

Ref: NSE/LIST/49805

July 29, 2025

The Company Secretary
Digjam Limited

Dear Madam/Sir,

Sub: Requirements for in principle approval to Scheme of Arrangement for demerger of the Demerged Undertaking of Reid & Taylor International Private Limited ("RTIL" or "Demerged Company") into Digjam Limited ("Digjam" or Resulting Company").

In this regard you are requested to provide the following documents/details as mentioned below:

1. The following observations are noted under the draft scheme of arrangement –
 - a. Please specify the business of all the companies involved in the scheme of arrangement
 - b. As Reid & Taylor International Private Limited is transferring its textile business to Digjam Limited, kindly clarify what business activities Reid & Taylor International Private Limited will be engaged in post-transfer.
 - c. Kindly provide whether the company is complying with the requirement under Para 3(B) of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, which mandates that the percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity in the post-scheme shareholding pattern of the merged company, on a fully diluted basis, shall not be less than 25%.
2. The following observations are noted under the 'Valuation Report' –
 - a) The valuation report does not include detailed workings for the DCF valuation of RTIL and for both DCF and Market Approach valuations of Digjam Limited. Kindly provide the complete workings and assumptions used for these valuations.
 - b) Please provide requisite rationale validating the weights allocated to each method for the valuation reports provided for 'Digjam Limited' and the 'RTIL'.
 - c) For Digjam Limited, the valuer has considered the **Market Comparable Approach** instead of the **Market Price Method**. Kindly provide the rationale for selecting the comparable approach over the market price method.

Please provide the response on the letter head of the valuer and ensure that the same is duly certified

3. Kindly provide requisite details specifying information pertaining to reclassification of promoters and public shareholders under the post scheme shareholding pattern of the resulting company.
4. It has been observed that three different symbols for Digjam Limited are listed on the NEAPS portal. Kindly clarify the reason for this and confirm which symbol is currently active and relevant for the scheme.

DIGJAM	Digjam Limited
DIGJAMLMTD	Digjam Limited
DIGJAMLTD	Digjam Limited

5. The company has provided the shareholding pattern along with PAN details; however, the PAN information is not visible or has not been adequately disclosed. Kindly provide a revised version with clearly visible PAN details for verification purposes.
6. As per Point No. 11 of the checklist and Para (A)(10)(c) of Part I of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93, in cases where approval from public shareholders through e-voting is not applicable under Para (A)(10)(b), the company is required to submit:
- An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a).
 - A certified copy of the Board of Directors' resolution approving the aforesaid auditor certificate.
- However, the company has not provided the above-mentioned documents. Kindly clarify the same.
7. With reference to the Net-Worth calculations provided for all the companies, it is noted that the post-scheme Net-worth of the resulting company is not reconciling with the net worth of the demerged undertaking and the transferor companies. Please clarify and substantiate
8. As per the scheme, Reid & Taylor International Private Limited (RTIL) is transferring its textile business to Digjam Limited. It is observed that:
- RTIL's **net worth** decreases from ₹259.64 crore (pre-scheme) to ₹44.81 crore (post-scheme), which is expected due to the transfer of business.
 - However, Digjam Limited's **net worth** increases from ₹32.45 crore to only ₹103.76 crore post-scheme, which appears disproportionately low considering the scale of business being transferred from RTIL.
- Kindly clarify the basis and rationale for the post-scheme net worth of Digjam Limited, and explain why the increase does not appear proportionate to the business acquired from RTIL.
9. As per Point No. 20 of the checklist, *in case of a scheme of demerger, additional documents as specified in Annexure H are required to be submitted.* However, the company has not provided Annexure H. Kindly provide the same.

Yours faithfully,
For National Stock Exchange of India Ltd.

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P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm