, dated June 19, 2026, in the matter of Scheme of Arrangement amongst Reid & Taylor International Private Limited ("RTIL" or "Demerged Company" or "First Applicant Company") and Digjam Limited ("DIGJAM" or "Resulting Company" or "Second Applicant Company" or "the Company") and their respective shareholders ("Scheme")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Meeting of the Equity Shareholders of the Company, as directed by Hon'ble National Company Law Tribunal, Chennai Bench (NCLT) vide Order dated June 19, 2026, is scheduled to be held on Sunday, August 16, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM"), to consider, and if thought fit, to approve, with or without modification(s), the Scheme of Arrangement amongst Reid & Taylor International Private Limited ("Demerged Company") and Digjam Limited ("Resulting Company") and its shareholders ("Scheme").

Further, we hereby confirm that the Notice of this NCLT convened meeting, together with the Explanatory Statements and Annexures ("Notice and Annexures"), is to be sent to the Members of the Company whose names appear in the register of members as on Friday, July 03 2026 through: a) electronic mode to those whose email IDs are registered with the Company and/ or Share Transfer Agent or Depositories or: b) by way of Registered Post or Speed Post or Courier to others who have not registered their e-mail addresses.

We hereby confirm that the dispatch of the Notice and Annexures of the EGM to the equity shareholders of the Company through electronic mode/registered post/ speed post/ courier (as applicable) was commenced and completed on July 14, 2026

Further, in compliance with the provisions of the Orders passed by NCLT and Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable SEBI Circulars, Secretarial Standard-2, and in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs (MCA) for holding general meetings through VC/OAVM, the Company is providing the e-voting facility to its members, who hold shares as on Monday, August 10, 2026 (End of Day), being the cut-off date fixed for determining the members who would be entitled to exercise their right to vote through e-voting process, on the items of business specified in the Notice of the EGM.

The Company has engaged National Securities Depository Limited ("NSDL") for providing the facility to the members for joining the EGM electronically as well as for facilitating the e-voting.

The schedule for the e-voting/remote e-voting for the Equity Shareholders Meeting of the Company is as under:

Remote e-voting start date and time	Thursday, August 13, 2026, 9:00 AM (IST)
Remote e-voting end date and time	Saturday, August 15, 2026, 5:00 PM (IST)
E-voting at the Meeting	Sunday, August 16, 2026 (upon voting being announced by

The annexures and other documents referred to in the Notice are available on the Company's website at https://digjam.co.in/scheme-of-arrangement/

We request you to take note of the above.

FOR DIGJAM LIMITED

Ritesh Krishna Kumar Mishra
Digitally signed by Ritesh Krishna Kumar Mishra
Date: 2026.07.14 20:16:26 +05'30'

Ritesh Krishna Kumar Mishra
Company Secretary & Compliance Officer
ICSI Membership No.: A76039

DIGJAM LIMITED

CIN: L17123TZ2015PLC036291

Registered Office: Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District, Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113.

E-mail: cosec@digjam.co.in; **Telephone:** +91 (022) 4000 2600

Website: www.digjam.co.in

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF DIGJAM LIMITED ("COMPANY") AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ("NCLT" OR "TRIBUNAL")

Day	Sunday
Date	August 16, 2026
Time	11:00 A.M.
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench, the meeting shall be conducted at the registered office of the Company or through Video conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**") or if not convenient at any other suitable place for which approval shall be sought from Hon'ble National Company Law Tribunal, Chennai Bench
Cut-off date for e-voting	August 10, 2026

Remote e-Voting Start Date	August 13, 2026
Remote e-Voting Start Time	9:00 A.M.
Remote e-Voting End Date	August 15, 2026
Remote e-Voting End Time	5:00 P.M.

The shareholding pattern of Promoter/Promoter Group and Public shareholders before and after implementation of scheme is depicted as under:

Category	Pre-Scheme Shareholding (%)	Post-Scheme Shareholding (%)	Change
Promoter / Promoter Group			
Digjam Limited ("**DIGJAM**")	75%	74.97 %	Decrease by 0.3%
Reid & Taylor International Private Limited ("**RTIL**")	74.97 %	74.97 %	No change
Public Shareholders			
Digjam Limited ("**DIGJAM**")	25%	25.03%*	Increase by 0.3%
Reid & Taylor International Private Limited ("**RTIL**")	25.03%	25.03%	No Change

**As per the above table, the shareholding of the pre-scheme public shareholders of DIGJAM along with the qualified institutional buyers ('QIBs') of RTIL (who will be issued shares in Digjam pursuant to the Scheme of Arrangement) will amount to 25.03% [i.e., 19.55% (QIBs of RTIL) + 5.48% (pre-scheme public shareholders of DIGJAM)]*

The public shareholders may note that implementation of scheme shall result in decrease in the shareholding of public shareholders of DIGJAM from 25 % to 5.48 %. The Public Shareholders of DIGJAM may also note that approval to scheme of merger would also result into them agreeing to decrease in shareholding on implementation of the scheme. Therefore, investors should read all the scheme related documents before exercising their voting rights.

Brief explanation with respect to the Promoter/Promoter Group shareholding and its impact on the public shareholders in terms of their rights and value of their holding in the Company:

The Scheme provides for issuance and allotment of equity shares of DIGJAM i.e., Resulting Company to the shareholders of the RTIL i.e., Demerged Company in accordance with the approved share exchange ratio, as set out below:

"46,481 (Forty-Six Thousand Four Hundred and Eighty-One) equity shares of the Resulting Company, having a face value of INR 10/- (Rupees Ten Only) each, fully paid-up, for every 100 (Hundred) equity shares of the Demerged Company, having a face value of INR 10/- (Rupees Ten Only) each, fully paid-up."

It is hereby submitted that the Scheme does not result in any increase in the shareholding of the Promoter and Promoter Group of DIGJAM. In fact, pursuant to the Scheme, the aggregate shareholding of the Promoter and Promoter Group stand marginally decreased from **75.00% (prior to the Scheme)** to **74.97% (post implementation of the Scheme)** on account of issuance of shares to the shareholders of the RTIL in accordance with the aforesaid share exchange ratio.

Further, the shareholding of public shareholders of DIGJAM will marginally increase from 25% **(prior to the Scheme)** to 25.03% **(post implementation of the Scheme).** This is owing to the fact that the qualified institutional buyers ('**QIBs**') of RTIL (who will be issued shares pursuant to the Scheme as per the aforesaid share exchange ratio) will be classified as public shareholders in DIGJAM. Accordingly, the QIBs of RTIL together with the pre-scheme public shareholders of DIGJAM will hold 25.03% in DIGJAM post the Scheme [i.e., 19.55% (QIBs of RTIL) + 5.48% (pre-scheme public shareholders of DIGJAM)]

The Scheme does not have any adverse impact on the public shareholders of DIGJAM. The rights and interests of the public shareholders remain unaffected, and there is no dilution in their voting rights or economic interest beyond the proportionate effect of share issuance in accordance with the aforesaid share exchange ratio.

Further, the Scheme is expected to be value accretive. The consolidation of the Demerged Undertaking of RTIL (i.e., Textile Business) into DIGJAM would result in integration synergies, thereby enabling wider scope for independent collaboration, investment opportunities and expansion. This arrangement will help in optimal utilization of resources, operations on economies of scale, achieve cost savings, reduction in multiplicity of legal and regulatory compliances, and would aid rationalization, simplify business process and optimize resources and administrative expenses and provide focused leadership and management attention on the textile business activity of the group and to bring about operation synergies in the business operations.

Overall, the Scheme of Arrangement is intended to consolidate Textile business into DIGJAM to enable better and more efficient management, control and running of its various businesses and offering opportunities to the management of both the Companies to vigorously pursue growth and expansion. The Scheme of Arrangement will lead to the emergence of a fully integrated single entity positioned to provide more extensive and integrated services in the textile sector.

Accordingly, the Scheme of Arrangement will result in creation of long-term value for the shareholders of DIGJAM and is not detrimental to their interest, including interest of the minority shareholders of the Company.

Notice and Explanatory Statement

S. No.	Contents	Page Nos.
1.	Notice of the meeting of the Equity Shareholders of Digjam Limited under Sections 230 to 232 of the Companies Act, 2013 ("**Act**") and Rule 6 of the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016 ("**CAA Rules**")	
2.	Explanatory Statement under Section(s) 102 and 230 to 232 and other applicable provisions of the Act read with Rule 6 of CAA Rules read with applicable SEBI Circulars	
3.	**Annexure A** Scheme of Arrangement amongst Reid & Taylor International Private Limited ("**RTIL**" or "**Demerged Company**") and Digjam Limited ("**DIGJAM**" or "**Resulting Company**") and their respective shareholders.	
4.	**Annexure B** Audited Financial Statements of Reid & Taylor International Private Limited & Digjam Limited as on 31st March 2025	
5.	**Annexure C** Provisional Unaudited Financial Statements of Reid & Taylor International Private Limited as on 31st March 2026 & Audited Financial Results of Digjam Limited as on 31st March 2026	
6.	**Annexure D1 & D2** Letter ("**Observation Lette**r") received from BSE Limited dated 5th December 2025 and received from National Stock Exchange of India Limited dated 8th December 2025	Refer Note Below
7.	**Annexure E & F** Complaint Report filed with the BSE Limited dated 28th October 2025 and filed with the National Stock Exchange of India Limited dated 29th October 2025	
8.	**Annexure G1 & G2** Report adopted by the Board of Directors of Reid & Taylor International Private Limited and Digjam Limited pursuant to Section 232(2)(c) of the Companies Act, 2013	
9.	**Annexure H** Valuation Report dated 27th June 2025, issued by Mr. Archit Gupta, Registered Valuer	
10.	**Annexure I** Fairness Opinion Report dated 29th June 2025, issued by Navigant Corporate Advisors Limited, providing the Fairness Opinion on the share entitlement ratio.	
11.	**Annexure J** Information pertaining to the Demerged Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, certified by a Merchant Banker	
12.	**Annexure K** Details required to be disclosed in the notice basis the Observation Letters received from BSE and NSE	

<table>
<tr><td>13.</td><td>Annexure L
Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement actions taken against the Applicant Companies, its Directors and Promoters</td><td rowspan="3">Refer Note Below</td></tr>
<tr><td>14.</td><td>Annexure M
Copies of the Statutory Auditor’s certificate of the Applicant Companies confirming that the accounting treatment provided in the Scheme is in compliance with Section 133 of the Companies Act, 2013.</td></tr>
<tr><td>15.</td><td>Annexure N
Additional information as per Annexure L of the Stock Exchange Checklist as required to be submitted vide the Observation Letter issued by National Stock Exchange of India Limited dated 8th December 2025</td></tr>
</table>

The Notice of the Meeting, Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules and Annexure A to N constitute a single and complete set of documents and should be read together, as they form an integral part of this document.

Note: To refer to the above Annexures please visit the link: https://digjam.co.in/scheme-of-arrangement/

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH

FORM NO. CAA. 2
[PURSUANT TO SECTION 230 (3) AND RULE 6 AND 7]
CA(CAA)/10/(CHE)/2026

IN THE MATTER OF SECTION 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
AMONGST
REID & TAYLOR INTERNATIONAL PRIVATE LIMITED
("RTIL" OR "DEMERGED COMPANY")
AND
DIGJAM LIMITED
("DIGJAM" OR "RESULTING COMPANY")
AND
THEIR RESPECTIVE SHAREHOLDERS

DIGJAM LIMITED, a public limited listed company incorporated under the Companies Act, 2013, having its registered office at Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu CIN: L17123TZ2015PLC036291	] … **SECOND APPLICANT COMPANY/ RESULTING COMPANY**

(Reid & Taylor International Private Limited is referred as "**First Applicant Company**" and Digjam Limited is referred as "**Second Applicant Company**")

(First Applicant Company and Second Applicant Company are collectively referred as "**Applicant Companies**")

<u>NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF DIGJAM LIMITED</u>

To,
The Equity Shareholders of Digjam Limited

1. NOTICE is hereby given that, in accordance with the Order dated 19th June, 2026, (the "**Order**") in the above mentioned Company Application, passed by the Hon'ble National Company Law Tribunal, Chennai Bench, a meeting of the Equity Shareholders of the Company, will be held through video conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**") for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement amongst Reid & Taylor International Private Limited ("**RTIL**" or "**Demerged Company**" or **"First Applicant Company"**) and Digjam Limited ("**DIGJAM**" or "**Resulting Company**" or "**Second Applicant Company**" or "**Company**") and their respective shareholders ("Scheme") on Sunday, 16th August 2026 at 11:00 AM IST.

2. Pursuant to the said Order and as directed therein, the Meeting of the Equity Shareholders of the Company ("**Meeting**") will be held through Video Conferencing ("**VC)**") / Other Audio Visual Means ("**OAVM**"), in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with

Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (including any statutory modifications(s), or re-enactment thereof, for the time being in force), applicable general circulars issued by the Ministry of Corporate Affairs ("**MCA**"), the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively, the "**MCA Circulars**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), to consider, and if thought fit, to pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority, as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 ("**SEBI Scheme Circular**" or "**SEBI Master Circular**"), as amended, and any other applicable circulars issued by SEBI and Secretarial Standards on General Meetings as issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended and restated from time to time.

To consider and approve Scheme of Arrangement among Reid & Taylor International Private Limited ("RTIL" or the "Demerged Company") and Digjam Limited ("Digjam" or the "Resulting Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 issued by the Securities and Exchange Board of India ('SEBI'), any other Circulars/Guidelines issued by SEBI applicable to schemes of arrangement from time to time, and Observation letter received from BSE Limited and National Stock Exchange of India Limited dated 5th December 2025 and 8th December, 2025 respectively, Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961 and the Rules thereunder, and all other provisions of applicable laws, or any amendments thereto or modifications thereof, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement amongst Reid & Taylor International Private Limited ("RTIL" or "Demerged Company") and Digjam Limited ("DIGJAM" "Resulting Company") and their respective shareholders ("Scheme") be and is hereby approved;*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason, whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal, while sanctioning the arrangement embodied in the Scheme or by any authorities under the law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts, as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

3. The resolution(s) for approval of the Scheme shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholders of the Company casting their votes, as aforesaid, pursuant to Section 230(6) of the Act, shall be deemed to have been duly passed on the date of the Meeting, i.e., August 16, 2026. Further, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it as per the SEBI Master Circular.

4. The deemed venue for the Meeting shall be the registered office of the Company.

5. TAKE FURTHER NOTICE that the Equity Shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes(a) through e-voting system available at the Meeting, to be held virtually ("**e-Voting at the Meeting**"); or (b) by remote electronic voting ("**remote e-Voting**"), during the period, as stated below:

Remote e-Voting Start Date	August 13, 2026
Remote e-Voting Start Time	9:00 A.M.
Remote e-Voting End Date	August 15, 2026
Remote e-Voting End Time	5:00 P.M.

6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., August 10, 2026, only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an Equity Shareholder as on the cut-off date, should treat the Notice for information purpose only.

7. The Scheme, if approved by the equity shareholders of the Company as per Section 230(6) of the Act read with Regulation 37 of the SEBI Listing Regulations and SEBI Scheme Circular and other applicable circulars issued by SEBI, if any, will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary. In terms of the SEBI Scheme Circular, the Company has provided the facility of voting by e-Voting to its shareholders.

8. A copy of the said Scheme, statement under Section 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules along with all annexures to such statement are appended. A copy of this Notice and the accompanying documents are also placed on the website of the Company and can be accessed at www.digjam.co.in, the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com , being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting and the website of the Stock Exchanges i.e., BSE Limited ("**BSE**") viz. www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") viz. www.nseindia.com

9. The Tribunal has appointed Mr. V. Sriram Ananth to be the Chairperson for the Meeting and Mr. Ajith Kumar. P, Advocate to be the Scrutinizer.

10. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Dated this the July 14, 2026
Place: Palani, Tamil Nadu

Sd/-
Hardik Bharat Patel
Director of the Second Applicant Company

DIGJAM LIMITED
CIN: L17123TZ2015PLC036291
Registered Office: Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu.
Website: www.digjam.co.in
E-mail: cosec@digjam.co.in
Tel.: (022)-4000-2600

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH

FORM NO. CAA. 2
[PURSUANT TO SECTION 230 (3) AND RULE 6 AND 7)]
CA(CAA)/10/(CHE)/2026

IN THE MATTER OF SECTION 230 TO 232 OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
AMONGST
REID & TAYLOR INTERNATIONAL PRIVATE LIMITED
("RTIL" OR "DEMERGED COMPANY")
AND
DIGJAM LIMITED
("DIGJAM" OR "RESULTING COMPANY")
AND
THEIR RESPECTIVE SHAREHOLDERS

DIGJAM LIMITED, a public limited listed company incorporated under the Companies Act, 2013, having its registered office at Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu CIN: L17123TZ2015PLC036291	]]]]]]] … **SECOND APPLICANT COMPANY/ RESULTING COMPANY**

STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH SECTION 102 OF THE COMPANIES ACT 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF DIGJAM LIMITED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

1. Pursuant to the Order dated 19th June 2026, passed by Hon'ble National Company Law Tribunal, Chennai Bench in the Company Application CA(CAA)/10/(CHE)/2026, a meeting of the Equity Shareholders of the Second Applicant Company is scheduled to be held on Sunday, 16th August 2026 at 11 AM IST to obtain their approval for the Scheme of Arrangement amongst Reid & Taylor International Private Limited ("**RTIL**" or "**Demerged Company**" or "**First Applicant Company**") and Digjam Limited ("**DIGJAM**" "**Resulting Company**" or "**Second Applicant Company**" or the "**Company**") and their respective shareholders ("**Scheme**").

2. The Hon'ble National Company Law Tribunal, Chennai Bench, by an Order dated 19th June 2026 was pleased to issue directions for convening of the meeting of the Equity Shareholders of the Second Applicant Company through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**")" on Sunday, August 16, 2026 at 11:00 A.M. IST to be presided over by Mr. V. Sriram Ananth as the Chairperson of the Meeting. The said Order will be available for inspection at the Registered Office of the Resulting Company at Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu, on any working day of the Company, up to the date of meeting, after receipt from the Tribunal.

3. In addition to the meeting of the Equity Shareholders of the Second Applicant Company convened on the directions of the National Company Law Tribunal, to seek the approval of the said Shareholders pursuant to Section 230 read with Section 232 of the Companies Act, 2013 further read with other relevant provisions of the Companies Act, 2013, approval of the Equity Shareholders of the Second Applicant Company is also sought by way of remote e-voting, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars and the Companies Act, 2013.

4. The Board of Directors of the Applicant Companies, in their respective meetings held on 29th June 2025, have approved the Scheme of Arrangement. A copy of the Scheme, setting out the terms and conditions of the arrangement, as approved by the Board of Directors of the Applicant Companies, is enclosed herewith as **Annexure A.** The proposed scheme is envisaged to be effective from the Appointed Date but shall be made operative from the Effective Date (as defined in the Scheme).

5. Particulars of the Companies

5.1. Reid & Taylor International Private Limited ("RTIL" or "Demerged Company" or "**First Applicant Company**")

5.1.1. RTIL is a private limited company incorporated on 21st February 2019 with Corporate Identification Number: U74999TZ2019PTC037321 and having its registered office at Door No. 508/B/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu. It is engaged in the business of textile manufacturing and undertaking job work services and trading activities. The PAN of RTIL is AAHCK5138M. The email ID of the First Applicant Company is cs@rtil.in.

The registered office of the First Applicant Company was shifted from the state of Maharashtra to the state of Tamil Nadu vide the Order of the Regional Director dated 12th November 2025. Further, the First Applicant Company changed its name from erstwhile "Krihaan Texchem Private Limited" to "Reid & Taylor International Private Limited" which was approved by Registrar of Companies, vide a Fresh Certificate of Incorporation issued consequent upon change in name on 21st January 2025.

5.1.2. The main objects of the First Applicant Company are as follows:

1. *To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof and to manufacture, buy, sell, import, export and deal in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.*

2. *To carry on business to manufacture, formulate, process, refine, finish, recover, extract, import, export, buy, sell, distribute or otherwise deal in Red Phosphorus, yellow or white Phosphorus, Phosphates, phosphites, phophides, insecticides, pesticides, fungicides, fumigants, rodanticides and their formulation and/or other agricultural chemical and fertizers of all types.*

3. *To manufacture, formulate, process, refine, finish, recover, extract, import, export, buy, sell, distribute and/or deal in all organic and/or inorganic, chemicals, pharmaceutical, medicals and medicinal products, pharmaceuticals, cosmetics, dies, intermediate paints, plastic resins and/or plastics.*

4. *To manufacture, buy, sell, distribute, import, export or deal in metals, alloys and amalgams.*

5. *To carry on the business as manufacturer, dealers, importers, or exporters of formulation for the manufacture, fire and/or other explosives and pyrotechnic chemicals. "*

There has been no change in the object clause of the First Applicant Company in the last 5 (five) years.

5.1.3. The authorised, issued, subscribed and paid-up capital of the First Applicant Company as on July 14, 2026 is as follows:

Particulars	Amount (in INR)
Authorised Share Capital:	
75,00,000 Equity Shares of INR 10/- each	7,50,00,000
25,00,000 Preference Shares of INR 10/- each	2,50,00,000
Total	**10,00,00,000**
Issued, Subscribed and Paid-Up Share Capital:	
1,53,400 Equity Shares of INR 10/- each	15,34,000
Total	**15,34,000**

5.1.4. As on 30th November 2025, the amount due to the Unsecured Creditors of First Applicant Company is INR 1,99,66,99,668/-

5.1.5. As on 30th November 2025, the amount due to the Secured Creditors of First Applicant Company is INR 37,42,76,999/-.

5.1.6. The details of the directors and Promoters of the First Applicant Company along with their addresses as on July 14, 2026 are as follows:

Details of Promoters as on the date of Notice:

Sr. No.	Name	Correspondence Address	No of Shares	% of shareholding
1	Hardik Bharat Patel	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056	58,050	37.84%
2	Minal Patel	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056	47,050	30.67%
3	Finquest Financial Solutions Private Limited	602, Boston House, 6th Floor, Suren Road, Andheri (E), MUMBAI, Maharashtra, India, 400093	9,900	6.45%

Details of the Directors:

Sr. No.	Name	DIN	Designation	Address
1.	Hardik Bharat Patel	00590663	Managing Director	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056
2.	Ajay Agarwal	00649182	Director	C-1704 Rustomjee Seasons, Madhusudan Kelkar Road,

				Kalanagar, MIG Colony, Mumbai 400051
3.	Ruchit Patel	00603359	Director	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056

5.2. Digjam Limited ("DIGJAM" or "Resulting Company" or "Second Applicant Company")

5.2.1. DIGJAM is a public limited company incorporated on 17th June 2015 under Companies Act, 2013 with Corporate Identification Number: L17123TZ2015PLC036291 and having its registered office situated at Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu. It is engaged in the business of trading in all kinds of textiles and manufacturing of high-quality woolen/worsted fabrics under the brand "DIGJAM". The equity shares of DIGJAM are listed and traded on BSE Limited and National Stock Exchange of India Limited. The PAN of DIGJAM is AAFCD3683E. The email ID and website of the Second Applicant Company are cosec@digjam.co.in and www.digjam.co.in respectively.

