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DIGJAM
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ANNUAL REPORT
2025-26

Bharat Jayantilal Patel

1953-2021

An investor with an inspirational ideology and an industrialist with equal vision and empathy, you have transformed the lives of many. You were an outstanding leader with an unmatched business acumen and your presence and guidance will be remembered as we continue to take your legacy forward.

BOARD OF DIRECTORS AND CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAIRMAN

Sri Hardik Bharat Patel (DIN: 00590663)
(Chairman and Whole-Time Director)

DIRECTORS

Sri Ajay Agarwal (DIN: 00649182)
(Non-Executive Non-Independent Director)

Sri D.G. Rajan (DIN: 00303060)
(Independent Director)

Smt. Sudha Bhushan (DIN: 01749008)
(Independent Director)

Sri Panchapakesan Swaminathan (DIN: 00901560)
(Independent Director)

Sri Ruchit Bharat Patel (DIN: 00603359)
(Non-Executive Non-Independent Director)

CHIEF FINANCIAL OFFICER

Sri Pankaj Prakash Gharat

COMPANY SECRETARY AND COMPLIANCE OFFICER

Sri Mohit Premchand Dubey (from November 14, 2024 till April 30, 2025)
Smt. Daman Preet Kaur (from August 04, 2025 till February 04, 2026)
Sri Ritesh Krishna Kumar Mishra (from February 05, 2026)

SENIOR EXECUTIVES

Sri R. K Tiwari
(Vice-President Works)

STATUTORY AUDITORS

M/s. Nayan Parikh & Co.
Chartered Accountants

COST AUDITORS

M/s. K.G. Goyal & Co.
Cost Accountants

INTERNAL AUDITORS

M/s. G. M. Kapadia & Co.
Chartered Accountants

SECRETRIAL AUDITORS

M/s Viral Sanghavi & Associates
Practicing Company Secretaries

BANKERS

HDFC Bank Limited
UCO Bank
State Bank of India

REGISTERED OFFICE

Door No. 508/A/6, GVG Nagar, Pushapathur,
Swaminathapuram, Palani Taluk, Dindigul District,
Saminathapuram, Dindigul, Palani,
Tamil Nadu, India, 642113.
Tel No.: +91 (022) 4000 2600
e-mail: cosec@digjam.co.in
website: www.digjam.co.in

CORPORATE OFFICE

602, Boston House,
6th Floor, Suren Road,
Andheri (E), Mumbai,
Maharashtra - 400093
Tel No.: +91 (022) 4000 2600

WAREHOUSE

1st Floor, Buliding No. J-13/
Gala No. 06 to 10,
Shree Arihant Complex,
Reti Bunder Road, Kopar
Bhiwandi - 421302

CORPORATE IDENTITY NUMBER

L17123TZ2015PLC036291

REGISTRARS AND SHARE TRANSFER AGENTS

MCS Share Transfer Agent Ltd.
383, Lake Gardens, 1st Floor,
Kolkata 700 045
Tel: (033) 4072 4051 – 52 – 53
e-mail: mcssta@rediffmail.com
website: www.mcsregistrars.com/

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DIGJAM LIMITED

CIN: L17123TZ2015PLC036291

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

E-mail: cosec@digjam.co.in; **Telephone:** +91 (022) 4000 2600

Website: www.digjam.co.in

NOTICE OF THE 11th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th Annual General Meeting of the Members of the Company will be held on Monday, September 28, 2026 at 11.00 A.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. To appoint a director in place of Sri Ruchit Bharat Patel (DIN: 00603359), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027.

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus applicable taxes thereon and re-imbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

   RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram,
Palani Taluk, Dindigul District, Saminathapuram, Dindigul, Palani,
Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For **Digjam Limited**

Sd/-
Ritesh Krishna Kumar Mishra
Company Secretary & Compliance Officer
ICSI Membership No.: A76039

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the **Act**') and pursuant to relevant Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('**the Listing Regulations**'), in respect of the businesses under **Item No. 3** of the Notice is annexed hereto. The Board of Directors ('the **Board**') have considered and decided to include **Item No**. **3** given above in the 11th Annual General Meeting ('**AGM**'), as they are unavoidable in nature.

2. In terms of Section 152 of the Act, Sri Ruchit Bharat Patel (DIN: 00603359) retires by rotation at this meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The Relevant details of the Director proposed to be re-appointed, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ('**SS-2**') is annexed to this notice.

3. The Ministry of Corporate Affairs ("**MCA**") vide its General Circulars Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 ("**MCA Circulars for General Meetings**") permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue till further notice. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), MCA Circulars for General Meetings, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM will be the registered office of the Company at **Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District, Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113**. Attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum for the AGM as per Section 103 of the Act.

4. Further, the Securities and Exchange Board of India (SEBI), vide its Circular SEBI/HO/CFDICMD2/CIRIP/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 7, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 (collectively referred to as "SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 11th AGM of the Company is being held through VC/OAVM on **Monday, September 28, 2026, at 11:00 A.M. (IST).**

5. As the AGM is being held pursuant to MCA Circulars for General Meetings for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

   Further, pursuant to Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their vote through e-voting. As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

6. Electronic copy of complete Annual Report and Notice of AGM are also being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.

7. The proceedings at the AGM shall also be made available on Company's website in Investor Section soon after conclusion of said meeting.

8. Members holding shares in physical mode are requested to intimate MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company ('the **RTA**') at 383, Lake Gardens, 1st Floor, Kolkata 700 045, changes, if any, in their names, registered address along with pin code number, e-mail address, telephone / mobile number, Permanent Account Number ('PAN'), mandates, nominations, power of attorneys, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. and relevant evidences. Members holding shares in electronic mode shall update such details with their respective Depository Participant ('DP').

9. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / Depositories. The Notice can also be accessed from the websites of the Company i.e. www.digjam.co.in as well as from the website of Stock Exchanges where Company is listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on website of National Securities Depository Limited ('NSDL') (agency for providing the remote e-voting facility and e-voting during the AGM) i.e. www.evoting.nsdl.com.

10. **Section 88 of the Act read with Rules framed thereunder provide for maintenance of Members Register having details like e-mail ID, Income Tax Permanent Account Number (PAN), Unique Identification Number, Corporate Identification Number, Father's / Mother's/ Spouse's Name, Status, Occupation and Nationality etc.** Form for furnishing these information may be downloaded from Company's website www.digjam.co.in and sent to the Company or its Registrar and Share Transfer Agent. Registration of e-mail ID will also facilitate receipt of all communication including Annual Report, Notices and Circulars etc electronically from the Company. Even after registration for e-communication, members will continue to be entitled to receive such documents in physical form, upon making a request for the same.

11. **Mandatory furnishing of KYC details and nominations by holders of physical securities**:

SEBI, vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investor's request by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. Said SEBI circular prescribes following norms:

- Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- Electronic interface for processing investor's queries, complaints and service requests.
- Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- Freezing of folios without valid PAN, KYC details and Nomination and
- Compulsory linking of PAN and Aadhaar by all holders of physical securities.

Members of the Company holding shares in physical mode shall provide the following documents / details to the RTA of the Company:

- PAN.
- Nomination (for all eligible folios) in Form No. SH13 or submit declaration to "Opt-Out" in Form No. ISR-3.

Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.

- Contact details including postal address with pin code, mobile number, e-mail address.
- Bank account details including bank name and branch, bank account number and IFSC.
- Specimen signature.

Please provide the above documents/ details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number and distinctive numbers. As per the said SEBI circular, the Company has uploaded the following documents (along with the SEBI circular) on the website of the Company:

- Form No. ISR-1-request for registering PAN, KYC details or changes/ updation thereof.
- Form No. ISR-2-confirmation of signature of securities holder by the Banker.
- Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
- Form No. SH-13-nomination form.
- Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and the RTA are also available on the website of the Company.

SEBI has issued a circular No. SEBI/HO/MIRSD/PoD-1/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024) on 'Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination" which is applicable from April 1, 2023. The norms / procedural requirements for processing service requests of investors are provided in the said SEBI Circular.

The link to view the said SEBI circular dated November 3, 2021 along with the various forms and March 16, 2023 is available on the Company website at: www.digjam.co.in

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the members can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

12. **Monday, September 21, 2026**, has been fixed as '**Cut-off Date**' for determining Members entitled to facility of voting by remote e-voting and for e-voting at said AGM following Regulation 44 of the SEBI LODR, 2015.

13. Equity Shares of the Company are available for dematerialisation both with NSDL and Central Depository Services (India) Limited ('CDSL'). **ISIN is INE731U01028**.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

15. In terms of circulars issued by The Securities and Exchange Board of India ('**SEBI**'), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.

16. As per Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA, M/s. MCS Share Transfer Agent Limited for assistance in this regard. In view of the above, members are advised to dematerialize shares held by them in physical form.

17. As per the provisions of Section 72 of the Act, the facility of making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to the DP in case the shares are held by them in electronic mode and to the Company / RTA, in case the shares are held in physical mode.

18. Members holding shares in physical mode, in identical order of names, in more than 1 (one) folios are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in 1 (one) folio. A consolidated share certificate will be issued to such members after making requisite changes.

    In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

19. **Issue of shares in Demat mode only:**

    SEBI vide its notification dated January 24, 2022, amended certain provisions of the Listing Regulations, inter-alia, pertaining to issue of shares in demat mode only. Further, SEBI vide its circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, issued operational guidelines for demat of securities received for processing investor's service request.

    Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate. It also substantially reduce the risk of fraud. Therefore, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

    For more details, please visit our website at https://www.digjam.co.in.

20. SEBI vide its circular dated April 20, 2018, directed all the listed companies to record the PAN and bank account details of all their members holding shares in physical mode. All those members who are yet to update their details with the Company / RTA are requested to do so at the earliest.

21. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. The e-mail address can be registered with the DP in case the shares are held in electronic mode and with the RTA in case the shares are held in physical mode.

22. Members desiring any relevant information on the Audited Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 10 (ten) days in advance of the date of AGM through e-mail on cosec@digjam.co.in. The same will be replied by the Company suitably.

23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection at corporate office of the Company.

    The copies of the documents will also be available for inspection during normal business hours on working days from the date of circulation of the Notice up to the date of AGM. For any communication, members may also send requests to the Company's investor e-mail id investors@digjam.co.in or cosec@digjam.co.in.

24. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.

25. Equity Shares of the Company are listed both on the BSE Limited (Code: 539979) and National Stock Exchange of India Limited (Code: DIGJAMLMTD) and regularly traded thereon.

26. **E-voting (voting through electronic means):**

    i. The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act read with The Companies (Management and Administration) Rules, 2014, Standard 8 of the Secretarial Standard on General Meetings, Regulation 44 of the Listing Regulations and pursuant to the MCA Circulars for General Meetings and the SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with National Securities Depository Limited ('NSDL') to facilitate the members to cast their votes from a place other than venue of the AGM ('remote e-voting'). The facility for voting shall be made available during the AGM through electronic voting and the members participating in the AGM who have not cast their votes by remote e-voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the AGM will be provided by NSDL.

       In terms of provisions of Section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.

    ii. Pursuant to MCA and SEBI Circulars, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM.

    iii. Pursuant to MCA and SEBI Circulars, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM. The members can join the AGM through VC / OAVM mode 15 (fifteen) minutes before the scheduled time of the AGM and within 15 (fifteen) minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1,000 (one thousand) members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

iv. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

v. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the Depositories as on **Monday, September 21, 2026**, being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purpose only.

vi. The members who have cast their votes by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their votes again.

vii. The members whose names appear in the Register of Members / List of Beneficial Owners as on **Monday, September 21, 2026,** are entitled to vote on the resolutions set forth in the Notice. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for seeking assistance for issuance of the User Id and Password for exercising their right to vote by electronic means.

viii. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

ix. The Company has appointed Sri Ankit Sethi, Proprietor of Ankit Sethi & Associates, Company Secretaries (Membership No. FCS 25415, COP No. 11089), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

27. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA.

ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (below) (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in or investors@digjam.co.in for procuring user id and password for e-voting by providing above mentioned documents.

iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

28. Instructions for members for remote voting, e-voting during AGM and joining the AGM through VC / OAVM are as under:

- The remote e-voting period **begins at 9:00 a.m. (IST) on Friday, September 25, 2026, and ends on 5:00 p.m. (IST) on Sunday, September 27, 2026**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date **(cut-off date) i.e. Monday, September 21, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, September 21, 2026**.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (**ESPs**) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your

vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sethi.legal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sri Ketan Patel at evoting@nsdl.co.in.
4. A member can opt for only one mode of voting i.e. either through remote e-voting or during the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail.
5. The Company has appointed Sri Ankit Sethi, Proprietor of Ankit Sethi & Associates, Company Secretaries (Membership No. FCS 25415, COP No. 11089), to act as the Scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
7. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the AGM shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.
8. The results declared along with the Scrutinizer's Report, will be posted on the website of the Company www.digjam.co.in and on the website of NSDL www.evoting.nsdl.com and will be displayed on the Notice Board of the Company at its registered office immediately after the declaration of the results by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.
9. Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

29. Instructions for members attending the AGM through VC/OAVM & e-voting during AGM are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
5. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Cosec@digjam.co.in. The

shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Cosec@digjam.co.in. These queries will be replied to by the company suitably by email.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Contact Details:

Company	**Sri Ritesh Krishna Kumar Mishra** Company Secretary & Compliance Officer Digjam Limited **Registered Office:** Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District, Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113. **CIN: L17123TZ2015PLC036291** **E-mail: cosec@digjam.co.in**
Registrar and Transfer Agent	MCS Share Transfer Agent Limited 383 Lake Gardens, First floor, Kolkata, India. Contact Person: Sri Subhash Bhattacharya E-mail: mcssta@rediffmail.com
e-Voting Agency	National Securities Depository Limited E-mail: evoting@nsdl.co.in Phone: 022 - 4886 7000 and 022 - 2499 7000
Scrutinizer	Sri Ankit Sethi M/s Ankit Sethi & Associates, Company Secretaries E-mail: sethi.legal@gmail.com

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 3:

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027:

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2027, at a remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus applicable taxes and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for ratification of the remuneration amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus applicable taxes and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors or KMP of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

ANNEXURE A TO THE EXPLANATORY STATEMENT

Brief resume of Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard — II on General Meetings (SS-2) regarding Director seeking appointment / re-appointment:

Name of the Director	**Sri Ruchit Bharat Patel**
Director Identification Number ("DIN")	00603359
Category	Non-Executive Non-Independent
Date of Birth	October 23, 1987 / 38 Years
Nationality	Indian
Date of First Appointment on the Board	June 29, 2025
Relationship with Directors	Brother of Hardik Bharat Patel
Qualification	Gastroenterologist
Experience/ Expertise in specific functional area	Experience in the areas of corporate governance, decision making, people management, ethics-driven leadership,
Details of Board Meetings attended by the Director during the year	1 (2025-2026)
Terms and Conditions of Appointment with remuneration	Re-appointment in terms of Section 152 (6) of the Companies Act, 2013
Remuneration last drawn	Not Applicable
List of Directorships held in other Companies	17
Membership/Chairmanship of Committees across other Companies.	CSR Committee, Investment Committee, Nomination & Remuneration Committee
Number of shares held in the Company including shareholdings beneficial owners	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The director brings strong decision-making, and people management skills. His ethical orientation, leadership qualities, and familiarity with the promoter family's vision enable him to contribute effectively to corporate governance of the Textile Company.
Rationale for the said agenda being taken in compliance of Regulation 17(11) of the Listing Regulations	Re-appointment in terms of Section 152 (6) of the Companies Act, 2013

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar, Pushapathur,
Swaminathapuram, Palani Taluk, Dindigul District,
Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For Digjam Limited

Sd/-
Ritesh Krishna Kumar Mishra
Company Secretary & Compliance Officer
ICSI Membership No.: A76039

DIRECTORS' REPORT

To the Members,

Your Directors' are pleased to present the 11th Annual Report of the Company, along with the financial statements for the Financial Year ended March 31, 2026, in compliance with the provisions of the Companies Act, 2013, the rules and regulations framed thereunder ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations").

1. FINANCIAL SUMMARY & OPERATIONAL HIGHLIGHTS

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Act, read with Rule 7 of The Companies (Accounts) Rules, 2014 ('Accounts Rules').

The financial performance of the Company, for the Financial Year ended on March 31, 2026, as compared to the previous financial year is summarized below:

(Rs. in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Revenue from operations and Other Income	3,350.79	1839.92
Operating Profit / (Loss) before Interest, Taxes, Depreciation and Amortisation	341.71	333.32
less: Finance Costs	(104.45)	(133.51)
less: Depreciation	(4.71)	(1.90)
(Loss)/Profit for the year before Exceptional Items and Tax	**232.55**	**197.91**
less: Exceptional Items Continued Operations	-	-
(Loss)/Profit Before Tax from continued operations	232.55	197.91
less: Taxation	-	-
Profit/(Loss) After Tax from Continued operations	**232.55**	**197.91**
(Loss)/Profit Before Tax from Discontinued operations	(332.35)	(1258.40)
less: Taxation	-	-
Profit/(Loss) After Tax from Discontinued operations	(332.35)	(1258.40)
Other Comprehensive Income Continued operations	1.90	0.66
Other Comprehensive Income Discontinued operations	-	15.75
Total Comprehensive Profit/ (Loss) for the period	**(97.90)**	**(1,044.09)**

2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

During the Period under Review, the revenue from operations and other income was Rs. 3,350.79 lakh as compared to the last year's revenue of Rs. 1839.92 lakh. The net loss after tax (after exceptional item and other comprehensive income) of the Company for the year under review is Rs. (97.90) lakh as compared to the last year's net loss of Rs. (1,044.09) lakh for the previous year.

More details on the financial statements of the Company along with various financial ratios are available in the Management Discussion & Analysis Report forming part of this report.

3. DIVIDEND:

In order to conserve the resources for better growth opportunity, there was no dividend recommended or declared during the financial year under review.

Further, during the year under review:

Neither was the Company liable to, nor the Company has transferred any amount including Unclaimed dividend amount if any or shares to the Investor Education & Protection Fund (IEPF).

4. TRANSFER TO RESERVES:

The Company does not propose to transfer any amounts to the general reserves of the Company during the Financial year ended March 31, 2026.

5. DEPOSITS:

During the year under review, your Company has not accepted/ renewed any public deposits within the meaning of Sections 73 to 76A of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Hence, the requirement for furnishing details relating to deposits covered under Chapter V of the Act or the details of deposits that are not in compliance with Chapter V of the Act is not applicable.

During the financial year 2025-2026, the Company has borrowed the following amount(s) from Directors, and the respective director has given a declaration in writing to the Company to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

Accordingly, the following amount(s) is /are excluded from the definition of Deposit as per Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014:

(in Lakhs)

Name of the Director giving loan	Amount borrowed during F.Y. 2025-2026	Amount Repaid during the financial year 2025-2026	Amount outstanding as on March 31, 2026
Hardik Bharat Patel	3,307	0.00	3,307

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the company has not given any loans and any guarantees, made any investment and provided any security (ies) covered under the provisions of Section 186 of the Companies Act, 2013.

7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company.

8. SIGNIFICANT EVENT DURING THE YEAR UNDER REVIEW

During the year under review following significant events took place:

- The company shifted it's Registered Office from State of Gujarat to State of Tamil Nadu with effect from October 07, 2025.
- Company had filed a Scheme of Arrangement for merger with the National Company Law Tribunal.

9. CHANGE IN SHARE CAPITAL

The paid-up Equity Share Capital as at March 31, 2026, stood at Rs. 2000 Lakhs. There was no change in the paid-up share capital during the year. The Company has outstanding paid-up preference share capital of Rs. 2700 Lakhs as on March 31, 2026.

During the year under review, the Company has neither issued any shares with differential voting rights nor granted any stock options or sweat equity or warrants.

As on March 31, 2026, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

There is no instance where the Company failed to implement any corporate action within the specified time limit.

10. DIRECTORS & KEY MANAGERIAL PERSONNEL

a. Composition of the Board

Composition of Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Non-Independent Director and Non-Executive Independent Directors including Women Director in accordance with the provisions of the Act and Regulation 17 of the Listing Regulations. All the Directors have rich experience and specialized knowledge in sectors covering law, finance, accountancy and other relevant areas.

As on March 31, 2026, the Board consisted of Six directors comprising of three Non-Executive Independent Directors including a woman director, namely:

Sr. No.	Name of Director	Designation
1.	Sri Hardik Bharat Patel (DIN: 00590663)	Whole Time Director and Chairman
2.	Sri Ajay Agarwal (DIN: 00649182)	Non-Executive, Non Independent Director
3.	Sri D. G. Rajan (DIN: 00303060)	Non-Executive, Independent Director
4.	Smt. Sudha Bhushan (DIN: 01749008)	Non-Executive, Independent Director
5.	Sri Panchapakesan Swaminathan (DIN: 00901560)	Non-Executive, Independent Director
6.	Sri Ruchit Bharat Patel (DIN: 00603359)	Non-Executive, Non-Independent Director

The profile of all the Directors can be accessed on the Company's website at www.digjam.co.in.

None of the Directors of the Company have incurred any disqualification under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Directors have confirmed that they are not debarred from accessing the capital market as well as from holding the office of Director pursuant to any order of Securities and Exchange Board of India or Ministry of Corporate Affairs or any other such regulatory authority. In the opinion of the Board, Independent Directors of the Company possess necessary expertise, integrity, experience, and proficiency in their respective fields.

The composition of Board of Directors and detailed analysis of various skills, qualifications and attributes as required and available with the Board has been presented in the Corporate Governance Report

b. Changes in the Directors during the year under review:

Sri Parashiva Murthy BS resigned as a Non-Executive and Non-Independent Director of the Company with effect from June 29, 2025.

Pursuant to recommendations of the Nomination and Remuneration Committee Sri Ruchit Bharat Patel was appointed as Non-Executive and Non-Independent of the Company with effect from June 29, 2025, and further regularized vide Shareholders Resolution dated September 30, 2025.

Further, During the Year under review Sri Hardik Bharat Patel was re-appointed for a further term of 5 years as Whole Time Director of the Company with effect from February 07, 2026.

Smt. Sudha Bhushan (w.e.f. July 14, 2025), Sri D G Rajan (w.e.f. July 14, 2025) and Sri P Swaminathan (w.e.f. June 24, 2026) were further reappointed for second term as an Independent Directors of the Company.

c. Retirement by Rotation:

Pursuant to the provisions of Section 152(6) (d) of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Sri Ruchit Bharat Patel (DIN: 00603359) will retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Information regarding the directors seeking re-appointment as required by Regulation 36 of the Listing Regulations and Secretarial Standard-2 has been given in the notice convening the ensuing Annual General Meeting.

d. Key Managerial Personnel

During the year under review, Sri Mohit Premchand Dubey had given resignation from the post of Company Secretary & Compliance Officer with effect from April 30, 2025, and in his place Smt. Daman Preet Kaur was appointed as Company Secretary & Compliance Officer of the Company w.e.f. August 04, 2025. Further, pursuant to resignation of Smt. Daman Preet Kaur with effect from February 04, 2026, Sri Ritesh Krishna Kumar Mishra was appointed as Company Secretary & Compliance Officer of the Company w.e.f. February 05, 2026.

Sri Pankaj Prakash Gharat is Chief Financial Officer of the Company.

11. **STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the necessary declaration from each independent director who are part of the Board confirming that he/she meets the criteria of independence as laid out in Section 149(6) of the Companies Act, 2013 read with the schedules, rules made thereunder and Regulation 16(1) (b) of the Listing Regulations.

None of the independent directors are aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the same and in their opinion the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act along with the Code of Conduct for Directors and Senior Management Personnel formulated by the Company as per Listing Regulations.

12. **POLICY ON DIRECTORS' APPOINTMENT AND POLICY ON REMUNERATION**

Pursuant to Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the Policy on appointment of Board Members including criteria for determining qualifications, positive attributes, independence of a Director and the Policy on remuneration of Directors, KMP and other employees is made available on the website of Company at www.digjam.co.in

Further, Pursuant to Regulation 46(2)(f) the Board has framed the policy containing the criteria for making the payments to non-executive directors. The same also forms part of the policy.

13. **PARTICULARS OF REMUNERATION OF DIRECTORS / KMP / EMPLOYEES**

The particulars of remuneration to Directors and employees and other related information required to be disclosed under Section 197 (12) of the Companies Act, 2013 read with sub-Rule 1 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time in respect of Directors/ employees of the Company is attached as **"Annexure A"** to this report.

As per the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time-to-time a statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees are provided in the prescribed format are appended as **"Annexure A"** to this report.

Further the Company has no employee who is in receipt of remuneration of either: 1. Rs. 8,50,000 /- per month or Rs. 1,02,00,000/- per annum or 2. Who receives in aggregate in excess of that drawn by the Managing Director or Whole Time Director of the Company and holds by himself/herself along with his spouse and dependent children not less than 2% of the equity shares of the Company

14. **NUMBER OF MEETINGS OF THE BOARD**

During the Financial Year 2025-26, Six (6) Board Meetings were held. The meetings were held in hybrid mode i.e., both physically and virtually in accordance with the applicable provisions of the Act. The details relating to Board Meetings and attendance of Directors in each board meeting held during the FY-2025-26 has been separately provided in the Corporate Governance Report.

The maximum time gap between any two Board Meetings was not more than 120 days as required under Regulation 17 of the Listing Regulations, Section 173 of the Act and Secretarial Standard on Meetings of the Board of Directors.

15. **COMMITTEES OF THE BOARD**

The constitution of the Board Committees is in acquiescence of provisions of the Act and the relevant rules made thereunder, Listing Regulations and the Articles of Association of the Company. The Board has constituted Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee to deal with specific areas/activities that need a closer review and to have an appropriate structure for discharging its responsibilities.

The composition, terms of reference, attendance of directors at the meetings of all the above Committees has been disclosed in the Corporate Governance Report.

There has been no instance where the Board has not accepted any of the recommendations of the Audit Committee.

16. **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Act, Regulation 17(10) and other applicable provisions of the Listing Regulations and in consonance with Guidance Note on Board Evaluation issued by the SEBI, the Board of Directors of the Company have formulated a Board Evaluation Policy which lays down the manner of evaluation of the Board as a whole, its committees and the individual Directors.

The Board on the recommendation of the Nomination and Remuneration Committee carried out an annual performance evaluation of the Board as a whole and directors individually. The Board also carried evaluation of the performance of its various Committees for the year under consideration. The performance evaluation of the Directors was carried out by the entire Board, other than the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors expressed their satisfaction over the evaluation process.

The Company has put in place a policy containing, inter-alia, the criteria for performance evaluation of the Board, its committees and individual Directors (including independent directors) is available on the website of the Company at www.digjam.co.in

17. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, the Directors of the Company confirm that:

a. In the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable accounting standards had been followed, and no material departures have been made from the same;

b. Such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026, and of the profit/loss of the Company for the year ended on that date;

c. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. The annual accounts of the Company have been prepared on a going concern basis;

e. The internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and

f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

18. BUSINESS RISK MANAGEMENT

The Company has built a comprehensive risk management framework that seeks to identify all kinds of anticipated risks associated with the business and to take remedial actions to minimize any kind of adverse impact on the Company. The main identified risks at the Company are commercial risks, financial risks, operational risks and legal & regulatory risks. Your Company has established a comprehensive risk management system to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk Management strategy as approved by the board of Directors is implemented by the Company management.

