

Aerodrome Road,  
Jamnagar – 361 006, India.  
Tel.: +91 (0288) 2712972-73  
E-mail : [cosec@digjam.co.in](mailto:cosec@digjam.co.in)

**Date:** July 1, 2025

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

**Code No. 539979**

National Stock Exchange of India  
Ltd.  
Listing Department,  
'Exchange Plaza', C/1, Block G,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai 400 051

**Symbol "DIGJAMMLTD"**

**Subject: Revised outcome of Board Meeting: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023**

**Ref: Scheme of Arrangement presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 amongst Reid & Taylor International Private Limited ("RTIL" or "Demerged Company") and Digjam Limited ("Digjam" or "Resulting Company") and their respective shareholders**

Dear Sir/Madam,

In terms of Regulation 30 read with Schedule III of the SEBI Listing Regulations, we hereby inform you that the Board of Directors ("**Board**") of the Company in its meeting held today i.e., 29<sup>th</sup> June 2025, based on the recommendations of the Nomination & Remuneration Committee, Audit Committee and Committee of Independent Directors, has considered and approved the following:

1. The Board took note of the **resignation** of **Mr. Parashiva Murthy B S**, Director of the Company, with effect from 29<sup>th</sup> June 2025. (enclosed as **Annexure 1**). He has resigned due to personal reasons and confirmed that there are no other material reasons for his resignation. The Board placed on record its sincere appreciation for the valuable contribution made by Mr. Murthy during his tenure.
2. Based on the recommendation of the Nomination and Remuneration Committee, the Board approved the appointment of **Mr. Ruchit Bharat Patel** (DIN: 00603359) as an **Additional Director** (Non-Executive, Non-Independent) with effect from 29th June 2025. He shall hold

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office up to the date of the next Annual General Meeting. A brief profile of Mr. Ruchit Bharat Patel is enclosed as **Annexure 2**, in compliance with SEBI Listing Regulations.

3. A Scheme of Arrangement (the “**Scheme**”) presented under Section 230 to 232 read with other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Rules framed thereunder. The Scheme, inter alia, provides for the demerger of the Demerged Undertaking of Reid & Taylor International Private Limited (“**RTIL**” or “**Demerged Company**”) into Digjam Limited (“**Digjam**” or “**Resulting Company**”).

The Scheme is subject to necessary approvals including that from the Stock Exchanges, Securities and Exchange Board of India (SEBI), the shareholders and creditors of the Company and the Hon’ble National Company Law Tribunal (NCLT).

The Scheme shall be filed with the Stock Exchanges for obtaining their ‘No Objection Letter’ in terms of the provisions of Regulation 37(1) of SEBI Listing Regulations.

The disclosures required under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated July 13, 2023, in respect of the Scheme is enclosed as herewith as **Annexure 2**.

The disclosures required under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated July 13, 2023, in respect of the Scheme is enclosed as herewith as **Annexure 3**.

The Board meeting commenced at 06:15 P.M. IST and ended on 10:05 P.M. IST.

Kindly take the above information in your records.

Yours faithfully,  
For, **DIGJAM Limited**

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**Hardik Bharat Patel**  
**Whole-time Director**  
**DIN: 00590663**

**Date: 29th June 2025**

**To**

The Board of Directors  
Digjam Limited

**Subject:** Resignation from the Directorship of the Company

Dear Sir/Madam,

I hereby tender my resignation from the position of Director of **Digjam Limited**, with effect from **29th June 2025**.

This decision has been taken due to personal reasons and other professional commitments. I confirm that there are no other material reasons for my resignation other than those mentioned above.

I take this opportunity to thank the Board of Directors and the management of Digjam Limited for the support and cooperation extended to me during my tenure. It has been a pleasure being associated with the Company.

Kindly acknowledge this letter and arrange for the necessary filings with the Registrar of Companies to give effect to my resignation.

Thanking you.

Yours sincerely,  
**Parashiva Murthy**  
DIN: 00011584

Received

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**Annexure 2**

**Details required pursuant to Para A of Part A of Schedule III of Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated July 13, 2023**

1.	Reason for change viz. appointment, <del>re-appointment, resignation, removal, death or otherwise;</del>	Appointment of Mr. Ruchit Bharat Patel (DIN: 00603359) as Additional Director (Non- Executive Non- Independent)
2.	Date of appointment <del>/re-appointment/cessation</del> (as applicable) & term of appointment <del>/re-appointment</del>	<b>Date of Appointment:</b> June 29, 2025
3.	Brief profile (in case of appointment)	Dr. Ruchit Patel is a seasoned professional with a diverse portfolio of experience across the healthcare and financial sectors. He currently serves as a Non-Executive Director on the Boards of various companies. A qualified and well-known Gastroenterologist based in Mumbai's Western Suburbs, Dr. Patel brings with him substantial administrative expertise and a strong background in medical practice. His multifaceted experience contributes meaningfully to the strategic oversight and decision-making capabilities of the Board of Digjam Limited.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Brother of Mr. Hardik Bharat Patel (DIN: 00590663), (Executive Director)
5.	Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority (in case of appointment of a director).	He is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority

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**Annexure 3****Disclosure under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023**

Sr. No.	Particulars	Details
1.	Brief details of the division to be demerged	<p><b>The Scheme of Arrangement involves the following entities:</b></p> <ul style="list-style-type: none"><li>• Reid &amp; Taylor International Private Limited (“RTIL” or “<b>Demerged Company</b>”); and</li><li>• Digjam Limited (“<b>Digjam</b>” or “<b>Resulting Company</b>”)</li></ul> <p><b>Appointed Date</b> for the Scheme is 1<sup>st</sup> July 2025</p> <p>Scheme of Arrangement provides for the demerger of the Demerged Undertaking from the RTIL into Digjam</p> <p><b>The Demerged Undertaking</b> means all the business, undertakings, properties, activities, operations, investments, assets and liabilities of whatsoever nature and kind and wheresoever situated, of the Demerged Company, in relation to and pertaining to the “Textile Business”</p>
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	Turnover of the Demerged Undertaking for the Financial Year ended 31 <sup>st</sup> March 2025 is INR 48881.12 (in Lacs). This represents 2,686% of the total turnover of the Listed Company for the aforesaid period.
3.	Rationale for the Demerger	<p>The Rationale of the Scheme is as below:</p> <ul style="list-style-type: none"><li>• Both the Companies involved in this Scheme are part of the Finquest Group (“<b>Group</b>”)</li></ul>



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		<ul style="list-style-type: none"> <li>• Further, the Resulting Company and the Demerged Undertaking i.e., Textile Business Undertaking (as defined in Clause 1.8 of the Scheme) of the Demerged Company are engaged in similar business activities.</li> <li>• 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: <ul style="list-style-type: none"> <li>(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.</li> <li>(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.</li> <li>(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</li> </ul> </li> </ul>
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		<p>provide more extensive and integrated services in the textile sector.</p> <p>(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.</p> <p>(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.</p> <p>The Scheme shall be beneficial and be in the best interest of the shareholders, creditors and other stakeholders of both the Demerged Company and the Resulting Company. The Scheme shall not be in any manner prejudicial to the interest of concerned members, creditors and stakeholders.</p>																			
4.	Brief Details of the Shareholding Pattern (if any) of all the entities	<p>There will be no change in the shareholding pattern of the Demerged Company pursuant to the Scheme.</p> <p>Change in shareholding pattern of the Resulting Company pursuant to the Scheme will be as under:</p> <table><tr><th rowspan="2">Category of Shareholders</th><th colspan="2">Pre-Scheme</th><th colspan="2">Post-Scheme</th></tr><tr><th>No. of Shares</th><th>% Share holding</th><th>No. of Shares</th><th>% Share holding</th></tr><tr><td>Promoter and Promoter Group</td><td>1,50,00,000</td><td>75%</td><td>6,84,53,150</td><td>74.97%</td></tr><tr><td>Public</td><td>50,00,000</td><td>25%</td><td>2,28,48,704</td><td>25.03%</td></tr></table>	Category of Shareholders	Pre-Scheme		Post-Scheme		No. of Shares	% Share holding	No. of Shares	% Share holding	Promoter and Promoter Group	1,50,00,000	75%	6,84,53,150	74.97%	Public	50,00,000	25%	2,28,48,704	25.03%
Category of Shareholders	Pre-Scheme			Post-Scheme																	
	No. of Shares	% Share holding	No. of Shares	% Share holding																	
Promoter and Promoter Group	1,50,00,000	75%	6,84,53,150	74.97%																	
Public	50,00,000	25%	2,28,48,704	25.03%																	

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		Total	2,00,00,000	100 %	9,13,01,854	100%
5.	In case of cash consideration - amount or otherwise share exchange ratio	<p>No cash consideration payable under the Scheme</p> <p>Consideration for Demerged Undertaking shall be discharged by issue of equity shares by the Resulting Company to the shareholders of the Demerged Company as per the following Share Exchange Ratio:</p> <p><b><i>“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, resulting into issue of 7,13,01,854 equity shares of INR 10/- (Rupees Ten Only) each fully paid up of the Resulting Company.”</i></b></p>				
6.	Whether listing would be sought for the Resulting Entity?	<p>The equity shares of the Resulting Company are already listed on BSE Limited and National Stock Exchange of India Limited. The new equity shares to be issued by the Resulting Company to the equity shareholders of the Demerged Company as consideration under the Scheme, shall be listed and admitted to trading on BSE Limited and National Stock Exchange of India Limited, subject to the Resulting Company obtaining the requisite approvals from all the relevant authorities for the same in due course of time.</p>				