5.2.2. The registered office of the Second Applicant Company was shifted from the state of Maharashtra to the state of Tamil Nadu vide the Order of the Regional Director dated 29th July 2025. Further, the Second Applicant Company was incorporated as a wholly owned subsidiary of erstwhile Digjam Limited. A Scheme of Amalgamation u/s 391 to 394 of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 as applicable ("Scheme of Amalgamation"), between erstwhile Digjam Limited and the Second Applicant Company was sanctioned by the Hon'ble High Court of Gujarat vide Order dated 17th February 2016. The said Scheme became effective on 17th March 2016 upon filing of the certified copy of the Order with the Registrar of Companies, Gujarat and pursuant thereto, the entire business and undertaking of the erstwhile Digjam Limited stood transferred to and vested in the Second Applicant Company from the Appointed Date – 30th June 2015. The name of the amalgamated company (i.e., Second Applicant Company) was changed to "Digjam Limited" w.e.f. 23rd March 2016 in terms of the Scheme of Amalgamation.

5.2.3. The main objects of the Second Applicant Company are as follows:

1. *"To carry on the business of processing, scouring, combing, spinning, weaving, manufacturing and dealing in wools, jute, flax and hemp, linen, cotton, silk, all kinds of synthetic, manmade and artificial fibres like polyester, viscose, acrylic and other fibrous substances, and the preparation, bleaching, dyeing, printing or colouring of any of the said substances, and to manufacture, process, bleach, dye other materials and tops, all kinds of filaments, yarn and all varieties of fabrics, woolen / worsted or made from single/mixed fibres and other fibrous products, readymade garments and accessories, goods and by products, whether textile, felted, netted or looped, and generally to act as merchants for the purchase, sale, import and export of any of aforesaid items and to do all other things and processes which are incidental or connected with all or any of the foregoing trades, businesses or industries."*

   There has been no change in the object clause of the Second Applicant Company in the last 5 (five) years.

5.2.4. The authorised, issued, subscribed and paid-up capital of the Second Applicant Company as on July 14, 2026 is as follows:

Particulars	Amount (in INR)
Authorised Share Capital:	
10,00,50,000 Equity Shares of INR 10/- each	1,00,05,00,000
27,00,000 Cumulative, Non-Convertible, Redeemable 7% Preference Shares of INR 100/- each	27,00,00,000
Total	**1,27,05,00,000**
Issued, Subscribed and Paid-up Share Capital:	
2,00,00,000 Equity Shares of INR 10/- each	20,00,00,000
27,00,000 Cumulative, Non-Convertible, Redeemable 7% Preference Shares of INR 100/- each	27,00,00,000
Total	**47,00,00,000**

The equity shares of DIGJAM are listed and traded on BSE Limited and National Stock Exchange of India Limited

5.2.5. As on November 30, 2025, the amount due to the Unsecured Creditors of Second Applicant Company is INR 46,76,31,819/-

5.2.6. As on November 30, 2025, the amount due to the Secured Creditors of Second Applicant Company is NIL

5.2.7. The details of the directors and Promoters of the Second Applicant Company along with their addresses as on July 14, 2026 are as follows:

Details of Promoter/Promoter Group as on the date of Notice:

Sr. No.	Name	Correspondence Address	No of Shares	% of shareholding
1.	Finquest Financial Solutions Private Limited	602, Boston House, 6th Floor, Suren Road, Andheri (E), MUMBAI, Maharashtra, India, 400093	1,50,00,000	75%
2.	Hardik Bharat Patel	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056	-	-
3.	Minal Bharat Patel	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056	-	-
4.	Ballarpur Industries Limited	602, Boston House, 6th Floor, Suren Road, Andheri (E), MUMBAI, Maharashtra, India, 400093	-	-
5.	Amartaru Hospitality Private Limited	602, Boston House, 6th Floor, Suren Road, Andheri (E), MUMBAI,	-	-

		Maharashtra, India, 400093		

Details of Directors:

Sr. No.	Name	DIN	Designation	Address
1.	Hardik Bharat Patel	00590663	Director	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056
2.	Ajay Agarwal	00649182	Director	C-1704 Rustomjee Seasons, Madhusudan Kelkar Road, Kalanagar, MIG Colony, Mumbai 400051
3.	Ruchit Patel	00603359	Director	Divya Darshan, N.S. Road No. 5, JVPD Scheme, Vile Parle (West), Mumbai — 400056
4.	Sudha Bhushan	01749008	Independent Director	701, B Wing, Julian Alps, Bhakti Park, Wadala, Mumbai
5.	Duraiswamy Gunaseela Rajan	00303060	Independent Director	New No. 110 Old No. 77, Chamiers Road, R A Puram Raja Annamalaipuram, Chennai – 600028
6.	Panchapakesan Swaminathan	00901560	Independent Director	No.3, Coral Apts, Raghavaiah Road, T Nagar, Tamil Nadu, 600017

6. Relationship subsisting between the Companies who are parties to the Scheme of Arrangement

The First Applicant Company and Second Applicant Company have certain common promoters.

7. Rationale and Benefits of the Scheme of Arrangement

Both the Companies involved in this Scheme are part of the Finquest Group (“Group”). Further, the Resulting Company and the Demerged Undertaking i.e., Textile Business Undertaking of the Demerged Company are engaged in similar business activities.

The Group intends to consolidate the textile business of the Demerged Company and the Resulting Company through a Scheme of Arrangement which would be in the interest of both the Companies, their shareholders and other stakeholders, inter alia, on account of the following reasons:

i. The Board of Directors of both the Companies intend to bring the ‘Textile Business’ of the Demerged Company and the Resulting Company under one entity, since they recognize the fact that combining both the business divisions will enable the Resulting Company to optimize the utilization of the specialized skills and knowledge, cash flow profiles, and operational and training requirement. In this scenario, the Board of Directors of both the Companies are of the view that it would be better to demerge the ‘Textile Business’ of the Demerged Company into the Resulting Company and additionally take advantage of the economies arising out of integration of the business under one entity.

ii. This arrangement will help in optimal utilization of resources, operations on economies of scale, achieve cost savings, reduction in multiplicity of legal and regulatory compliances, and would aid rationalization, simplify business process and optimize resources and administrative expenses and provide focused leadership and management attention on the textile business activity of the group and to bring about operation synergies in the business operations.

iii. Overall, the Scheme of Arrangement is intended to consolidate group business and operations to enable better and more efficient management, control and running of its various businesses and offering opportunities to the management of both the companies to vigorously pursue growth and expansion. The Scheme of Arrangement will lead to the emergence of a fully integrated single entity positioned to provide more extensive and integrated services in the textile sector.

iv. The Scheme of Arrangement would result in enhanced potential for increase in revenues and profits over time for the Resulting company and its members. The demerger would provide synergistic linkages besides economies in costs and other benefits resulting from the economies of scale, by combining the businesses (including specific industry expertise thereto) and thus contribute to the profitability over time of the Resulting company by rationalization of management and administrative structure.

v. Further, pursuant to the demerger, the shareholders of the Demerged Company will be allotted shares of the Resulting Company which will be subsequently listed, thus, increasing the long-term value for all the shareholders of the Demerged Company.

8. Salient features of the Scheme of Arrangement

The salient features of the Scheme are, inter alia, as follows:

a) The Scheme of Arrangement is presented under Section 230 to 232 read with other relevant provisions of the Companies Act, 2013 amongst amongst Reid & Taylor International Private Limited ("**RTIL**" or "**Demerged Company**" or "**First Applicant Company**") and Digjam Limited ("**DIGJAM**" "**Resulting Company**" or "**Second Applicant Company**" or the "**Company**") and their respective shareholders ("**Scheme**").

b) The Scheme provides for the demerger of the Textile Business Undertaking of the Demerged Company into Resulting Company.

c) The Appointed Date for the Scheme is 1st July 2025.

d) The Scheme shall be effective from Effective Date being the last of the dates on which all the conditions and matters referred to in Clause 23 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme.

e) The consideration for the demerger to be discharged by DIGJAM is as follows –

"46,481 (Forty-Six Thousand Four Hundred and Eighty-One) equity shares of the Resulting Company of face value of INR 10/- (Rupees Ten Only) each fully paid up for every 100 (Hundred) equity shares of the Demerged Company of face value of INR 10/- (Rupees Ten Only) each fully paid up."

