

Date: June 27, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Scrip Code: 539979

Symbol: "DIGJAMLMTD"

Subject: Order of the National Company Law Tribunal in relation to Scheme of Arrangement

Reference: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the provisions of Regulations 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in continuation of our previous intimations dated June 29, 2025 and December 09, 2025, we are pleased to inform you that the order of the Hon'ble National Company Law Tribunal, Chennai Bench, ("Tribunal") was pronounced on June 19, 2026, and a copy of the said order was received by the Company on June 26, 2026, in relation to the joint application filed under Section 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in connection with the proposed Scheme of Arrangement between Reid & Taylor International Private Limited ("Demerged Company") and Digjam Limited ("Resulting Company") and its shareholders ("Scheme").

The Hon'ble Tribunal has, inter alia:

- Admitted the joint application filed in relation to the proposed Scheme;
- Issued directions for convening meetings of the unsecured creditors of the Demerged Company and the equity shareholders of the Resulting Company for the purpose of considering and approving the proposed Scheme;
- Directed issuance of notices to the concerned regulatory authorities and stakeholders; and
- Directed the Company to undertake publication of notices and other procedural compliances as required under applicable laws.

The said order is procedural in nature, providing directions for conducting meetings of the unsecured creditors of the Demerged Company and the equity shareholders of the Resulting Company and completing statutory formalities in connection with the proposed Scheme.

The Scheme shall be subject to the approval of the shareholders, creditors (as applicable), and other statutory and regulatory approvals, including the final sanction of the Hon'ble Tribunal.

Registered Office:

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

Corporate Office:

602, Boston House,
6th Floor, Suren Road,
Andheri (E), Mumbai,
Maharashtra- 400093,
Tel.: +91 (022) 4000 2600

Warehouse:

1st Floor, Building No. J-13/
Gala no.06 to 10,
Shree Arihant complex,
Reti bunder Road, Kopar,
Bhiwandi- 421302

The copy of the order received from the Hon'ble Tribunal is enclosed herewith.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For **Digjam Limited**

Ritesh Krishna Kumar Mishra
Company Secretary and Compliance officer
ICSI Membership No. A76039

Registered Office:

Door No. 508/A/6, GVG Nagar,
Pushapathur, Swaminathapuram,
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Saminathapuram, Dindigul, Palani,
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Bhiwandi - 421302



**NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – II
CHENNAI**

**ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL
COMPANY LAW TRIBUNAL, CHENNAI BENCH, HELD ON 19.06.2026 AT
10.30 A.M. THROUGH VIDEO CONFERENCING:**

**CORAM : SHRI. JYOTI KUMAR TRIPATHI, HON'BLE MEMBER (JUDICIAL)
SHRI. RAVICHANDRAN RAMASAMY, HON'BLE MEMBER (TECHNICAL)**

APPLICATION NUMBER : --

PETITION NUMBER : C.A.(CAA)/10(CHE)2026

**NAME OF THE PETITIONER : REID & TAYLOR INTERNATIONAL
PRIVATE LIMITED**

NAME OF THE RESPONDENT(S) : --

UNDER SECTION : Sec 230-232 of CA, 2013

ORDER

Vide separate order pronounced in open court, **C.A.(CAA)/10(CHE)2026**
is Allowed.

**Sd/-
RAVICHANDRAN RAMASAMY
Member (Technical)**

**Sd/-
JYOTI KUMAR TRIPATHI
Member (Judicial)**



**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH - II, CHENNAI**

CA (CAA) / 10 (CHE) / 2026

(Under Sections 230 to 232 of the Companies Act, 2013)

In the matter of Demerger of Reid & Taylor International Private Limited (Demerged Company) and Digjam Limited (Transferee Company) and their shareholders

REID & TAYLOR INTERNATIONAL PRIVATE LIMITED

(CIN: U74999TZ2019PTC037321)

Having its Registered Office at,
Door No. 508 / B/ 6, OVG Nagar,
Pushapathur, Swaminathapuram,
Palani Taluk, Dindigul District
Tamil Nadu – 642 113.

... 1st Applicant /Demerged Company

With

DIGJAM LIMITED

(CIN: L17123TZ2015PLC036291)

Having its Registered Office at,
Door No. 508/ A/ 6 , GVG Nagar,
Pushapathur, Swaminathapuram,
Palani Taluk, Dindigul District
Tamil Nadu – 642 113.

... 2nd Applicant / Resulting Company

Order Pronounced on 19th June 2026

CORAM

Shri. JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)

Shri. RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)

Present:

For Applicants: Ayyasamy Rangarajan, Advocate



ORDER

(Hearing through hybrid mode)

1. The present application have been filed jointly by the Applicant Companies, namely **REID & TAYLOR INTERNATIONAL PRIVATE LIMITED** (hereinafter referred to as "*Demerged Company*") with **DIGJAM LIMITED** (hereinafter referred to as "*Resulting Company*") under sections 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement (hereinafter referred to as the "**SCHEME**") proposed by the Applicant Companies. The said Scheme is appended as "**Annexure D**" in the application.
2. The Applicant Companies in this Application has sought for the following reliefs;

NAME OF DEMERGED/ RESULTING ENTITY	EQUITY SHAREHOLDERS	PREFERENCE SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
Reid & Taylor International Private Limited (1st Applicant Company) ("Demerged Company")	The meeting of the Equity Shareholders of the 1st Applicant Company may be dispensed with;	NA	The meeting of the Secured Creditors of the 1st Applicant Company may be dispensed with;	To direct that the meeting of the Unsecured Creditors of the 1st Applicant Company be held on such date and time as this Hon'ble Tribunal may deem fit and that a Chairman be appointed for the meeting, and pass necessary directions with regard to issue of notice, convening, holding and conducting of the meeting;
Digjam Limited (2nd Applicant Company) ("Resulting Company")	To direct that the meeting of the Equity Shareholders of the 2nd Applicant Company be held on such date and time as this Hon'ble Tribunal may deem fit and that a Chairman be appointed for the meeting, and pass necessary directions with regard to issue of notice, convening, holding and conducting of the meeting;	The meeting of the Preference Shareholders of the 2nd Applicant Company may be dispensed with;	NA	The meeting of the Unsecured Creditors of the 2nd Applicant Company may be dispensed with;



3. Affidavits in support of the present Application sworn for and on behalf of the Applicant Companies have been filed by its authorized signatories, details of which are listed hereunder: -

Mr. Hardik Patel, on behalf of the 1st Applicant Company/ Demerged Company 2nd Applicant Company/ Resulting Company, as its Director/ Authorized signatory.

4. It is submitted that the Demerged Company is a Private Limited Company, incorporated under the provisions of Companies Act, 1956 on 28.01.2010 with name **REID & TAYLOR INTERNATIONAL PRIVATE LIMITED**. The Share Capital of the Transferor Company as on 31.03.2025 is as follows:

PARTICULARS	AMOUNT IN Rs.
<u>AUTHORISED SHARE CAPITAL</u>	
1,00,00,000 Equity shares of Rs.10/- each	10,00,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</u>	
1,15,000 Equity shares of Rs.10/- each	11,50,000

Subsequent to 31.03.2025, there had been a change in the issued, subscribed and paid-up capital of the 1st applicant company as on 25.06.2025, as below:

1,53,400 Equity Shares of INR 10/- each totalling to 15,34,000/-

MAIN OBJECTS OF THE DEMERGED COMPANY IN BRIEF:

- a. The main objects of Demerged Company are set out in its memorandum of association and inter alia, 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, phosphides, insecticides, pesticides, fungicides, fumigants, rodenticides and their formulation and/or other agricultural chemical and fertilizers 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, pharmaceuticals, cosmetics, dyes, intermediate paints, plastic resins and/or plastics pharmaceutical, medicals and medicinal products,

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.”

