Reid & Taylor International Private Limited
(Formerly Known as Krihaan Texchem Private Limited)
Corporate Identity Numbers: U74999TZ2019PTC037321

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Door No. 508/B/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District – 642113, Tamil Nadu.	602, Boston House, 6th Floor, CTS 261., Suren Road, Andheri (East), Behind Cine magic, Chakala MIDC, Mumbai, Maharashtra, India, 400093	Mr. Pankaj Prakash Gharat Authorised Representative	Tel No: (022)-4000-2600 Email Id: cs@rtil.in	NA

PROMOTERS OF OUR COMPANY: FINQUEST FINANCIAL SOLUTIONS PRIVATE LIMITED, HARDIK BHARAT PATEL, MINAL BHARAT PATEL

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (NO. OF SHARES)	TOTAL ISSUE SIZE	ELIGIBILITY SHARE RESERVATION AMONG QIB, NIB & INDIVIDUAL INVESTORS
Not Applicable (Since there is no invitation to public for subscription by way of this document)				

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION PER EQUITY SHARE – NOT APPLICABLE (SINCE THERE IS NO INVITATION TO PUBLIC FOR SUBSCRIPTION BY WAY OF THIS DOCUMENT)

RISK IN RELATION TO THE FIRST ISSUE

Not Applicable (Since there is no invitation to public for subscription by way of this document)

GENERAL RISKS

Not Applicable (Since there is no invitation to public for subscription by way of this document). Specific attention of the readers is invited to the sections titled 'Internal Risk factors' on Page no. 9 of this Abridged Prospectus.

COMPANY'S AND THE SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Not Applicable (Since there is no invitation to public for subscription by way of this document).

LISTING

Pursuant to the Scheme, the new Equity Shares of the Resulting Company issued in terms of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges where the shares of the Resulting Company are listed and/or admitted to trading subject to necessary approvals under SEBI regulations and from Stock Exchanges and all necessary applications and compliances being made in this respect by the Resulting Company.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

DETAILS OF BOOK RUNNING LEAD MANAGER	CONTACT PERSON	EMAIL & TELEPHONE
Not Applicable		

DETAILS REGISTRAR TO THE ISSUE

NAME AND LOGO OF THE REGISTRAR	CONTACT PERSON	EMAIL & TELEPHONE
Not Applicable		

BID/ISSUE PERIOD

Anchor Investor Bidding Date: Not applicable	Bid/Issue Opens On: Not applicable	Bid/Issue Closes On: Not applicable

1. Summary of the primary business

a. Business Overview

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 main objects of the Demerged Company (as per its memorandum of association) is as below:

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 is 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."*

b. Industries Served and Typical Customer

The Company is engaged in the manufacture and supply of textile and apparel products catering to a diverse range of industries. Its products primarily serve the fashion and apparel, retail, corporate, institutional, and lifestyle segments. The Company caters to a broad customer base comprising domestic and international apparel brands, garment manufacturers, retailers, distributors, and institutional customers. The Company focuses on maintaining long-term customer relationships through consistent product quality, timely delivery, and customized product offerings.

Our customer base includes several well-known domestic fashion and apparel brands, such as Arrow, Blackberry, Levi's, Indian Terrain, Tommy Hilfiger (India), and Calvin Klein (India). We also supply products to various international brands in Europe and the United States. Certain customer names have not been disclosed due to confidentiality obligations under our contractual arrangements.

c. Segment Reporting and Revenue Contribution

The Company operates in the textile and apparel business and reports its financial performance in accordance with the applicable accounting standards. Revenue is primarily generated from the sale of textile products and related offerings across domestic markets.

It may be noted that the Company does not have any separate reportable segments as per Indian Accounting

Standards and accordingly, no segment wise revenue disclosure has been made hereunder

d. ***Revenue Concentration Among Top 5 Customers***

The Company serves a diversified customer base and continuously endeavors to broaden its customer portfolio to mitigate concentration risk. The contribution of the top five customers to the Company's total revenue for the relevant reporting periods is set out below:

Financial Year	Revenue from Top 5 Customers (% of Total Revenue)
FY 2025-26	17.25%
FY 2024-25	20.14%
FY 2023-24	25.44%

While certain key customers contribute a significant portion of revenue, the Company maintains established business relationships with a broad range of customers across multiple markets and industry segments.

e. Key Geographies

The Company serves customers across India. Its products are marketed through domestic distribution channels, depending upon customer demand and business opportunities. The Company continues to evaluate opportunities to expand its geographic footprint while strengthening its presence in existing markets.