f) The equity shares of DIGJAM to be issued to the shareholders of RTIL pursuant to the Scheme shall be listed on BSE Limited and National Stock Exchange of India Limited (subject to trading permission being granted by BSE & NSE) and shall rank pari passu with the existing equity shares of DIGJAM in all respects.

g) That all the costs, charges and expenses arising out the proposed Scheme will be borne by DIGJAM

9. Corporate Approvals

i. The proposed Scheme was placed before the Committee of Independent Directors of DIGJAM at its meeting held on 29th June 2025. The Committee of Independent Directors of DIGJAM in their meeting recommended the Scheme to the Board of Directors of DIGJAM.

ii. The proposed Scheme was placed before the Audit Committee of DIGJAM at its meeting held on 29th June 2025. The Audit Committee of DIGJAM in their meeting recommended the Scheme to the Board of Directors of DIGJAM.

iii. The Scheme was placed before the Board of Directors of DIGJAM, at its meeting held on 29th June 2025. The report of the Committee of Independent Directors and Audit Committee was also submitted to the Board of Directors of DIGJAM. Based on the aforesaid, the Board of Directors of DIGJAM have approved the Scheme. Names of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate in such resolutions are as follows:

Sr. No.	Name of the Director (Attending Meeting)	Voted in Favour/ Against/ Abstained from voting
1.	Hardik Bharat Patel	Voted in Favour
2.	Ajay Agarwal	Voted in Favour
3.	Sudha Bhushan	Voted in Favour
4.	Duraiswamy Gunaseela Rajan	Voted in Favour
5.	Panchapakesan Swaminathan	Voted in Favour

iv. The Scheme was placed before the Board of Directors of RTIL, at its meeting held on 29th June 2025. The Board of Directors of RTIL have approved the Scheme. Names of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate in such resolutions are as follows:

Sr. No.	Name of the Director (Attending Meeting)	Voted in Favour/ Against/ Abstained from voting
1.	Hardik Bharat Patel	Voted in Favour
2.	Ajay Agarwal	Voted in Favour
3.	Ruchit Patel	Voted in Favour

10. Approvals and actions taken in relation to the Scheme

i. The shares of DIGJAM are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). The provisions of SEBI Master Circular shall apply to the Scheme. Accordingly, DIGJAM had filed the draft Scheme with BSE and NSE for obtaining an approval from them under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 for the Scheme, under sections 230 to 232 of the Act. DIGJAM received observation letters dated December 05, 2025 & December 08, 2025 from BSE and NSE respectively. The same is attached herewith marked as **Annexure D1 & D2** respectively.

ii. The Applicant Companies would obtain such necessary approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as applicable.

iii. A joint application along with the annexure thereto (which includes the Scheme) was filed by the Applicant Companies with the NCLT, Chennai Bench on February 04, 2026.

iv. This notice convening meeting of the equity shareholders of the Second Applicant Company along with aforesaid documents are placed on the website of the Applicant Company viz. at www.digjam.co.in

11. Disclosure of the effect of the compromise or arrangement on:

a) **Key Managerial Person ("KMP"):**

None of the KMP or their relatives are interested except to the extent of their shareholdings in the Demerged Company and Resulting Company, if any

b) **Directors:**

None of the directors or their relatives are interested except to the extent of their shareholdings in the Demerged Company and Resulting Company, if any

c) Promoters:

The Proposed Scheme does not have any adverse effect on the interest of the Promoters of the Demerged Company and Resulting Company, except to the extent of their shareholdings in the Demerged Company and Resulting Company.

d) **Non-Promoters:**

The Proposed Scheme does not have any adverse effect on the interest of the Non-Promoters of the Demerged Company and Resulting Company, except to the extent of their shareholdings in the Demerged Company and Resulting Company

e) Depositors:

The Demerged Company and Resulting Company do not have any outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holder does not arise.

f) Creditors:

In respect to the Scheme, there is no arrangement with the creditors of the Demerged Company and Resulting Company. No compromise is offered under the Scheme to any of the creditors of the Demerged Company and Resulting Company. Accordingly, the liability of the creditors of the Demerged Company and Resulting Company is neither being reduced nor extinguished.

g) **Debenture Holders:**

The Demerged Company and Resulting Company do not have any outstanding debentures and therefore, the effect of the Scheme on any such debenture holders do not arise.

h) **Deposit Trustee and Debenture Trustee:**

The Demerged Company and Resulting Company do not have any deposit trustee/ debenture trustee and therefore, the effect of the Scheme on any such deposit trustee/debenture trustee does not arise.

i) **Employees:**

Under the Scheme, no rights of the employees of the Demerged Company or Resulting Company are being affected. The services of the employees belonging to the Demerged Undertaking shall continue in the Resulting Company on same terms and conditions on which they were engaged in the Demerged Company

12. Disclosure about the effect of compromise or arrangement on the material interest of Directors, Key Managerial Personnel and debenture trustee

a) Directors:

None of the directors or their relatives are interested except to the extent of their shareholdings in the Demerged Company and Resulting Company, if any

b) Key Managerial Person ("KMP"):
None of the KMP or their relatives are interested except to the extent of their shareholdings in the Demerged Company and Resulting Company, if any

c) Debenture Trustee:
The Demerged Company and Resulting Company do not have any debenture trustee and therefore, the effect of the Scheme on any such debenture trustee does not arise.

13. Capital Structure – Pre and Post the Scheme

i. The pre-scheme capital structure of the First Applicant Company has already been provided under Para 5 of this Statement. There will not be any change in the capital structure of the First Applicant Company pursuant to the Scheme as it is the Demerged Company and it will not issue any shares pursuant to the Scheme.

ii. The pre-scheme capital structure of the Second Applicant Company has already been provided under Para 5 of this Statement. Pursuant to the Scheme, the Second Applicant Company will issue shares to the shareholders of RTIL. Accordingly, the post-scheme capital structure of the Second Applicant Company will be as below:

Particulars	Amount (in INR)
Authorised Share Capital:	
10,00,50,000 Equity Shares of INR 10/- each	1,00,05,00,000
27,00,000 Cumulative, Non-Convertible, Redeemable 7% Preference Shares of INR 100/- each	27,00,00,000
Total	**1,27,05,00,000**
Issued, Subscribed and Paid-up Share Capital:	
9,13,01,854 Equity Shares of INR 10/- each	91,30,18,540
27,00,000 Cumulative, Non-Convertible, Redeemable 7% Preference Shares of INR 100/- each	27,00,00,000
Total	**1,18,30,18,540**

14. Pre and Post-Scheme Shareholding

i. The pre and post Scheme shareholding pattern of the First Applicant Company as on 14th July 2026 is as follows:

Sr. No.	Description	Name of Shareholder	Pre Scheme		Post Arrangement	
			No. of shares	%	No. of shares	%
(A)	**Shareholding of Promoter and Promoter Group**					
1.	**Indian**					
(a)	Individuals/ Hindu Undivided Family	Names of Promoters/ Promoter Group	**1,05,100**	**68.51**	**1,05,100**	**68.51**
		Hardik Bharat Patel	58,050	37.84	58,050	37.84
		Minal Patel	47,050	30.67	47,050	30.67
(b)	Central Government/ State Government(s)	-				
(c)	Bodies Corporate					
		Names of Promoters/ Promoter Group				
		Finquest Financi al Solutions Private Limited	9,900	6.46	9,900	6.46
(d)	Financial Institutions/ Banks		-	-		
(e)	Any Others		-	-		
	Sub Total(A)(1)		**1,15,000**	**74.97**	**1,15,000**	**74.97**
2.	**Foreign**					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)		-	-	-	-
(b)	Bodies Corporate		-	-	-	-