5. It is submitted that the Resulting Company is a Private Limited Company, incorporated under the provisions of the Companies Act, 2013 on 26.05.2008 with name **DIGJAM LIMITED**. The Share Capital of the Transferee Company as on 31.03.2024 is as follows:

PARTICULARS	AMOUNT IN RS.
<u>AUTHORISED SHARE CAPITAL</u>	
10,00,50,000 Equity shares of Rs.10/- each	1,00,05,00,000



27,00,000 Cumulative, Non-Convertible, Redeemable 7% Preference Shares of Rs.100/- each	27,00,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP SHARE</u>	
<u>CAPITAL</u>	
2,00,00,000 Equity shares of Rs.10/- each	20,00,00,000
27,00,000 Cumulative, Non-Convertible, Redeemable 7% Preference Shares of Rs.100/- each	27,00,00,000

MAIN OBJECTS OF THE RESULTING COMPANY IN BRIEF:

a. The main objects of Resulting Company are set out in its memorandum of association and inter alia, 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."

Applicant companies have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses. The



Applicant Companies have filed their audited financial Statements as on 31.03.2025 and is placed at *Annexure A2* and *Annexure B2* respectively.

6. The Present Scheme provides for Demerger of the Applicant companies and the rationale of the scheme is as follows:

RATIONALE FOR THE SCHEME

“(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."

7. The Board of Directors of the Demerged Company and the Resulting Company in the meeting held on 08.07.2025, has approved the proposed Scheme as contemplated above. Certified Copies of the Board resolutions passed thereon have been placed on record by the companies on Page no. 248-253 as **Annexure A4 and B4** of the application respectively.
8. The Statutory Auditors of both the Applicant Companies have certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013.
9. With respect to **REID & TAYLOR INTERNATIONAL PRIVATE LIMITED (Demerged Company)**, it is submitted as under:

I. EQUITY SHAREHOLDERS:

There are **4 (Four)** Equity Shareholders and the List of equity shareholders to this effect as on 26.12.2025 is placed on record as a certificate issued by the Chartered Accountant at Pg.No.388-389 as **Annexure E1**. Consent by way of Affidavits was given by all the Equity Shareholders amounting to 100% is also placed on record at Pg.No.390-408 as **Annexure E2** and the Demerged Company has sought to *dispense with the meeting*.

II. SECURED CREDITORS:



There is **1 (One)** Secured Creditor. Certificate has been issued by the Chartered Accountant to this effect as on 30.11.2025 is placed along with the application at Pg.No.409-424 as **Annexure E3**. Consent by way of Affidavits was given by all the Equity Shareholders amounting to 100% is also placed on record at Pg.No.425-429 as **Annexure E4** and the Demerged Company has sought to *dispense with the meeting*.

III. UNSECURED CREDITORS:

There is **671 (Six Hundred and Seventy One)** Unsecured Creditors. Certificate has been issued by the Chartered Accountant to this effect as on 30.11.2025 is placed along with the application at Pg.No.410-424 as **Annexure E3**.

10. With respect to **DIGJAM LIMITED (Resulting Company)**, it is submitted as under:

I. EQUITY SHAREHOLDERS:

There are **24 (Twenty Four)** Equity Shareholders and the List of equity shareholders to this effect as on 26.12.2025 is placed on record as a certificate issued by the Chartered Accountant at Pg.No.434-436 as **Annexure F1**.

II. PREFERENCE SHAREHOLDERS:

There are 1 (One) Preference Shareholders and the List of equity shareholders to this effect as on 26.12.2025 is placed on record as a certificate issued by the Chartered Accountant at Pg.No.434-436 as **Annexure F1**. Consent by way of Affidavits was given by all of the Unsecured Loan Creditors amounting to 100% is also placed on record at Pg.No.437-441 as **Annexure F2** and the Resulting Company has sought to *dispense with the meeting*.

III. SECURED CREDITORS:



There is **NIL** Secured Creditor. Certificate has been issued by the Chartered Accountant to this effect as on 30.11.2025 is placed along with the application at Pg.No.442-456 as **Annexure F3**.

IV. UNSECURED CREDITORS:

There is **529 (Five Hundred and Twenty Nine)** Unsecured Creditors. Certificate has been issued by the Chartered Accountant to this effect as on 30.11.2025 is placed along with the application at Pg.No.442-456 as **Annexure F3**. Consent by way of Affidavits was given by all of the Unsecured Loan Creditors amounting to 95.08% is also placed on record at Pg.No.457-464 as **Annexure F4** and the Resulting Company has sought to *dispense with the meeting*.

11. Taking into consideration the submissions and the documents on record, this Tribunal issues the following directions: -

A) IN RELATION OF DEMERGED COMPANY:

I) With respect to Equity shareholders:

Since it is represented that there are **4 (Four)** Equity Shareholder in the Company whose consents by way of affidavits forming 100% value have been obtained and are placed on record, the necessity to convene and hold a meeting is *dispensed with*.

II) With respect to Secured Creditors:

It is represented that there is **1 (One)** Secured Creditors in the Company whose consents by way of affidavits forming 100% value have been obtained and are placed on record, the necessity to convene and hold a meeting is *dispensed with*.

III) With respect to Unsecured Creditors:

Since it is represented that there are **671 (Six Hundred and Seventy One)** Secured Creditors in the Company who has sought for convening the meeting, this tribunal directs to convene the meeting of Secured



Creditors on 16.08.2026 at 10.00 A.M at the Registered office address of the Demerged Company or through video conferencing or if not convenient at any other suitable place for which approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

B) IN RELATION OF RESULTING COMPANY:

I) With respect to Equity shareholders:

Since it is represented that there are **24 (Twenty Four)** Equity shareholders in the Company who has sought for convening the meeting, this tribunal directs to convene the meeting of Secured Creditors on 16.08.2026 at 11.00 A.M at the Registered office address of the Demerged Company or through video conferencing or if not convenient at any other suitable place for which approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

II) With respect to Preference shareholders:

Since it is represented that there are **1 (One)** Preference shareholders in the Company whose consents by way of affidavits forming 100% value have been obtained and are placed on record, the necessity to convene and hold a meeting is *dispensed with*.

III) With respect to Secured Creditors:

Since it is represented that there are **NIL** Secured Creditors in the Company, the necessity to convene and hold a meeting is *dispensed with*.

IV) With respect to Unsecured Creditors:

Since it is represented that there are **529 (Five Hundred and Twenty Nine)** Unsecured Creditor in the Company whose consents by way of affidavits forming 95.08%% value have been obtained and are placed on record, the necessity to convene and hold a meeting is *dispensed with*.



12. The quorum for the meeting of the Applicant Company shall be as follows:

(a) Transferor Company - 2

S.No.	Class	Quorum
1	Unsecured Creditors of Demerged Company	140
2	Equity Shareholders of Resulting Company	6

- (i) The Chairperson appointed for the aforesaid meeting shall be Sri Ram (Mobile No. 8056279887). The Fee of the Chairperson for the said meeting shall be Rs.1,00,000/- (Rupees one lakh only) in addition to meeting his incidental expenses. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.
- (ii) Mr. Ajith Kumar. P, Advocate (Mobile No.9962401082) is appointed as a Scrutinizer and would be entitled to a fee of Rs. 60,000/- (Rupees sixty thousand only) for services in addition to meeting his incidental expenses.
- (iii) In case the quorum as noted above, for the above meeting of the Applicant Companies is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the



applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.

- (iv) The meetings shall be conducted as per applicable procedure prescribed under MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);
- (v) That individual notices of the above said meetings shall be sent by the Applicant Company through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.
- (vi) That the applicant company shall publish advertisement with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily “Business Standard” (All India Edition), and “Makkal Kural” Tamil (Tamil Nadu Edition) in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant companies.
- (vii) The Chairperson shall as aforesaid be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.



- (viii) The company shall individually send notice to the Regional Director concerned, MCA, Registrar of Companies, Official Liquidator and the Income Tax Authorities as well as other Sectoral regulators who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
- (ix) The applicant company shall further copy of the Scheme free of charge within 1 days of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.
- (x) The authorized Representative of the Applicant Company shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.

All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

13. Accordingly, the Application, CA(CAA)/10/(CHE)/2026 stands **allowed**.

-Sd-

RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

-Sd-

JYOTI KUMAR TRIPATHI
MEMBER (JUDICIAL)