The table below sets forth the percentage contribution of revenue earned by our Company from operations across the world during the period indicated:

(INR in Lakhs)

Segment Category	FY 2025-26		FY 2024-25		FY 2023-24	
	Amount	%age of Revenue	Amount	%age of Revenue	Amount	%age of Revenue
Domestic	54,582.91	90.07%	43,713.57	89.43%	35,199.73	84.74%
Export	6,019.54	9.93%	5,167.55	10.57%	6,341.13	15.26%
Total	**60,602.45**	**100.00%**	**48,881.12**	**100.00%**	**41,540.85**	**100.00%**

f. ***Key Manufacturing or other Facilities***

The Company operates manufacturing facilities equipped with modern machinery and quality control systems to support its production requirements. These facilities undertake various manufacturing processes, including fabric processing, finishing, and related operations, and are supported by warehousing, logistics, and administrative infrastructure. The Company periodically upgrades its manufacturing capabilities to improve operational efficiency, product quality, and capacity utilization.

We operate two manufacturing units at Bharuch, Gujarat and Mysuru, Karnataka, along with our corporate headquarters in Andheri (East), Mumbai, Maharashtra and a warehouse in Bhiwandi, Mumbai, Maharashtra.

City	Location	Usage Purpose
Mumbai	602, Boston House, CTS No. 261, Suren Road, Behind Cine Magic, Chakala, Andheri (East), Mumbai – 400093, Maharashtra, India	Head Office
Bharuch	Plot No. 825/1, Jhagadia Mega Industrial Estate (GIDC), Jhagadia, District Bharuch – 393110, Gujarat, India	Factory: - Cotton shirting and textile processing
Mysore (Mysuru)	Thandya Industrial Area, Thandavapura Village, Nanjangud Taluk, Mysuru – 571302, Karnataka, India	Factory: - PV & PW fabric manufacturing.

City	Location	Usage Purpose
Mumbai	Shree Arihant Complex, Reti Bunder Road, Kopar, Bhiwandi – 421302, Mumbai, Maharashtra, India	Warehouse

g. Business Strengths and Strategies

Strengths

1. Established presence and reputation in the textile and apparel industry.
2. Focus on product quality, innovation, and customer satisfaction.
3. Experienced management team with industry expertise.
4. Integrated manufacturing capabilities supported by quality assurance systems.
5. Diversified customer base across multiple industries and geographies.

Strategies

1. Strengthening relationships with existing customers while expanding its customer base.
2. Increasing penetration in domestic and international markets.
3. Enhancing manufacturing efficiencies through process improvements and technology adoption.
4. Expanding value-added product offerings to meet evolving customer preferences.
5. Maintaining prudent cost management and operational excellence.
6. Continuing to invest in quality, sustainability, and innovation to support long-term growth.

2. Summary of the Industry

The Company operates in the textile and apparel industry, which is one of the largest contributors to manufacturing output, employment, in domestic market. The industry comprises a diversified value chain encompassing fiber and yarn production, fabric manufacturing, processing, garment manufacturing, and distribution through domestic markets.

The Indian textile and apparel industry benefits from the availability of a large raw material base, a skilled workforce, an established manufacturing ecosystem, and increasing adoption of modern technologies. Growth in the industry is supported by rising domestic consumption, increasing urbanization, evolving consumer preferences, expanding organised retail, and growth in e-commerce.

The premium fabric and apparel segment is driven by increasing consumer preference for quality, branded products, innovation in fabrics, and sustainable manufacturing practices. Customers increasingly seek products offering superior quality, functionality, design, and value, encouraging manufacturers to invest in product development, operational efficiencies, and responsible sourcing practices.

The export market continues to present opportunities for Indian textile manufacturers owing to their manufacturing capabilities, competitive cost structure, and established relationships with global brands and retailers. At the same time, the industry is subject to factors such as changes in consumer demand, raw material price volatility, foreign exchange fluctuations, global economic conditions, trade policies, and competitive pressures.

The Company believes that its manufacturing capabilities, focus on quality, established customer relationships, and operational expertise position it to participate in the growth opportunities within the textile and apparel industry.

3. Promoters

The Promoters of our Company are Finquest Financial Solutions Private Limited, Hardik Bharat Patel, Minal Bharat Patel

Sr. No.	Name	Individual/Corporate	Experience and Educational Qualification / Corporate Information
1.	Finquest Financial Solutions Private Limited	Corporate	**Experience:** Finquest Financial Solutions Private Limited is a private limited company incorporated on 3rd December 2004. It is engaged in the business of financing & lending business, advisory services and resolution of stressed assets. **Educational Qualifications:** Not Applicable
2.	Hardik Bharat Patel	Individual	**Experience:** Mr. Hardik Patel is the founder and Promoter of Finquest Group of Companies. Hardik launched Finquest upon his return to India from the U.S.A. in 2005 with a view to develop a world-class financial services platform that would raise the bar in the Indian context in delivering high quality capital market transaction, financial advisory services and lending institution. Over the last ten years, Mr. Patel has been actively managing his own proprietary investments, on which he has successfully managed to generate significant capital appreciation. **Educational Qualifications:** Hardik holds an MBA from Crummer Graduate School of Business, Florida, USA.
3.	Minal Bharat Patel	Individual	**Experience:** Capital Market Investor **Educational Qualifications:** B.com

4. Objects of the Offer

Please see below brief particulars of the Scheme:

a. The Scheme is pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Act and provides for the demerger of the Demerged Undertaking from Reid & Taylor International Private Limited ("**RTIL**" or "**Demerged Company**") to Digjam Limited ("**DIGJAM**" or "**Resulting Company**") and various other matters consequent or incidental thereto

b. Appointed Date of the Scheme is 1st July 2025.

c. All the assets and liabilities of the Demerged Undertaking of the Demerged Company of whatsoever nature and wheresoever situated, shall, without any further act or deed, be and stand transferred to and vested in the Resulting Company or be deemed to be transferred to and vested in the Resulting Company as a going concern so as to become the assets and liabilities of the Resulting Company.

d. Upon the coming into effect of the Scheme, and in consideration of the Demerger of the Demerged Company into the Resulting Company, the Resulting Company shall, without any further act or deed and without any further payment, basis the Share Entitlement Ratio, issue and allot to the shareholders of Demerged Company (whose name is recorded in the register of members of the Demerged Company as on Record Date) proportionately equity shares ("**New Equity Shares**") in the following manner:

"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."

e. The New Equity Shares of the Resulting Company issued in terms of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges where the shares of the Resulting Company are listed and/or admitted to trading subject to necessary approvals under the relevant SEBI regulations and from the Stock Exchanges and all necessary applications and compliances to be made in this respect by the Resulting Company.

f. The Scheme of Arrangement remains subject to the receipt of approval from the respective shareholders and creditors of the Demerged Company and the Resulting Company, relevant National Company Law Tribunal(s) ("**NCLT**") and such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary.

5. Pre-Offer and Post-Offer shareholding of our Promoters, members of the Promoter Group and top 10 Shareholders

The shareholding pattern of our Promoters, Promoter Group and all other Shareholders before and after the Offer as at allotment is set forth below:

Sl. No.	Name of The Shareholders	Pre-Scheme Shareholding		Post-Scheme Shareholding	
		Number of Equity Shares	Shareholding (in%)	Number of Equity Shares	Share Holding (in %)
	PROMOTERS AND PROMOTERS GROUP				
1.	Hardik Bharat Patel	58,050	37.84%	58,050	37.84%
2.	Minal Patel	47,050	30.67%	47,050	30.67%
3.	Finquest Financial Solutions Private Limited	9,900	6.46%	9,900	6.46%
	PUBLIC (ADDITIONAL TOP 10 SHAREHOLDERS)				
1.	Aabhuti Investment Fund Trust	38,400	25.03%	38,400	25.03%
	Total	**1,53,400**	**100.00%**	**1,53,400**	**100.00%**

6. Summary of Financial Information

The following details are derived for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024:

(Amount in lakhs except percentages, EPS and NAV per share)

Particulars	For the financial year ended 31st March 2026	For the financial year ended 31st March 2025	For the financial year ended 31st March 2024
Share Capital	15.34	11.50	1.00
Net Worth*	44,367.97	33,731.48	5,518.96
Revenue from operations**	60,602.45	48,881.12	41,540.85
EBITDA	4,289.05	4,198.72	5,115.59
Profit after Tax	428.34	414.94	1,372.89