(c)	Institutions		-	-	-	-
(d)	Any Others		-	-	-	-
	Sub Total(A)(2)		-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		**1,15,000**	**74.97**	**1,15,000**	**74.97**
(B)	**Public shareholding**					
1.	**Institutions**					
(a)	Mutual Funds/ UTI		-	-	-	-
(b)	Financial Institutions / Banks		-	-	-	-
(c)	Central Government/ State Government(s)		-	-	-	-
(d)	Venture Capital Funds		-	-	-	-
(e)	Insurance Companies		-	-	-	-
(f)	Foreign Institutional Investors		-	-	-	-
(g)	Foreign Venture Capital Investors		-	-	-	-
(h)	**Any Other**		**38,400**	**25.03**	**38,400**	**25.03**
	Alternative Investment Fund		**38,400**	**25.03**	**38,400**	**25.03**
	Aabhuti Investm ent Fund Trust		38,400	25.03	38,400	25.03
	NBFC					

	Sovereign Wealth Funds					
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter					
	Sub-Total (B)(1)		**38,400**	**25.03**	**38,400**	**25.03**
2.	**Non-institutions**					
(a)	Bodies Corporate		-	-	-	-
(b)	Individuals		-	-	-	-
I	Individuals - Individual shareholders holding nominal share capital up to Rs 2 lakh		-	-	-	-
II	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		-	-	-	-
(c)	Any Other					
	Investor Education and Protection Fund (IEPF)					
	Non-Resident Indian		-	-	-	-
	Foreign Nationals					
	Foreign Companies		-	-	-	-
	Directors and their relatives (excluding independent		-	-	-	-

	directors and nominee directors)					
	Key Managerial Personnel		-	-	-	-
	Any other		-	-	-	-
	Sub-Total (B)(2)		-	-	-	-
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**		**38,400**	**25.03**	**38,400**	**25.03**
	TOTAL (A)+(B)		**1,53,400**	**100.00**	**1,53,400**	**100.00**
(C)	**Shares held by Custodians and against which DRs have been issued**		**-**	**-**		
	GRAND TOTAL (A)+(B)+(C)		**1,53,400**	**100.00**	**1,53,400**	**100.00**

The pre and post Scheme equity shareholding pattern of the Second Applicant Company as on 31st March 2026 is as follows:

Sr. No.	**Description**	**Name of Shareholder**	**Pre-Scheme**		**Post-Scheme**	
			No. of shares	**%**	**No. of shares**	**%**
(A)	**Shareholding of Promoter and Promoter Group**					
1	**Indian**					
	Individuals/ Hindu Undivided Family	**Names of Promoters/ Promoter Group**	-	-	**4,88,51,530**	**53.51**

		Hardik Bharat Patel	-	-	2,69,82,220	29.55
		Minal Patel	-	-	2,18,69,310	23.95
(b)	Central Government/ State Government(s)					
(c)	Bodies Corporate		**1,50,00,000**	**75.00**	**1,96,01,619**	**21.47**
		Finquest Financial Solutions Private Limited	1,50,00,000	75.00	1,96,01,619	21.47
(d)	Financial Institutions/ Banks		-		-	
(e)	Any Others		-		-	
	Sub Total(A)(1)		**1,50,00,000**	**75.00**	**6,84,53,149**	**74.97**
2	**Foreign**					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)		-		-	
(b)	Bodies Corporate		-		-	
(c)	Institutions		-		-	
(d)	Any Others		-		-	
	Sub Total(A)(2)		**-**		**-**	
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		**1,50,00,000**	**75.00**	**6,84,53,149**	**74.97**
(B)	**Public shareholding**					
1	**Institutions**					

(a)	Mutual Funds/ UTI		23	0.00	23	0.00
(b)	Financial Institutions / Banks		2,44,576	1.22	2,44,576	0.27
(c)	Central Government/ State Government(s)		41,079	0.21	41,079	0.04
(d)	Venture Capital Funds		-	-	-	
(e)	Insurance Companies		-	-	-	-
(f)	Foreign Institutional Investors		-	-	-	-
(g)	Foreign Venture Capital Investors		-	-	-	-
(h)	Any Other		**3,58,266**	**1.79**	**1,82,06,970**	**19.94**
	Alternative Investment Fund		-	-	1,78,48,704	19.55
	NBFC		-	-	-	-
	Sovereign Wealth Funds		-	-	-	-
	Foreign Portfolio Investors Category I		3,58,250	1.79	3,58,250	0.39
	Others		16	0.00	16	0.00
	Foreign Portfolio Investors Category II		-	-	-	-
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-

	Sub-Total (B)(1)		**6,43,944**	**3.22**	**1,84,92,648**	**20.25**
2	**Non-institutions**					
(a)	Bodies Corporate		4,41,304	2.21	4,41,304	0.48
(b)	Individuals		**35,01,239**	**17.51**	**35,01,239**	**3.83**
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		23,87,231	11.94	23,87,231	2.61
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		11,14,008	5.57	11,14,008	1.22
(c)	**Any Other**		**4,13,513**	**2.07**	**4,13,514**	**0.45**
	Non-Resident Indian		23,029	0.12	23,029	0.03
	Foreign Nationals					
	Clearing Members		74,671	0.37	74,671	0.08
	H U F		3,15,504	1.58	3,15,504	0.35
	Trusts		309	0.00	309	0.00
	Unclaimed or Suspense or Escrow Account					
	Directors and their relatives (excluding independent directors and nominee director s)					
	Trustee*		-	-	1	0.00
	Sub-Total (B)(2)		**43,56,056**	**21.78**	**43,56,057**	**4.77**

(B)	**Total Public Shareholding (B) = (B)(1) + (B)(2)**		**50,00,000**	**25.00**	**2,28,48,705**	**25.03**
	TOTAL (A)+(B)		**2,00,00,000**	**100.00**	**9,13,01,854**	**100.00**
(C)	**Shares held by Custodians and against which DRs have been issued**		-	-	-	-
	GRAND TOTAL (A)+(B)+(C)		**2,00,00,000**	**100.00**	**9,13,01,854**	**100.00**

**For fractional entitlements pursuant to the Scheme*

ii. The pre and post Scheme preference shareholding pattern of the Second Applicant Company as on March 31, 2026 is as follows:

Sr. No.	**Description**	**Name of Shareholder**	**Pre-arrangement**		**Post-arrangement**	
			No. of shares	**%**	**No. of shares**	**%**
(A)	**Shareholding of Promoter and Promoter Group**					
1	**Indian**					
	Individuals/ Hindu Undivided Family					
(b)	Central Government/ State Government(s)					
(c)	Bodies Corporate					
(d)	Financial Institutions/ Banks		-		-	

(e)	Any Others		-		-	
			-		-	
	Sub Total(A)(1)		-	-	-	-
2	**Foreign**					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)		-		-	
(b)	Bodies Corporate		-		-	
(c)	Institutions		-		-	
(d)	Any Others		-		-	
	Sub Total(A)(2)		**-**		**-**	
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		-	-	-	-
(B)	**Public shareholding**					
1	**Institutions**		-	-	-	-
(a)	Mutual Funds/ UTI		-	-	-	-
(b)	Financial Institutions / Banks		-	-	-	-
(c)	Central Government/ State Government(s)		-	-	-	-

(d)	Venture Capital Funds		-	-	-	-
(e)	Insurance Companies		-	-	-	-
(f)	Foreign Institutional Investors		-	-	-	-
(g)	Foreign Venture Capital Investors		-	-	-	-
(h)	Any Other		-	-	-	-
	Alternative Investment Fund		-	-	-	-
	NBFC		-	-	-	-
	Sovereign Wealth Funds		-	-	-	-
	Foreign Portfolio Investors Category I		-	-	-	-
	Foreign Banks		-	-	-	-
	Foreign Portfolio Investors Category II		-	-	-	-
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-
	Sub-Total (B)(1)		-	-	-	-
2	**Non-institutions**					
(a)	Bodies Corporate		**27,00,000**	**100.00**	**27,00,000**	**100.00**

		Barter Capital Private Limited	27,00,000	100.00	27,00,000	100.00
(b)	Individuals					
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		-	-	-	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		-	-	-	-
(c)	**Any Other**		-	-	-	-
	Non-Resident Indian		-	-	-	-
	Foreign Nationals		-	-	-	-
	Clearing Members		-	-	-	-
	H U F		-	-	-	-
	Trusts		-	-	-	-
	Unclaimed or Suspense or Escrow Account		-	-	-	-
	Directors and their relatives (excluding independent directors and nominee directors)		-	-	-	-
	Trustee*		-	-	-	-
	Sub-Total (B)(2)		**27,00,000**	**100.00**	**27,00,000**	**100.00**

(B)	**Total Public Shareholding (B) = (B)(1) + (B)(2)**		**27,00,000**	**100.00**	**27,00,000**	**100.00**
	TOTAL (A)+(B)		**27,00,000**	**100.00**	**27,00,000**	**100.00**
(C)	**Shares held by Custodians and against which DRs have been issued**		-	-	-	-
	GRAND TOTAL (A)+(B)+(C)		**27,00,000**	**100.00**	**27,00,000**	**100.00**

15. **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement -** The Scheme is subject to approval from jurisdictional NCLT. Further, notice under Section 230(5) of the Companies Act, 2013 will be submitted with the Regional Director, Registrar of Companies and Income Tax Authorities in respect of both the Applicant Companies.

16. **A statement to the effect that the persons to whom the notice is sent may vote in the meeting in person, or where applicable, by voting through electronic means -** As per the directions of the Tribunal and discretion exercised by the Chairperson in consultation with the counsel of the Second Applicant Company, the meeting is proposed to be held through VC / OAVM with the facility of e-voting. Equity Shareholders of Second Applicant Company to whom the Notice is sent shall vote during the meeting through e-voting system during the meeting.

17. **Valuation and Fairness Opinion**

    a. Mr. Archit Gupta, a Registered Valuer, based on their Valuation Report dated 27th June 2025, recommended to the Board of Directors of Reid & Taylor International Private Limited and Digjam Limited, the share entitlement ratio, in which equity shares of the Second Applicant Company should be issued to the shareholders of the First Applicant Company. A copy of the Valuation Report Issued by the Valuer is enclosed herewith as **Annexure H**.

    b. Summary of Valuation Report:

    The Share Entitlement Ratio for the scheme of arrangement has been fixed on a fair and reasonable basis and based on the Valuation Report dated 27th June 2025 issued by Mr. Archit Gupta (IBBI Registration No – IBBI/RV/06/2020/13229), a Registered Valuer.

I. Basis of Valuation of the Textile Business of the First Applicant Company:

The Discounted Cash Flow ("**DCF**") Method has been adopted to value the Textile Business of the First Applicant Company as the business is positioned in a high-growth phase, with free cash flows expected to rise materially as operations scale. Owing to its forward-looking nature and its ability to capture intrinsic value based on anticipated future cash flows, the DCF Method appropriately captures the business' future earnings potential and true economic worth.

Further, Net Asset Value ("**NAV**") Method and Market Approach have not been used for the valuation due to the below reasons:

- NAV Method is a historic figure which shows the results achieved on a particular date. Based on the discussions with the First Applicant Company, it was informed that the Textile Business is in a growth phase and has significant positive cash flows foreseeable for the future. Keeping in view the above facts, no weight was assigned to the NAV Method.

- The Market Price Method is generally used to derive valuation based on the trading prices of peer companies in the same line of business. However, this method is not applicable in the present case, as the First Applicant Company is an unlisted company, and there are no directly comparable listed peer companies available in India operating in a similar line of business. Due to the absence of relevant market data and suitable listed comparable, this method has not been considered for the valuation.

II. <u>Basis of Valuation of the Second Applicant Company:</u>

Equal weights (i.e., 50% each) were applied to the following methods for valuation of the Second Applicant Company:

- DCF Method has been adopted to value the Second Applicant Company as the Company is positioned in a high-growth phase, with free cash flows expected to rise materially as operations scale. Owing to its forward-looking nature and its ability to capture intrinsic value based on anticipated future cash flows, the DCF Method appropriately captures the business' future earnings potential and true economic worth.

- The Market Price Method is commonly used to derive valuation by referencing the trading prices of peer companies operating in a similar line of business. In the case of the Second Applicant Company, since the company is listed, this method is considered appropriate and relevant. The availability of market data allows for a valuation that reflects investor sentiment, market conditions, and perceived future prospects. Accordingly, the Market Price Method has been applied with a 50% weightage in the overall valuation, as it provides a fair indication of value based on the company's current market performance and publicly available trading information.

Further, NAV Method is a historic figure which shows the results achieved on a particular date. Based on the discussions with the Second Applicant Company, it was informed that the Company is in a growth phase and has significant positive cash flows foreseeable for the future. Keeping in view the above facts, no weight was assigned to the NAV Method while valuing the Second Applicant Company.

III. <u>Recommendation of the Share Entitlement Ratio</u>

The Share Entitlement Ratio has been arrived at on the basis of a relative (and not absolute) equity value of the Textile Business of the First Applicant Company and Second Applicant Company based on the methodology as mentioned above earlier.

The summary of the computation of the Share Entitlement Ratio for the Demerger of the Textile Business of the First Applicant Company into the Second Applicant Company is as given below:

Valuation Approach	Second Applicant Company		Textile Business of First Applicant Company	
	Value per Share (INR)	**Weight**	**Value per Share (INR)**	**Weight**
Net Asset Value (NAV) Method*	12.24	0.00	-	-
Discounted Cash Flow (DCF) Method	59.92	0.50	26,548.44	1
Market Approach	54.31	0.50	-	-
Relative Value per Share	**57.12**		**265,48.44**	
Share Entitlement Ratio	**464.81**			
Number of Shares of Second Applicant Company to be issued against every 100 equity shares of First Applicant Company	**46,481**			

In light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the recommend Share Entitlement Ratio, for the demerger of the Textile Business of First Applicant Company into Second Applicant Company is as under:

"46,481 (Forty-Six Thousand Four Hundred and Eighty-One) equity shares of the Resulting Company of face value of INR 10/- (Rupees Ten Only) each fully paid up for every 100 (Hundred) equity shares of the Demerged Company of face value of INR 10/- (Rupees Ten Only) each fully paid up."

IV. It may be further noted that:

- The Share Entitlement Ratio computed is in accordance with the International Valuation Standards.
- Further, the details of the valuation form part of the Share Entitlement Ratio Report dated 27th June 2025.
- The fair Share Entitlement Ratio Report is available for inspection at the registered office of the Applicant Companies.

c. In connection with the Valuation Report of Mr. Archit Gupta, a Fairness Opinion Report dated 29th June 2025, was obtained from Navigant Corporate Advisors Limited (SEBI Registered Category I Merchant Banker). The copy of Fairness Opinion Report issued by Navigant Corporate Advisors Limited is enclosed herewith as **Annexure I**.

d. The Statutory Auditor of the First Applicant Company and Second Applicant Company have confirmed that the accounting treatment in the said Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 and the same is enclosed herewith as **Annexure M.**

e. The copy of the said Valuation Report, Fairness Opinion Report and other documents submitted to the Stock Exchange are also displayed on the website of the Second Applicant Company at www.digjam.co.in, the website of BSE Limited and the National Stock Exchange of India Limited in terms of the SEBI Scheme Circular

18. The Scheme of Arrangement, along with related documents, were hosted on the websites of the Second Applicant Company, BSE & NSE and were open for complaints / comments for a period of 21 days. During the aforementioned period, the Second Applicant Company has received "nil" complaints. Accordingly, the Report on Complaints (reflecting nil complaints) was filed by the Second Applicant Company with BSE and NSE on 28th October 2025 and 29th October 2025 respectively. A copy of the said Complaints Report filed with BSE & NSE is enclosed herewith as **Annexure E & F** respectively.

19. A copy of the Audited Financial Statements of Reid & Taylor International Private Limited and Digjam Limited as on 31st March 2025 are enclosed herewith as **Annexure B.** Further, Provisional Unaudited Financial Statements of Reid & Taylor International Private Limited as on 31st March 2026 & Audited Financial Results of Digjam Limited as on 31st March 2026 are enclosed herewith as **Annexure C.**

20. The Second Applicant Company will make / file a petition under Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to the Hon'ble National Company Law Tribunal, Chennai Bench, for sanctioning of the Scheme.

21. Under Section 230 of the Companies Act, 2013, the proposed Scheme will have to be approved by a majority in number representing three-fourths in value of the Equity Shareholders present and voting.

22. The scheme is conditional upon scheme being approved by the public shareholders through e-voting in terms of Para 10 of Part I of SEBI Scheme Circular and the Scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

23. The rights and interests of the members and the creditors of the Applicant Companies will not be prejudicially affected by this Scheme of Arrangement.

24. The details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement actions taken against the Second Applicant Company, its Directors and Promoter is annexed as **"Annexure L".**

25. No investigation or proceedings have been instituted or are pending under Chapter XIV of the Companies Act, 2013 or erstwhile provisions of the Companies Act, 1956 against any of the Applicant Companies.

26. A copy of the Scheme has been filed by the Second Applicant Company with the Registrar of Companies in Form GNL-1 on 5th July 2026 vide SRN AC4409009

27. No winding up petition is pending against the Second Applicant Company.

28. In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Applicant Companies, vide a resolution dated 29th June 2025, have adopted a Report, inter-alia, explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter shareholders) and key managerial personnel. A copy of the said Report adopted by the Board of Directors of the First Applicant Company and Second Applicant Company is enclosed to this Explanatory Statement as **Annexure G1 & G2** respectively.

29. A copy of the Abridged Prospectus of the First Applicant Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of

India (Issue of Capital and Disclosure Requirements) Regulations, 2018, certified by a Merchant Banker is marked and annexed as **Annexure J.**

30. The details required to be disclosed in the notice as stated in the Observation Letters of BSE & NSE are listed as below:

a) The shareholding pattern of Promoter/Promoter Group and Public shareholders before and after implementation of scheme (in the specified format on the very first page of the notice specifically stating that: "*The public shareholders may note that implementation of scheme shall result in decrease in the shareholding of public shareholders of DIGJAM from 25 % to 5.48 %. The Public Shareholders of DIGJAM may also note that approval to scheme of merger would also result into them agreeing to decrease in shareholding on implementation of the scheme. Therefore, investors should read all the scheme related documents before exercising their voting rights")*

b) Need for the merger, rationale of the scheme, synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.

c) Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion Report, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods

d) Projections considered for valuation of Demerged Company and Resulting Company along with justification for growth rate considered for valuation of Demerged Company and Resulting Company.

e) Details of shareholders of the Demerged Company being categorized as promoters and public, in Resulting Company post-scheme along with rationale for the same in compliance with SEBI ICDR Regulations, 2018 and Companies Act, 2013 (disclosure to be made in a specified format)

f) Latest financials of demerged company and resulting company not older than 6 months from the date of NOC of Stock Exchange should be updated on the Website and same also to be disclosed in the explanatory statement.

g) Details of new shareholders being classified as Promoter/Promoter group in Resulting Company post-merger as specified in Para 10(G) of Schedule VI to SEBI (ICDR) Regulations, 2018.

h) Pre and Post scheme shareholding of Demerged Company and Resulting Company as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.

i) Capital built-up of Demerged Company and Resulting Company since incorporation and last 3 years shareholding pattern filed by Demerged Company and Resulting Company with ROC.

j) Details of Revenue, PAT and EBIDTA of Demerged Company and Resulting Company for last 3 years.

k) Value of Assets and liabilities of Demerged Company that are being transferred to Resulting Company and post-merger balance sheet of Resulting Company.

l) Details of potential benefits and risks associated with the merger, including integration challenges, market conditions and financial uncertainties.

m) Financial implication of merger on Promoters, Public Shareholders and the companies involved, synergies between Demerged Company and Resulting Company along with intercompany transactions between them.

n) Disclose all actions taken and/or initiated against the entities involved in the scheme including its promoters/directors/KMPs and possible impact of the same on the Transferee Company to the shareholders along with its status.

o) Disclose the impact on reserves of Resulting Company pursuant to the scheme of arrangement along with quantitative details showing the impact for both pre & post the scheme of arrangement and the same is accordance with applicable accounting standards and other applicable provisions of the Companies Act, 2013. Disclose the approval requirement of shareholders under the Companies Act, 2013 and other relevant details.

p) The scheme shall be acted upon subject to the applicant complying with the Para 10 (a) & (b) of Part I of SEBI Master Circular issued on June 20, 2023, and relevant clauses mentioned in the scheme document.

The above details are disclosed in **Annexure K**

31. As advised in the Observation Letter issued by NSE dated 8th December 2025, the additional information as per **Annexure L of the Stock Exchange Checklist** as required to be submitted is disclosed in **Annexure N**

32. The shareholders of the First Applicant Company will be issued shares in accordance with the Share Entitlement Ratio provided in the Valuation Report.

33. In addition to the documents appended hereto, the electronic copy of following documents will be available for inspection in the investors section of the website of the Second Applicant Company at www.digjam.co.in

a) Certified copy of the Order of the Hon'ble National Company Law Tribunal, Chennai Bench dated 19th June 2026 passed in Company Application No. C.A.(CAA)/10/CHE/2026 directing the convening of the meeting of Equity Shareholders of the Second Applicant Company

b) Scheme of Arrangement

c) Memorandum and Articles of Association of Reid & Taylor International Private Limited and Digjam Limited

d) Copies of audited financial statements of Digjam Limited and Reid & Taylor International Private Limited for the year ended 31st March 2025

e) Copies of the Provisional Unaudited Financial Statements of Reid & Taylor International Private Limited as on 31st March 2026 & Audited Financial Results of Digjam Limited as on 31st March 2026

f) Copy of the Observation Letters issued by BSE and NSE dated 5th December and 8th December 2025 respectively.

g) Copy of the Valuation Report providing for the Share Entitlement Ratio dated 27th June 2025 issued by Mr. Archit Gupta, Registered Valuer

h) Copy of the Fairness Opinion Report issued by Navigant Corporate Advisors Limited, Merchant Banker, dated 29th June 2025

i) Copy of the Report of the Audit Committee dated 29th June 2025

j) Copy of the Report of the Committee of Independent Directors dated 29th June 2025

k) Copies of the Resolutions passed by the respective Board of Directors of Reid & Taylor International Private Limited and Digjam Limited on 29th June 2025 approving the Scheme

l) Report adopted by the Board of Directors of Reid & Taylor International Private Limited and Digjam Limited pursuant to Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Arrangement on each class of shareholders (promoter and non-promoter shareholders) and key managerial personnel

m) Copies of the Statutory Auditor's certificate of the Applicant Companies confirming that the accounting treatment provided in the Scheme is in compliance with Section 133 of the Companies Act, 2013

n) Copy of the Abridged Prospectus providing information pertaining to RTIL i.e., an unlisted company involved in the Scheme in the format prescribed in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with copy of certificate issued by SEBI registered merchant banker, certifying the accuracy and adequacy of the disclosures made in the Abridged Prospectus as per SEBI Scheme Circular

o) Any other information, contracts or agreements material to the arrangement.

This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Sections 102 and 110 of the Companies Act, 2013. A copy of the Scheme and Explanatory statement may also be obtained free of cost from the registered office of the Second Applicant Company.

Date: July 14, 2026

Place: Palani, Tamil Nadu

Sd/-

Hardik Bharat Patel

Director of the Second Applicant Company

DIGJAM LIMITED
CIN: L17123TZ2015PLC036291
Registered Office: Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu.
Website: www.digjam.co.in
E-mail: cosec@digjam.co.in
Telephone: +91 (022) 4000 2600

Notes for Meeting of Equity Shareholders of the Company:

1. General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.digjam.co.in. The Notice can also be accessed from the websites 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 the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, August 13, 2026, at 09:00 A.M. and ends on

Saturday, August 15, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, August 10, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 10, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to

	NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pugazhenthiajithkumar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-**

Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cosec@digjam.co.in. The shareholders who do not wish to speak during the EGM but have queries

may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cosec@digjam.co.in. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Date: July 14, 2026

Place: Palani, Tamil Nadu

Sd/-

Hardik Bharat Patel

Director of the Second Applicant Company

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