

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, Gujarat, India

Tel.: +91-288-2712972 - 73

Fax: +91-288-2712991

e-mail: investors@digjam.co.in

Ref. No. CL/

July 31, 2015

1. BSE Ltd. (022) 2272 3121/1278/1557/3354/3577
Corporate Relationship Department, 1st Floor,
New Trading Ring, Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001 **Code No. 503796**

2. The Manager (022) 2659 8237/8238
Listing Department, 66418124/25/26
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
C/1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400 051 **Symbol "DIGJAM"**

Dear Sir:

Re: Outcome of Board Meeting

In continuation of our letter no. CL/2144 dated July 22, please note that the Board of Directors of the Company at their meeting held today have, as recommended by the Audit Committee, approved the proposed Scheme of Amalgamation between DIGJAM Limited with DIGJAM Textiles Limited, and their respective Creditors and Shareholder ('Scheme of Amalgamation' or 'Scheme') for amalgamation of DIGJAM Limited with DIGJAM Textiles Limited subject to all relevant approvals.

The Board of Directors of DIGJAM Textiles Limited have also approved the Scheme of Amalgamation at its meeting held today. DIGJAM Textiles Limited is currently not a listed company.

The Salient features of the draft Scheme of Amalgamation are, inter-alia as under:

- a. The draft Scheme of Amalgamation provides for the Amalgamation of Digjam Limited (defined as Amalgamating Company in the Scheme) into its wholly owned subsidiary i.e. Digjam Textiles Limited (defined as Amalgamated Company in the Scheme).
- b. The Appointed date of the draft Scheme of Amalgamation is fixed as close of business on June 30, 2015 or such other date as may be assented to and approved by the Board of Directors.
- c. All properties, assets and rights, etc. (as defined in the Scheme) of the Amalgamating Company shall become the properties, assets and rights etc. of the Amalgamated Company.
- d. All liabilities (as defined in the Scheme) of the Amalgamating Company shall become the liabilities of the Amalgamated Company.
- e. The transfer of the Amalgamating Company will be on a going concern basis.



.....2/

- f. The recommended consideration for the amalgamation:
- i. To the equity shareholders of DIGJAM Limited, 8,76,41,621 (Eight Crores Seventy Six Lakhs Forty One Thousand Six Hundred Twenty One Only) fully paid up equity shares of face value of INR 10 (Ten) each at a Premium of INR 5 (Five) per equity share of the Amalgamated Company for the same number of equity shares of face value of INR 10 (Ten) held in the Amalgamating Company, held on the Record Date by such equity shareholders or their successors in the Amalgamating Company and
 - ii. To the 8% Non-Convertible Redeemable Preference Shareholders of DIGJAM Limited, the same number of 8% Non-Convertible Redeemable Preference Shares of face value INR 100 (Hundred) each as fully paid up of the Amalgamated Company, held on the Record Date by such Preference Shareholders or their successors, on same terms and conditions on which, the said 8% Non-Convertible Redeemable Preference Shares were issued by the Amalgamating Company.
 - iii. The aforesaid shares shall be allotted, without any application, deed or payment, to the shareholders of DIGJAM Limited on a record date to be fixed after the Scheme becomes effective in terms thereof, and their existing shareholdings in DIGJAM Limited will stand automatically cancelled.
- g. The new equity shares issued by the Amalgamated Company pursuant to the amalgamation shall after relevant approvals be listed/admitted to trading on the BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Amalgamating Company are listed and/or admitted to trading.
- h. Upon the Scheme of Amalgamation coming into effect, the name of the Amalgamated Company shall be changed to "DIGJAM Limited".
- i. Upon the Scheme of Amalgamation coming into effect, the Amalgamating Company shall be dissolved without being wound up.


BMR Advisors are acting as transaction and restructuring advisors to the Scheme of Amalgamation.

Please display this notice on the website of the Exchange for information of all concerned.

A copy of the aforesaid Scheme of Amalgamation along with the required documents will be sent for your kind approval under Clause 24(f) of the Listing Agreement.

Thanking you,

Yours faithfully,
For DIGJAM Limited


(G.K. Sureka)
Company Secretary