Particulars	For the financial year ended 31st March 2026	For the financial year ended 31st March 2025	For the financial year ended 31st March 2024
Basic Earnings Per Share ^	369.09	3,678.69	13,728.92
Diluted Earnings Per Share^	369.09	3,678.69	13,728.92
Return on Equity / Net Worth	0.97%	1.23%	24.88%
Net Asset Value per Equity Shares ^^	28,923.06	29,331.72	55,189.60
Total Borrowings $	19,895.03	29,694.51	51,616.47

Notes:

- **Net Worth = Equity Share Capital + Other Equity*
- *** Revenue = Revenue from operations*
- *^ Earnings per share (Basic & diluted) = Profit after tax for the period divided by weighted average number of Equity Shares outstanding during the period*
- *^^ Net Asset Value per Equity Share = Net worth divided by weighted average number of Equity Shares outstanding during the period*
- *$ Total Borrowings = Long-Term Borrowings + Short-Term Borrowings*

7. Summary of Key Performance Indicators

Key Financial KPIs of our Company

(Amount in lakhs except percentages and times)

KPI	Unit	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations (1)	INR	60,602.45	48,881.12	41,540.85
Total number of customers served (Nos.)	(Nos.)	~ 1,000	~ 875	~ 750
EBITDA (3)	INR	4,289.05	4,198.72	5,115.59
EBITDA margin (%) (4)	%	7.08%	8.59%	12.31%
EBIT (5)	INR	766.60	934.51	1,933.45
Profit for the year (PAT)	INR	428.34	414.94	1,372.89
PAT margin (%) (6)	%	0.70%	0.82%	3.27%
Return on Capital Employed (ROCE) (%) (7)	%	1.58%	2.55%	27.93%
Return on Equity (ROE) (%) (10)	%	0.97%	1.23%	24.88%
Debt to equity ratio (times) (11)	Times	0.79	1.23	10.75
Fixed asset turnover ratio (times) (12)	Times	1.83	1.43	1.14

Explanation of KPIs:

(1) *Revenue from Operations means the Revenue from Operations as appearing in the Audited Financial Statements.*
(2) *Cost of goods sold is calculated as Cost of Material Consumed + Changes in inventories of Finished Goods + Other Direct Expense. Cost of goods sold as % of revenue from operations means Cost of goods sold divided by Revenue from Operations.*
(3) *EBITDA is calculated as Profit before tax + Depreciation + Amortization + Finance Cost - Other Income.*
(4) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.*
(5) *EBIT is calculated as Profit before tax + Finance Cost - Other Income.*
(6) *PAT Margin is calculated as PAT for the period/year divided by Total Income.*
(7) *Return on Capital Employed is ratio of EBIT and Capital Employed.*
(8) *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account.*

(9) Capital Employed is calculated as Total Assets – Current Liabilities.
(10) Return on Equity is ratio of Profit after Tax and Average Shareholder's equity
(11) Debt to Equity Ratio is ratio of Total Debt and Total Shareholder's equity
(12) Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Average Fixed Assets.

8. Risk Factors

Some of the key risks relating to the Company and its business include:

i. Dependence on Demand in the Textile and Apparel Industry

The Company's business is closely linked to demand in the textile and apparel sector. Any slowdown in consumer spending, changes in fashion trends, or adverse economic conditions may reduce demand for the Company's products and adversely affect its business and financial performance.

ii. Volatility in Raw Material Prices

The Company is exposed to fluctuations in the prices and availability of key raw materials, including wool, cotton, synthetic fibres, dyes, and chemicals. Inability to pass on increased input costs to customers may adversely impact operating margins and profitability.

iii. Customer Concentration Risk

A significant portion of the Company's revenue may be derived from certain key customers. The loss of any major customer, reduction in order volumes, or deterioration in customer relationships could materially affect the Company's revenues and results of operations.

iv. Intense Industry Competition

The textile industry is highly competitive, with competition from both domestic and international manufacturers. Increased competitive pressures may result in pricing pressure, lower margins, and loss of market share.

v. Manufacturing and Supply Chain Disruptions

The Company's operations depend on uninterrupted manufacturing, procurement, and logistics. Any disruption arising from equipment failure, labour shortages, utility interruptions, transportation issues, or supplier constraints could adversely affect production and timely delivery.

vi. Exposure to Export Market and Foreign Exchange Risks

The Company derives a portion of its revenue from export markets. Changes in foreign exchange rates, international trade regulations, geopolitical developments, or global economic conditions may adversely impact export revenues and profitability.

vii. Regulatory and Compliance Risks

The Company is subject to various laws and regulations relating to manufacturing, labour, environment, taxation, and foreign trade. Any failure to comply with applicable regulatory requirements may result in penalties, litigation, or restrictions on business operations.

viii. Dependence on Brand Reputation and Product Quality

The Company's ability to maintain customer confidence depends on consistent product quality and brand reputation. Any deterioration in quality standards or adverse publicity may affect customer relationships, sales, and long-term business prospects.

ix. **Working Capital and Liquidity Requirements**

The Company's operations require significant working capital to procure raw materials, maintain inventories, and support receivables. Any constraints in obtaining adequate financing or managing working capital efficiently could adversely affect business operations and growth.

x. **General Economic and Market Risks**

The Company's performance is influenced by macroeconomic conditions, including inflation, interest rates, consumer confidence, and overall market sentiment. Adverse domestic or global economic developments may materially affect the Company's business, financial condition, and results of operations.

9. Details of weighted average cost of acquisition of Equity Shares of our Promoters

The weighted average cost of acquisition of Equity Shares of our Promoters are as follows:

Name of the Promoter	Number of Equity Shares held as on date	Weighted Average cost of acquisition (“WACA”) per Equity Share (in ₹)	WACA per Equity Shares acquired in last one year (in ₹)
Promoter(s)			
Not Applicable			
Selling Shareholder(s)			
Not Applicable			

Period	Weighted average cost of acquisition per equity share	Cap Price INR. o is ‘X’ times the Weighted average cost of acquisition	Range of acquisition price: Lowest Price – Highest Price (in INR)
Last one year preceding the date of Scheme	Not Applicable	Not Applicable	Not Applicable
Last three years preceding the date of Scheme	Not Applicable	Not Applicable	Not Applicable

10. Board of Directors and Key Managerial Personnel

The names and designations of members of the Board of Directors and Key Managerial Personnel are set forth below:

S. No.	Name	Designation
1.	Mr. Hardik Bharat Patel	Managing Director
2.	Mr. Ajay Agarwal	Director
3.	Mr. Ruchit Patel	Director

11. Auditor Qualifications

There are no qualifications / reservations placed by the statutory auditors in their audit report for the financial year ended March 31, 2025.

12. Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving the Demerged Company, Directors, Promoters, Subsidiaries, Key Managerial Personnel and Senior Management as on the date of the Disclosure Document, is provided below:

a. **Total number of outstanding litigations and amounts involved**

Name of Entity	**Criminal Proceedings**	**Tax Proceedings**	**Statutory or Regulatory Proceedings**	**Disciplinary actions by the SEBI or Stock Exchanges against our Promoter**	**Material Civil Litigations**	**Aggregate amount involved (₹ in Lakhs)**
Company						
By the Company	NIL	NIL	NIL	NIL	NIL	NIL
Against the Company	NIL	NIL	NIL	NIL	NIL	NIL
Directors						
By our Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Promoters						
By the Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Subsidiaries						
By Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
Against the Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
KMPs and SMPs						
By KMPs and SMPs	NIL	NIL	NIL	NIL	NIL	NIL
Against KMPs and SMPs	NIL	NIL	NIL	NIL	NIL	NIL

b. **Brief details of top 5 material outstanding litigations against the company and amount involved**

Sr. No.	**Particulars**	**Litigation filed by**	**Current status**	**Amount involved**
-	-	-	-	-

c. **Regulatory Action, if any-disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any**

During the last five financial years immediately preceding the date of this Abridged Prospectus, no material disciplinary action has been taken by the Securities and Exchange Board of India ("SEBI") or any recognised stock exchange against the Promoters of the Company. Further, there are no outstanding directions, orders, penalties, debarments, restrictions, or other regulatory actions issued by SEBI or any recognised stock exchange against the Promoters that are material to the Offer or that require disclosure under the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

d. **<u>Brief details of outstanding criminal proceedings against Promoters</u>**

As on the date of this Abridged Prospectus, there are no outstanding criminal proceedings against the Promoters of the Company that require disclosure under the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Accordingly, there are no pending criminal complaints, prosecutions, or criminal proceedings against the Promoters that are material to the Company or the Offer.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

For and on behalf of
Reid & Taylor International Private Limited

DIGJAM LIMITED

Name: Hardik Bharat Patel
Designation: Managing Director
DIN: 00590663
Date: July 14, 2026
Place: Palani, Tamil Nadu

To,
The Board of Directors,
Digjam Limited,
Door No. 508/A/6, GVG Nagar,
Pushapathur, Swaminathapuram,
Palani Taluk, Dindigul District, Tamil Nadu – 642113

Dear Sir/ Madam,

Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to the unlisted Company i.e. Reid & Taylor International Private Limited (Formerly Known as Krihaan Texchem Private Limited) ('Demerged Company' or 'RTIL'), in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Part E of SEBI ICDR Regulations 2018"), SEBI Circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 read with SEBI Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and SEBI Master Circular No. SEBI/LAD-NRO/GN/2026/299 dated March 21, 2026, as amended from time to time, to the extent applicable, for the purpose of demerger of the Demerged Undertaking (as defined in the Scheme) of RTIL into Digjam and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the "Act") and all other applicable acts, rules and regulations, (hereinafter referred to as the "Scheme").

We, **Rarever Financial Advisors Private Limited ("RFAPL", "Rarever", "We" or "us"),** a Category I Merchant Banker registered with SEBI, having registration no. INM000013217 have been appointed by Board of Directors **("Board")** of **Digjam Limited ('Resulting Company' or 'Digjam') (CIN: L17123TZ2015PLC036291)** for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to the unlisted Company, **Reid & Taylor International Private Limited (Formerly Known as Krihaan Texchem Private Limited) ('Demerged Company' or 'RTIL') (CIN: U74999TZ2019PTC037321)** in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable, involved in the proposed Scheme.

Scope and Purpose of the Certificate

As required under SEBI Master Circular no. SEBI Master Circular No. SEBI/LAD-NRO/GN/2026/299 dated March 21, 2026 **("SEBI Master Circular")** inter alia prescribed that the listed entity in the present case Digjam Limited (CIN: L17123TZ2015PLC036291) shall include the applicable information pertaining to the unlisted entity involved in the Scheme, in the present case being RTIL (CIN: U74999TZ2019PTC037321), 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 **("SEBI ICDR Regulations")**, in the explanatory statement or notice or proposal accompanying resolution to be passed, will be sent to the shareholders while seeking approval of the Scheme. The accuracy and adequacy of such disclosures are required to be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above-mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above-mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

1. <u>Certification:</u>

We state and confirm as follows:

1) We have examined various documents and other materials made available to us by the management of **Demerged Company** and **Resulting Company** in connection with finalization of disclosure document containing information in the format prescribed for abridged prospectus ("**Disclosure Document**") dated **July 14, 2026**, pertaining to **Demerged Company**, which will be circulated to the shareholders of **Resulting Company** at the time of seeking their consent to the proposed Scheme as a part of explanatory statement to the notice.

2) Based on the information, documents, confirmation, representation, undertakings and certificates provided to us by **Demerged Company** and **Resulting Company** as well discussions with their management, directors and officers, we confirm that, the information contained in the Disclosure Document of **Demerged Company** is adequate and accurate in the terms of the SEBI Circulars read with Part E of Schedule VI of the SEBI ICDR Regulations.

2. <u>Disclaimer:</u>

Our scope of work did not include the following:-

- An audit of the financial statements of **Demerged Company**;
- Carrying out a market survey / financial feasibility for the business of **Demerged Company**; and
- Financial and Legal due diligence of **Demerged Company**.

It may be noted that in carrying out our work, we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of **Demerged Company** and **Resulting Company**.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of **Demerged Company** and **Resulting Company**, during our discussions with them, would have drawn our attention to all such information and matters which may have an impact on our Certificate.

The fee for our services is not contingent upon the result of the Scheme.

The management of **Demerged Company** and **Resulting Company** or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Composite Scheme of Arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc.)

In no event, RFAPL, its Directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Yours faithfully,
For Rarever Financial Advisors Private Limited

PAVAN VANJANI

Digitally signed by PAVAN VANJANI
Date: 2026.07.14 19:30:17 +05'30'

Mr. Pavan Vanjani
Authorized Signatory

MB Registration No.: INM000013217
Date: July 14, 2026
Place: Ahmedabad