The Company is not required to constitute the Risk Management Committee, as the provision of Regulation 21 of the Listing Regulations is not applicable to the Company.

The Company has also formulated and implemented a Risk Management Policy in accordance with Listing Regulations, to identify and monitor business risk and assist in measures to control and mitigate such risks. The Policy is available on the Website of the Company at www.digjam.co.in. The other details in this regard are provided in the Corporate Governance Report, which forms part of this Annual Report.

19. AUDITORS AND THEIR REPORTS

Statutory Auditor

M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) ("NPCO"), were re-appointed as the Statutory Auditors of the Company for a period of 5 (five) year from the conclusion of Seventh AGM till the conclusion of Twelfth AGM in year 2027, with an authority to the Audit Committee and the Board to decide the remuneration payable to them.

NPCO have furnished a declaration confirming their independence as well as their arm's length relationship with the Company and that they have not taken up any prohibited non-audit assignments for the Company.

The Board has duly reviewed the Statutory Auditor's Report and the observations and comments, appearing in the report, are self-explanatory and do not call for any further explanation / clarification by the Board as provided under Section 134(3)(f) of the Act. The Statutory Auditors' Report on the financial statements of the Company for the Financial Year ended March 31, 2026, forms part of this Annual Report and does not contain any qualification, reservation or adverse remark.

Cost Auditor

The Company had proposed the appointment of M/s K.G. Goyal & Co., Cost Accountants, to audit the cost accounts of the Company for the year ended March 31, 2026, and the remuneration payable to them was approved by the Members at their Annual General Meeting.

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(5) of the Companies (Accounts) Rules, 2014, it is confirmed that the Company has made and maintained the cost records as specified by the Central Government under sub-Section (1) of Section 148 of the Companies Act, 2013.

Secretarial Auditor

At the 10th Annual General Meeting held on September 30, 2025, Sri CS Viral Sanghavi (Proprietor: Viral Sanghavi & Associates), Practicing Company Secretary (FCS: 10331, CP: 9035), was appointed as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years commencing from FY 2025-26 till FY 2029-30, pursuant to Regulation 24A and other applicable provisions of the SEBI LODR Regulations and Section 204(1) of Act. The Secretarial audit report in Form MR- 3 for financial year 2025-26 is attached as '**Annexure-B**' to the Board's report.

There are no qualifications or adverse remarks in the Secretarial Audit Report for the financial year 2025-26.

A copy of the Annual Secretarial Compliance Report for the financial year 2025-26, signed by the secretarial auditor is available on the website of the stock exchanges and uploaded on the website of the Company.

Internal Auditors

M/s. G. M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W), were appointed as the Internal Auditors of the Company for the FY-2025-26 in the Board Meeting held on May 27, 2025, in accordance with the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014.

20. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditor, Cost Auditor and Secretarial Auditor of your Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

21. INTERNAL FINANCIAL CONTROLS

According to Section 134(5) (e) of the Act, the term Internal Financial Control ('IFC') means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and early detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls and the Board is responsible for ensuring that IFC are laid down in the Company and that such controls are adequate and operating effectively.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors.

Necessary certification by the Statutory Auditors in relation to Internal Financial Control u/s 143(3)(i) of the Act forms part of the Audit Report.

22. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Subsequent to the close of the financial year, the Company received an Order dated **June 19, 2026,** from the Hon'ble National Company Law Tribunal (NCLT) directing the Company to convene an Extraordinary General Meeting (EGM) of its members for the purpose of considering and approving the proposed Scheme of Arrangement.

Apart from as stated above there have been no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year of the Company to which the financial statements relate and date of this Report.

23. CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the Company has developed a policy on Corporate Social Responsibility, however the Company does not fall under the prescribed classes of Companies mentioned under Section 135(1) of the Act.

The CSR Policy of the Company inter alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Act as when the provisions of Section 135 get triggered. The Policy on CSR as approved by the Board of Directors in accordance with the requirements of the Act is available on the Company's website at www.digjam.co.in.

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is annexed herewith and marked as '**Annexure- C**'.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is annexed to this Report as '**Annexure- D**'.

25. ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the Financial Year ended March 31, 2026, is available on the website of the Company at www.digjam.co.in.

26. SECRETARIAL STANDARDS

In terms of Section 118(10) of the Act, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

27. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements as set out by the Securities and Exchange Board of India ("SEBI"). Your Company has also implemented several best governance practices.

Separate reports on Corporate Governance Compliance and Management Discussion and Analysis as stipulated under Regulation 34 read with Schedule V of the Listing Regulations forms part of the Annual Report 2025-26 along with the requisite certificate issued by Secretarial Auditors of your Company regarding compliance of the conditions of Corporate Governance.

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has formulated a policy on related party transactions which is also available on Company's website at www.digjam.co.in. All Related Party Transaction that were entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis and were in compliance with the applicable provisions of the Act and the Listing Regulations.

All related party transactions were placed before the Audit Committee/Board for approval. Prior approval of the Audit Committee was obtained for the transactions which are foreseen and are in repetitive in nature.

The details of transactions entered into with related parties during FY 2025-26, to the extent applicable under Section 188(1) of the Companies Act, 2013, are disclosed in

'Annexure E' to this Report in Form AOC-2, in accordance with Section 134(3)(h) of the Act. Further, all the transactions with related parties, which were in the ordinary course of business and on an arm's length basis, have also been disclosed in Note No. 32 of the Financial Statements.

29. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Company has adopted a Vigil Mechanism/Whistle Blower Policy in terms of the provisions of Companies Act, 2013 and the Listing Regulations, to provide a formal mechanism to the Directors and employees of the Company to report their genuine concerns and grievances about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics. The policy provides adequate safeguards against victimization of Directors and employees who avail such mechanism and also provides for direct access to the Vigilance Officer and the Chairman of Audit Committee. The Audit Committee of the Board is entrusted with the responsibility to oversee the vigil mechanism. During the year, no personnel was denied access to the Chairman of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at www.digjam.co.in.

30. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The aim of the policy is to provide protection to women employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where women employees feel secure. All women employees (permanent, contractual, temporary, trainees) are covered under the said policy.

Your Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to redress complaints received on sexual harassment.

The following is the summary of Sexual Harassment complaints received and disposed of during the year 2025-2026.

Particulars	Number
Number of cases pending as on the beginning of the financial year	NIL
Number of complaints filed during the year	NIL
Number of cases pending as on the end of the financial year	NIL
Number of cases pending for a period exceeding 90 days	NIL

31. STATEMENT ON COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

During the year under review the Company has complied with the applicable provisions of Maternity Benefit Act, 1961.

32. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions or events occurred on these items during the year under review:

a. There was no change in the nature of business of the Company during the financial year ended March 31, 2026.

b. Receipt of any remuneration or commission from any of its subsidiary companies by the Whole-time Directors of the Company.

c. During the financial year under review no disclosure or reporting is required with respect to issue of equity shares with differential rights as to dividend, voting or otherwise, issue of Sweat equity shares and Buyback of shares.

d. The financial statements of the Company were not revised.

e. There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

f. No proceedings are filed by the Company or pending against the Company under the Insolvency and Bankruptcy Code, 2016 till the date of this report.

g. There was no instance of one-time settlement with any Bank or Financial Institution.

h. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

i. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

j. The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are a centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies, and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

k. The Board has in consultation with the Stakeholder's Relationship Committee laid down the policy to regulate and monitor Insider Trading in the Company. The Committee regularly analyses the transactions and monitors them to prevent Insider Trading.

The Company has also adopted a Prohibition of Insider Trading Policy.

l. The Board believes that effective communication of information is an essential component of Corporate Governance. The Company regularly interacts with its shareholders through multiple channels of communication such as the Company's Website and stipulated communications to the Stock Exchange where the Company's shares are listed for the announcement of Financial Results, Annual Report, Notices, Outcome of Meetings, and Company's Policies etc.

Your Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in the attraction, retention, and development of talent on an ongoing basis. A number of programs that provide focused people's attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

As on March 31, 2026, there were a total of 17 employees. The Company has all the required policies under the Indian laws for the time being in force and as required under the Companies Act, 2013 and SEBI LODR Regulations, 2015 to protect and safeguard the interest of the employees.

m. The Company has a website addressed as www.digjam.co.in. Website contains the basic information about the Company - Details of its Business, Financial Information, Shareholding Pattern, Contact Information of the Designated Official of the Company who is responsible for assisting and handling investors grievances and such other details as may be required under sub regulation (2) of Regulation 46 of the Listing Regulations, 2015. The Company ensures that the contents of this website are periodically updated.

n. The disclosure pursuant to Schedule V Part II Section II of Companies Act,2013 forms part of the Corporate Governance report.

o. The Ministry of Corporate Affairs vide its notification dated 16th February 2015 notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015. In pursuance of the said notification your Company has prepared the financial statements to comply in all material respects in accordance with the applicability of Indian Accounting Standards.

aa. Listing on Stock Exchange:

The Equity shares of the Company listed on the Main Board of National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).

ab. Depository System:

Your Company's equity shares are in Demat form. The Company has appointed Central Depository Services India Limited (CDSL) as designated depository to the Company.

ac. Annual Listing Fees to the Stock Exchanges:

Digjam Limited have listed its equity shares on the Main Board of National Stock Exchange of India Limited and BSE Limited. The listing fees have been duly paid to the exchange and annual custodial fees have been paid to CDSL and NSDL for F.Y. 2025-2026.

ad. Disclosure with respect to demat suspense account / unclaimed suspense account:

The Company has maintained an Unclaimed Suspense Account in its name; the disclosure pertaining to the same is provided under the Corporate Governance Report in compliance with Schedule V Para. F of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is not applicable to the Company for F.Y. 2025-2026.

33. INDUSTRIAL RELATIONS:

Industrial relations have been cordial at the manufacturing unit of the Company.

34. ACKNOWLEDGEMENTS

The Directors express their appreciation for the sincere cooperation and assistance of Central and State Government authorities, bankers, customers, suppliers and business associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by your Company's employees. Your Directors acknowledge with gratitude, the encouragement and support extended by our valued Members.

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar, Pushapathur,
Swaminathapuram, Palani Taluk, Dindigul District,
Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For Digjam Limited

Sd/-
Hardik Bharat Patel
Whole- Time Director
DIN: 00590663

Annexure A

Statement of Disclosure of Managerial Remuneration Under Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of remuneration of each director to the median remuneration of employees of the Company for the financial year 2025-26 and percentage increase in remuneration of each Directors, Chief Financial Officer and Company Secretary during the financial year 2025-26 are as under.

Name of Director /KMP	Designation	Remuneration Directors /KMP for FY 2025 26 (Rs. in Lakh)	Ratio of remuneration of each Director to the Median remuneration of employees	Percentage increase in Remuneration
Sri Hardik Bharat Patel (DIN: 00590663)	Whole Time Director and Chairman	Nil	NIL	NIL
Sri Ajay Agarwal (DIN: 00649182)	Non-Executive, Non-Independent Director	Nil	NIL	NIL
Sri Ruchit Bharat Patel (DIN: 00603359)	Non-Executive Non-Independent Director	Nil	NIL	NIL
Sri D. G. Rajan (DIN: 00303060)	Independent Director	2.70	1.15	NIL
Smt. Sudha Bhushan (DIN: 01749008)	Independent Director	2.80	1.19	NIL
Sri P. Swaminathan (DIN: 00901560)	Independent Director	2.20	0.94	NIL
Key Managerial Personnel				
Sri Pankaj Prakash Gharat	Chief Financial Officer	Nil	NIL	NIL
Sri Mohit Premchand Dubey	Company Secretary & Compliance Officer	1.25	0.53	NIL
Ms Daman Preet Kaur	Company Secretary & Compliance Officer	2.02	0.86	NIL
Sri Ritesh Krishna Kumar Mishra	Company Secretary & Compliance Officer	2.45	1.04	NIL

Note:

a. Non-Executive Independent Directors were paid remuneration in the form of sitting fees only for attending the Board and Committee meetings and therefore the percentage increase in their remuneration is Not Applicable.

b. The percentage increase in the median remuneration of employees in the financial year: Not Applicable

c. The number of permanent employees on the rolls of Company: 17 **(as on March 31, 2026)**

d. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration: *There is no average increase in remuneration during the last financial year for Employees and for Managerial Personnel.*

e. If remuneration is as per the remuneration policy of the Company: *Yes*

Statement pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

List of top 10 employees in terms of remuneration drawn:

Sr. No.	Name of the Employee	Designation	Remuneration (in Rupees)	Nature of Employment	Date of commencement of employment	Age of employee	Last employment held by such employee	Qualification	If the employee is a relative of Director or Manager
1.	Mukul Awasthi	Vice President Sales & Marketing	14.95	Sales & Marketing	01/10/2025	54	Sangam India Limited	MBA B-Tec	No
2.	Rajiv R Yadav	Sr. Manager Accounts /Finance	6.33	Accounts & Finance	01/10/2025	52	Chandrakiran Liberty Hotel Pvt Ltd	MCom -MBA	No
3..	Pradeep Vyas	Co-ordinator Sales & Marketing	5.20	Sales & Marketing	01/10/2025	52	Reliance Industries	BA-MBA	No
4.	Govind Diwedi	Co-ordinator Sales & Marketing	3.85	Sales & Marketing	01/10/2025	31	GBTL Limited	B A-Arts	No
5.	Vishal Kumar	Accounts - Officer	2.66	Accounts	01/10/2025	29	Q-MAX LLP	B COM	No
6.	Ritesh Krishna Kumar Mishra	Company Secretary	2.42	Company Secretary	02/01/2026	24	Reliance ARC & KHFM Hospitality	C.S. & B.COM	No
7.	Rajesh Devidas Mone	Manager - Warehouse	2.38	Warehouse -Co coordinator	01/10/2025	44	Shivani Clothing Fashion Flair Pvt Ltd	SSC	No
8.	Nikur Kumar	Area Sales Manager	2.35	Sales & Marketing	01/10/2025	31	Yash Cotton Corporation Pvt Ltd	Graduation	No
9.	Jitendra Singh Rao	Co-ordinator Sales & Marketing	2.27	Sales & Marketing	01/10/2025	46	Shivani Clothing Fashion Flair Pvt Ltd	MBA	No
10.	Raghav Kumar Jha	Co-ordinator Sales & Marketing	2.27	Sales & Marketing	01/10/2025	35	Shivani Clothing Fashion Flair Pvt Ltd	B COM	No

Note: For the above computation, sitting fees paid to the Directors, leave encashment and retirement benefits have not been considered as remuneration.

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram,
Palani Taluk, Dindigul District, Saminathapuram, Dindigul,
Palani, Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For Digjam Limited

Sd/-
Hardik Bharat Patel
Whole- Time Director
DIN: 00590663

DIRECTORS' REPORT

Annexure-B

Form - MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
DIGJAM Limited
L17123TZ2015PLC036291
Door No. 508/A/6, GVG Nagar,
Pushapathur, Swaminathapuram, Palani Taluk,
Dindigul District, Saminathapuram,
Dindigul, Palani, Tamil Nadu, India - 642113

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DIGJAM Limited** having CIN: L17123TZ2015PLC036291 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company and provided to us, for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **[Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment]**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **[Not applicable as the Company does not have any Employee Stock Option Scheme and Employee Stock Purchase Scheme]**

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable as the Company does not have any listed debt securities]**

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **[Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];**

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.]**

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable as there was no reportable event during the period under review];**

(vi) The laws as are applicable specifically to the Company are as under:

   a) Textiles Committee Act, 1963;

   b) Textiles (Development and Regulation) Order, 2001;

   c) Textile (Consumer Protection) Regulations, 1988;

   d) The Factories Act, 1948 and Rules made thereunder;

   e) The Industries (Development and Regulation) Act, 1951;

   f) Labour laws and other incidental laws related to labour and employees appointed by the Company

   g) Acts and Rules prescribed under prevention and control of pollution;

   h) Acts and Rules relating to environmental protection, energy conservation and hazardous substances and chemicals;

i) Acts and Rules relating to boilers, electricity explosives, fire, etc.;

j) Acts as prescribed under Direct and Indirect Tax and Goods and Service Tax;

k) The Legal Metrology Act, 2009;

l) Acts as prescribed under Shops and Establishment Act of various local authorities

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India under the Companies Act, 2013.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, ***except***:

1) Regulation 6(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, where The Company did not have a Company Secretary / Compliance Officer for a continuous period from May 01, 2025 to August 03, 2025 (delay of 3 days, beyond statutory requirement of 3 months). Further, the Penalty of Rs 3540/- was levied by BSE & NSE, vide their email dated November 20, 2025, pursuant to non-compliance of Regulation 6 of the Listing Regulations.

I hereby report that during the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that during the year under review: -

1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2) Adequate notice is given to all Directors to schedule the Board Meetings at least seven days in advance. Agenda and detailed notes on agenda were also sent to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that based on review of compliance mechanism established by the Company, I am of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:-

1. The application for shifting of the Registered office of the Company from "Aerodrome Road, Jamnagar, Gujarat- 361006" situated in the State of Gujarat, to "Swaminathapuram, Palani, Main Road, Dindigul District, Tamil Nadu, 642113" situated in the State of Tamil Nadu, thereby resulting in change in jurisdiction from ROC Ahmedabad, Gujarat to ROC Coimbatore, Tamil Nadu, was approved by the Hon'ble Regional Director, North-Western Region, vide Order No. RD(NWR)/Section13/26/2025/SRN AB3936083/1955 dated 29th July 2025.

2. The Board of Directors of the Company approved the Draft Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013, between Reid & Taylor International Private Limited and Digjam Limited and their respective shareholders. The objective of the Scheme is to consolidate the textile business of both entities into Digjam Limited for achieving strategic, financial and operational synergies. The Appointed Date proposed under the Scheme is July 1, 2025, or such other date as may be approved by the NCLT. The Scheme is submitted vide case no C.A.(CAA)/10/CHE/2026 with Hon'ble NCLT, Chennai and is pending for approval. The scheme is subject to requisite approvals, including approval of the Hon'ble NCLT, Chennai.

3. **Rectification of observation reported in our Secretarial Audit Report for FY 2024-25**: In our Secretarial Audit Report for the financial year ended March 31, 2025, dated August 14, 2025, we had reported at Point No. 1 of the reportable events that the Company had "*issued*" 100 (One Hundred) 0% Unlisted Unsecured Non-Convertible Debentures (NCDs) of Rs. 1,00,00,000/- (Rupee One Crore Only) each, aggregating Rs. 100,00,00,000/- (One Hundred Crores Only), on private placement basis to related parties, *"via members' approval taken through Postal Ballot"*.

On subsequent review of the corporate records during the course of the present audit for FY 2025-26, we observe that the said approval for private placement of NCDs was in fact accorded by the members at the 9th Annual General Meeting held on September 28, 2024, and not through Postal Ballot. Further, The Postal Ballot process undertaken during FY 2024-25 related to a separate resolution for alteration in the terms of the said Debentures. Further, the company has not Issued 100 (One Hundred) Unlisted Unsecured NCDs, but instead the Company has got the approval for issuance, of 100 (One Hundred) Unlisted Unsecured NCDs. We hereby place this correction on record and clarify that our observation in the FY 2024-25 report be read accordingly.

For, **Viral Sanghavi & Associates**
Practicing Company Secretaries
Firm Reg No : 3130

CS Viral Sanghavi
Proprietor
M No. FCS 10331 CP 9035
Peer Review No : 2531/2022

Singed on 23/05/2026 at
Jamnagar
UDIN: F010331G001019108

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

DIRECTORS' REPORT

ANNEXURE A TO SECRETARIAL AUDITORS' REPORT

To,

The Members,

DIGJAM Limited

L17123TZ2015PLC036291
Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk,
Dindigul District, Saminathapuram, Dindigul, Palani, Tamil Nadu, India - 642113

Our Secretarial Review Report of even date, for the financial year ended March 31, 2026 is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
2. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
3. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Disclaimer

1. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, **Viral Sanghavi & Associates**
Practicing Company Secretaries
Firm Reg No : 3130

CS Viral Sanghavi
Proprietor
M No. FCS 10331 CP 9035
Peer Review No : 2531/2022

Singed on 23/05/2026 at Jamnagar
UDIN: F010331H000456095

DIRECTORS' REPORT

Annexure-C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES

1. **Brief outline on CSR Policy of the Company:**

   The CSR Policy of the Company inter alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 ("the Act") read with the Rules made thereunder.

2. **Composition of Corporate Social Responsibility & Governance ("CSR&G") Committee:**

   As per the General Circular No. 14 /2021 date 25th August, 2021 Where the amount required to be spent by a company on CSR does not exceed Fifty Lakhs rupees, the requirement for constitution of the CSR Committee is not mandatory and the functions of the CSR Committee, in such cases, shall be discharged by the Board of Directors of the company. Therefore, company did not comprise CSR Committee

3. **Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company**: Not Applicable

4. **Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014**: Not Applicable.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** NIL

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
Not Applicable			

6. **Average net profit of the Company as per section 135(5):** Not Applicable as the average net profit of the Company during previous three financial years was negative.

7. i. Two percent of average net profit of the company as per section 135(5): Not Applicable

   ii. Surplus arising out of the CSR projects or programmes or activities of the previous financial years.: Nil

   iii. Amount required to be set off for the financial year, if any: Nil

   iv. Total CSR obligation for the financial year (7a+7b-7c).: Nil

8. a. CSR amount spent or unspent for the financial year: Nil

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Not Applicable					

   b. Details of CSR amount spent against ongoing projects for the financial year: Nil

   c. Details of CSR amount spent against other than ongoing projects for the financial year: Nil

   d. Amount spent in Administrative Overheads: Nil

   e. Amount spent on Impact Assessment, if applicable: Nil

   f. Total amount spent for the Financial Year (8b+8c+8d+8e): Nil

   g. Excess amount for set off, if any: Nil

9. a. Details of Unspent CSR amount for the preceding three financial years: Nil

   b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:** Not Applicable

    (Asset-wise details).

    a. Date of creation or acquisition of the capital asset(s): Not Applicable

    b. Amount of CSR spent for creation or acquisition of capital asset: Not Applicable

    c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Not Applicable

    d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** The Company's average net profit of last three consecutive years is negative and hence the Company is not required to spend any amount on CSR activities.

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar,
Pushapathur, Swaminathapuram,
Palani Taluk, Dindigul District,
Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For Digjam Limited

Sd/-
Hardik Bharat Patel
Whole- Time Director
DIN: 00590663

DIRECTORS' REPORT

Annexure-D

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read along with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are as mentioned below:

A) Conservation of energy:

Steps taken or impact on conservation of energy.	- The Company continues to place emphasis on the efficient and responsible use of energy across its operations. Considering the present nature and scale of activities, energy consumption remains relatively limited. Nevertheless, appropriate measures are undertaken on an ongoing basis to optimise consumption and avoid wastage. - Efforts include the use of energy-efficient lighting and equipment, optimum utilisation of electrical installations, regular maintenance of equipment and monitoring of electricity consumption. The Company continues to evaluate opportunities for further improving energy efficiency, wherever practical and economically feasible.
Steps taken by the company for utilizing alternate sources of energy.	The Company is examining the usage of solar energy.
Capital investment on energy conservation Equipment's	Financial impact not separately quantified

(B) Technology absorption:

Efforts made towards technology absorption	Constant monitoring of process, technology and product up gradation globally and to direct the suppliers / vendors to offer similar products through in-house R&D. Continuous improvements being made in quality control methods and testing facilities. Regular interaction with major raw material suppliers for improvements in processing and operating parameters. The benefits derived: a. Fabrics certified in accordance with recognised standards. b. Technology upgradation to meet the specifications of exportable products.
Benefits derived like product improvement, cost reduction, product development or import substitution	c. Increased range and variety of fabrics with finishes like bio-polishing, 100% wool washable fabrics and nano finished fabrics. d. Improvement in quality and marketability of existing products. e. Energy and water conservation. f. Better and easier availability of materials leading to less dependence on imported items and saving of foreign exchange outgo. g. Improved productivity and improved machine performance resulting in saving in process cost.
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• **Details of technology imported**	No fresh technology has been imported during the last three years.
• **Year of import**	Not Applicable
• **Whether the technology has been fully absorbed**	Not Applicable
• **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof**	Not Applicable
Expenditure incurred on Research and Development	Nil

(C) Foreign exchange earnings and Outgo:

	April 01, 2025, to March 31, 2026 [2025-2026]	April 01, 2024, to March 31, 2025 [2024-2025]
	Amount in INR	Amount in INR
Actual Foreign Exchange earnings	234.15 lakhs	-
Actual Foreign Exchange outgo	-	-

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar,
Pushapathur, Swaminathapuram,
Palani Taluk, Dindigul District,
Saminathapuram, Dindigul, Palani,
Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For Digjam Limited

Sd/-
Hardik Bharat Patel
Whole- Time Director
DIN: 00590663

DIRECTORS' REPORT

ANNEXURE-E

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

DETAILS OF CONTRACTS / ARRANGEMENTS / TRANSACTIONS NOT AT ARM'S LENGTH BASIS

There were no contracts / arrangements / transactions with related parties during the year that were not on an arm's-length basis.

DETAILS OF CONTRACTS / ARRANGEMENTS / TRANSACTIONS AT ARM'S LENGTH BASIS

(a) **Details of Contract and Arrangements**

Sr. No.	Related Party	Relationship	Nature of Transaction	2025-26 Amount (in Lakhs)
1.	Sri. Hardik Bharat Patel	Whole Time Director	Loan Taken	3307.00
2.	Reid & Taylor International Private Limited (Formerly known as Krihaan Texchem Private Limited)	Associate entity	Purchase of stock in trade	2230.93
			Turnover Discount	145.97
			Sale of goods	363.08
			Sale of assets	49.51
			Loan Taken	15.00
			Loan Repaid	3223.36
			Interest Expenses	103.13
3.	Shree Digvijaya Woollen Mills Limited Employees Gratuity Fund	Employee Gratuity Fund	Contribution to post Employment Benefit Fund (with LIC)	1.92
4.	Sri D. G. Rajan	Independent Director	Sitting Fees	02.70
5.	Sri P. Swaminathan	Independent Director	Sitting Fees	02.20
6.	Smt. Sudha Bhushan	Independent Director	Sitting Fees	02.80

(b) Duration of contracts/arrangements/transactions*

Sr. No.	Contracts/Arrangements/Transactions	From	To
1.	Transactions	01/04/2025	31/03/2026

(c) Salient terms of the contracts or arrangements or transactions including the value, if any - Transactions were undertaken in the ordinary course of business and on an arm's length basis, on mutually agreed terms and conditions and in accordance with applicable laws and approvals, wherever applicable*

(e) Date(s) of approval by the Board: February 14, 2025*

(f) Amount paid as advances, if any: Nil*

** Point (b), (c), (d) & (e) have been provided w.r.t all the transactions under this annexure.*

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District, Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For **Digjam Limited**
Sd/-
Hardik Bharat Patel
Whole- Time Director
DIN: 00590663

MANAGEMENTS' DISCUSSION & ANALYSIS REPORT

ECONOMICS OVERVIEW

GLOBAL ECONOMIC OVERVIEW AND OUTLOOK

The global economy remained resilient during FY 2025–26, achieving a growth rate of 3.4% despite persistent geopolitical tensions, elevated trade policy uncertainty, supply-chain disruptions and volatile commodity prices. While global economic activity demonstrated greater-than-anticipated resilience, the outlook continued to be shaped by downside risks arising from geopolitical conflicts, higher energy prices, inflationary pressures, tighter financial conditions and fragmentation in international trade.

According to the International Monetary Fund (IMF), global growth is projected at **3% in 2026 and 3.4% in 2027**, assuming that the conflict in the Middle East remains limited in duration and scope. The IMF expects global inflation to rise modestly in 2026 before resuming its declining trend in 2027. However, the outlook remains subject to significant downside risks, including prolonged geopolitical conflicts, renewed trade tensions, higher commodity prices and weaker-than-expected productivity gains.

The World Bank's June 2026 outlook presents a more cautious assessment, projecting global growth to slow to **2.5% in 2026**, from 2.8% in 2025, before improving to **2.8% in 2027**. The World Bank has highlighted the impact of the Middle East conflict, higher energy prices, rising inflation and increased borrowing costs as key factors weighing on global activity. Under a more adverse scenario involving prolonged energy disruptions and financial stress, global growth could weaken further.

The OECD, in its June 2026 Economic Outlook, similarly projects global growth to moderate in 2026 before recovering in 2027, with the trajectory dependent on the duration of current geopolitical and energy-related disruptions. Under its time-limited disruption scenario, global growth is projected at **2.8% in 2026 and 3.1% in 2027**. The OECD has also cautioned that a prolonged disruption could result in materially weaker growth and persistent inflationary pressures.

Overall, the global economy enters the period ahead with a combination of resilience and heightened uncertainty. The evolving geopolitical environment, energy prices, trade policy changes, supply-chain realignments and inflation dynamics will continue to influence business confidence and consumer demand. For the textile and apparel industry, these factors may affect international demand, raw material costs, freight costs and sourcing decisions. At the same time, continued diversification of global supply chains and India's growing integration into international markets could create opportunities for Indian textile businesses.

INDIAN ECONOMIC OVERVIEW AND OUTLOOK

The Indian economy continued to demonstrate resilience during FY 2025–26 and remained among the fastest-growing major economies globally. Strong domestic demand, improving infrastructure, policy support, diversification of supply chains and continued structural reforms have supported economic activity despite global uncertainties.

The World Bank has projected India's growth at **6.6% in FY 2026–27**, noting that higher energy prices and supply-chain disruptions could weigh on economic activity, while strong macroeconomic fundamentals, foreign exchange reserves, a relatively healthy financial sector and trade diversification provide resilience against external shocks.

The OECD, in its June 2026 outlook, projects India's real GDP growth at **6.3% in FY 2026–27**, followed by **6.4% in FY 2027–28**. The OECD expects higher energy and input costs, weaker global demand and inflationary pressures to create near-term headwinds, while continued reforms and investment could support medium-term growth.

The Indian textile and apparel sector remained an important contributor to India's manufacturing and export ecosystem during FY 2025–26. India's total textile exports, including handicrafts, increased from approximately **Rs.3,09,859 crore in FY 2024–25 to Rs.3,16,335 crore in FY 2025–26**, representing a growth of approximately **2.1%**. Within the sector, exports of man-made yarn, fabrics and made-ups increased by approximately **3.6%**, from Rs.41,196 crore in FY 2024–25 to Rs.42,688 crore in FY 2025–26, reflecting continued demand for man-made and value-added textile products.

The sector also benefited from broad-based geographical diversification. During April 2025 to February 2026, export growth was recorded across more than 120 destinations, with notable growth in markets including the UAE, United Kingdom, Germany, Spain and Japan. Developments in India's trade agreements, including the India–EFTA TEPA entering into force, the India–UK CETA and the conclusion of the India–EU FTA, are expected to strengthen market access and create additional opportunities for Indian textile and apparel businesses over the medium term.

Government initiatives such as the **Production Linked Incentive (PLI) Scheme for Textiles, PM MITRA Parks, National Technical Textiles Mission and SAMARTH** continue to support the development of the textile ecosystem. The PLI Scheme remains particularly relevant to the growth of man-made fibre fabrics, man-made fibre apparel and technical textiles, while the PM MITRA Parks initiative seeks to strengthen integrated textile infrastructure and supply chains.

Against this backdrop, India's textile sector is expected to benefit from growing domestic consumption, increasing demand for man-made and value-added fabrics, diversification of global sourcing and expanding international market access. However, fluctuations in raw material prices, geopolitical uncertainty, energy costs, global demand conditions and evolving trade policies will remain important considerations for businesses operating across the textile value chain.

MACROECONOMIC ENVIORNMENT

FY 2025–26 was characterised by a combination of domestic economic resilience and heightened global uncertainty. While India's domestic economic fundamentals remained relatively strong, the operating environment for the textile sector continued to be influenced by geopolitical tensions, trade-policy developments, commodity-price volatility and changes in global consumer demand.

The textile trading business remains sensitive to fluctuations in the prices of cotton, wool, polyester, viscose and other man-made fibres. Changes in raw material prices can influence procurement costs, inventory valuations, selling prices and trading margins. During FY 2025–26, the global energy shock and geopolitical developments also contributed to uncertainty in freight, logistics and input costs.

At the same time, India's textile export sector demonstrated resilience. The increase in total textile exports during FY 2025–26 and the relatively stronger performance of man-made textile exports indicate continued demand for diversified and value-added textile products. The geographical expansion of India's export markets also reflects the industry's efforts to reduce dependence on individual markets and strengthen its global presence.

For textile trading businesses, the changing global environment presents both challenges and opportunities. While subdued global growth and cost volatility may affect demand and margins, India's growing integration with global supply chains, trade agreements and increasing demand for man-made and specialised fabrics provide opportunities for businesses with strong sourcing capabilities, efficient inventory management and diversified customer relationships.

The Company continues to monitor these macroeconomic developments closely and remains focused on maintaining operational flexibility, prudent inventory management and cost efficiency to navigate the evolving business environment.

INDUSTRY OVERVIEW

The Indian textile trading business forms an important link between textile manufacturers, brands, retailers, apparel manufacturers and institutional customers. The sector is undergoing structural changes driven by evolving consumer preferences, increasing demand for quality and value-added products, digitalisation of distribution channels and greater integration with global supply chains.

During FY 2025–26, the Indian textile sector demonstrated resilience in international markets. Total textile exports, including handicrafts, increased by approximately 2.1%, while exports of man-made yarn, fabrics and made-ups registered growth of approximately 3.6%. This trend is relevant to the Company's business, given its focus on PV (Polyester Viscose) and PW (Pure Wool) fabrics.

The industry is witnessing increasing demand for man-made fibres, performance fabrics, technical textiles and other specialised products. At the same time, consumers are becoming increasingly conscious of quality, sustainability, traceability and product differentiation. These trends are encouraging businesses across the textile value chain to strengthen sourcing capabilities and develop stronger relationships with manufacturers, brands and end customers.

The Government's continued policy support through initiatives such as the PLI Scheme for Textiles, PM MITRA Parks, National Technical Textiles Mission and other sectoral programmes is expected to strengthen the competitiveness of the Indian textile ecosystem. The continued expansion of India's trade relationships and FTAs also provides opportunities for greater market access and export diversification.

The industry, however, remains exposed to global demand fluctuations, currency movements, raw material price volatility, changing trade policies and intense competition from major textile-producing countries. The ability to manage inventory, maintain competitive pricing, identify emerging product categories and respond quickly to changing market conditions will remain critical to sustainable growth.

BUSINESS OVERVIEW

DIGJAM is engaged in the textile business in India, specialising in the PV (Polyester Viscose) and PW (Pure Wool) fabrics. The Company's textile operations are conducted from its unit located at Bhiwandi, Maharashtra.

The business is structured around the following key activities:

- **Specialty and Premium Fabrics:** The Company focuses on premium and value-added fabrics, catering to the evolving requirements of the apparel, fashion and institutional markets.
- **Customer-Centric Approach:** The Company remains focused on product quality, timely delivery, customer relationships and service standards, supported by its established and recognised brand, **DIGJAM**.

The Company continues to leverage its supplier relationships and distribution capabilities to support efficient procurement and delivery of textile products. The Company's focus remains on strengthening its trading operations, maintaining prudent inventory levels and responding effectively to changing customer preferences and market conditions.

PERFORMANCE REVIEW (FINANCIAL AND OPERATIONAL)

The Company continued to focus on its textile operations during FY 2025–26 in an operating environment characterised by global economic uncertainty, volatility in input costs and evolving market demand.

The Company's financial and operational performance for the year ended March 31, 2026, compared with the previous financial year, is summarised below:

Financial Performance Highlights (Consolidated, YoY):

Particulars	March 31, 2026	March 31, 2025	YOY CHANGE
Total Income	3,350.79	1,839.92	82.11%
EBITDA	341.71	333.32	2.52%
EBITDA Margin (%)	10%	18%	-
Profit Before Tax (PBT)	232.55	197.91	17.50%
PBT Margin (%)	7%	11%	-

Note: The company has **discontinued its operations in Jamnagar**, and any financial activity relating to that is shown separately as a **discontinued operation**. The above table **represents only the continued operations of the textile business of Digjam**.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS:

Particulars	F.Y. 26	F.Y.25	Variation
Trade Receivables Turnover	4.33	2.99	45%
Inventory Turnover	2.69	1.49	81%
Interest Coverage Ratio	0.00	-1.56	-100%
Current Ratio	0.50	0.82	-40%
Debt Equity Ratio	13.61	10.96	24%
Net Profit Margin	0.07	0.11	-57%

OPPORTUNITIES AND THREATS

Opportunities:

- **Expansion in Premium, Man-Made, and Specialized Fabrics:** Growing demand for **value-added fabrics, technical textiles, and man-made fabrics (MMF)** is creating opportunities for textile companies to cater to premium and niche segments.
- **Market Penetration & Distribution Networks:** Increasing organized retail, e-commerce growth, and omnichannel platforms are enabling textile companies to reach Tier 2/3 cities and expand their client base.
- **Government Support:** Policies like the **PLI Scheme for Textiles**, PM MITRA Parks, and import duty exemptions on raw materials—including synthetic and MMF inputs—are enhancing competitiveness and facilitating smoother operations for textile businesses.
- **Global Sourcing Diversification ('China Plus One'):** International brands seeking alternative suppliers due to geopolitical tensions and tariffs are opening avenues for Indian traders to capture a larger share of global textile trade, particularly in **man-made fibers and technical textiles**. Free Trade Agreements (FTAs), such as the India–UK FTA, could further accelerate export opportunities.

Threats & Challenges:

The Indian textile industry continues to operate in a dynamic environment, with several structural and market-related challenges influencing its growth and performance. Some of the key challenges are outlined below:

- Variations in the availability of key textile inputs continue to influence production economics across the industry. The comparatively higher cost of certain synthetic fibres and specialised yarns in India may also place domestic manufacturers at a disadvantage against some global production centres.
- The international business environment remains challenging due to uneven demand across major consuming markets and aggressive pricing by overseas suppliers. Tariff disadvantages in certain geographies can further affect the ability of Indian manufacturers to compete effectively, particularly where competing countries enjoy preferential access through bilateral or regional trade arrangements.
- Competition from established and emerging textile-producing nations continues to intensify. Several competing countries benefit from efficient manufacturing ecosystems, competitive production costs and favourable access to important export destinations. In the domestic market as well, availability of competitively priced imported textile and apparel products may influence realisations and market share in certain categories.
- Consumer demand for textiles and apparel is closely linked to disposable income, inflation and overall economic sentiment. During periods of cautious discretionary spending, consumers may increasingly favour affordable products and promotional purchases. Such changes in buying behaviour can affect product mix, pricing flexibility and profitability, particularly in price-sensitive categories.
- The regulatory framework governing the textile sector continues to evolve across areas such as taxation, product standards and compliance requirements. Changes in applicable regulations may require businesses to modify processes, systems or sourcing practices and could consequently result in additional expenditure and greater complexity in business planning.
- Environmental considerations are becoming increasingly important in purchasing and sourcing decisions across global textile markets. Customers are placing greater emphasis on responsible sourcing, product traceability and environmentally efficient manufacturing. Meeting these expectations may require continuing investment in technology and infrastructure, particularly in processing activities involving significant consumption of water, energy and chemicals.
- The working capital requirements of textile businesses can be affected by fluctuations in order volumes, inventory holding periods and delays in customer collections. Longer operating cycles may increase dependence on external funding, while changes in lending appetite, borrowing costs or credit availability could impact liquidity and the ability of industry participants to fund their operations efficiently.

SEGMENT- WISE OR PRODUCT- WISE PERFORMANCE

The Company is engaged in the business of selling of Fabrics. The Company is dealing only in this single segment and hence segment wise performance is not applicable to the Company.

RISKS, CONCERNS, AND MITIGATIONS

The textile trading business is exposed to several risks:

- **Macroeconomic Risks:** Changes in global and domestic economic growth, inflation, interest rates and currency movements may influence consumer demand and business activity.

- **Market Risks:** The Company operates in a competitive industry characterised by changing consumer preferences, evolving fashion trends and increasing demand for specialised and value-added fabrics.
- **Raw Material and Price Risks:** Volatility in prices of wool, polyester, viscose and other textile inputs may impact procurement costs, inventory values and trading margins.
- **Supply Chain and Logistics Risks:** Disruptions in transportation, availability of materials, freight costs and delivery schedules may affect business operations and customer servicing.
- **Inventory Risks:** Changes in market demand and product preferences may result in inventory accumulation, price erosion or slower inventory turnover.
- **Trade and Geopolitical Risks:** Changes in tariffs, trade restrictions, geopolitical developments and international supply-chain conditions may affect the textile industry.

  The Company seeks to mitigate these risks through prudent inventory management, supplier diversification, close monitoring of market trends, maintaining strong customer and supplier relationships and exercising discipline in procurement and working capital management. The Company also continues to evaluate opportunities in premium, value-added and specialised textile products to improve product mix and reduce concentration risks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established an internal control framework commensurate with the size and nature of its operations. The internal control systems are designed to safeguard the Company's assets, ensure accuracy and reliability of financial reporting, promote operational efficiency and ensure compliance with applicable laws, regulations and internal policies.

The internal control framework includes appropriate processes relating to procurement, inventory management, sales, receivables, payments, financial reporting and statutory compliance. The adequacy and effectiveness of internal controls are reviewed periodically by the management and, where applicable, through the internal audit function.

The Audit Committee of the Board reviews significant internal audit observations and the status of corrective actions, as applicable. The Company continues to strengthen its internal control environment to support effective risk management, operational discipline and good corporate governance.

HUMAN RESOURCES

The Company's employees continue to be an important contributor to its operational effectiveness and long-term success. The Company remains committed to maintaining a professional, inclusive and performance-oriented work environment.

The Company focuses on attracting, developing and retaining capable personnel and encourages continuous learning and skill development. Employees are provided with appropriate opportunities to enhance their knowledge and capabilities in line with the evolving requirements of the business.

The Company believes that a committed and capable workforce is essential for maintaining operational efficiency, strengthening customer relationships and supporting sustainable business growth.

SUSTAINABILITY AND ESG HIGHLIGHTS

The Company recognises the growing importance of sustainability and responsible business practices across the textile value chain. The Company continues to remain mindful of the environmental and social considerations associated with textile sourcing and trading activities.

Key areas of focus include:

- **Sustainable Sourcing:** Encouraging the sourcing of quality products and, where commercially and operationally feasible, exploring eco-friendly, recycled and certified textile materials.
- **Environmental Responsibility:** Promoting efficient use of resources and encouraging responsible practices across the Company's operations and supply chain.
- **Social Responsibility:** Supporting fair labour practices, workplace safety and responsible sourcing standards among business partners and suppliers.
- **Product Quality and Traceability:** Maintaining appropriate quality standards and strengthening transparency in product sourcing and supply-chain relationships.
- **Governance and Compliance:** Maintaining appropriate governance systems, ethical business practices, regulatory compliance and oversight of material business risks.

The Company continues to monitor evolving ESG expectations and industry practices and will seek to integrate relevant sustainability considerations into its business operations in a manner appropriate to the nature and scale of its business.

OUTLOOK

The Indian textile industry enters FY 2026–27 with a combination of opportunities and challenges. While global economic growth is expected to remain moderate and geopolitical and energy-related risks continue to create uncertainty, India's resilient domestic economy, expanding trade relationships and continued policy support provide a favourable foundation for the medium-term development of the textile sector.

The growth recorded in India's textile exports during FY 2025–26, together with the stronger performance of man-made textile exports, indicates opportunities for businesses operating in value-added and man-made textile categories. The Company's focus on PV and PW fabrics provides a platform to participate in evolving customer preferences and market opportunities.

The Company's key focus areas for FY 2026–27 will include:

- **Strengthening the Business:** Continuing to build the Company's presence in PV and PW fabrics and other commercially viable value-added textile categories.

- **Product and Market Diversification:** Exploring opportunities to broaden the product portfolio and customer base in response to evolving market requirements.
- **Customer and Supplier Relationships:** Strengthening long-term relationships with customers and suppliers to ensure product availability, competitive pricing and consistent service.
- **Working Capital and Inventory Management:** Maintaining disciplined inventory and receivables management to improve liquidity and operational efficiency.
- **Operational Efficiency:** Continuing to focus on cost optimisation and efficient business processes to support sustainable profitability.
- **Market Opportunities:** Evaluating opportunities arising from India's expanding trade relationships, global supply-chain diversification and increasing demand for man-made and specialised textiles.

While the operating environment remains subject to global economic and geopolitical uncertainties, the Company remains focused on strengthening its core textile operations, improving operational efficiency and pursuing sustainable growth opportunities.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and other forward-looking statements may constitute forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Factors that may affect the Company's operations include global and domestic economic conditions impacting textile demand and supply, fluctuations in raw material and finished fabric prices, changes in trade policies and tariffs, geopolitical developments, supply-chain disruptions, exchange-rate movements, changes in government policies and regulations, and other factors beyond the Company's control.

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance is an important component in enhancing stakeholders' value and it emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. Adherence to transparency, accountability, fairness and ethical standards are an integral part of the Company's function. The Company place strong emphasis on Corporate Governance and believes in adopting and adhering to the best practices and is committed to do things in the right way. Digjam firmly believes that Corporate Governance is critical to success of its business and its governance practices are reflected in its strategy, plan, culture, policies and relationship with stakeholders.

The Company is committed in its responsibility towards the community and environment in which it operates, towards its employees and business partners and towards society in general. The Company has in place processes and systems whereby the Company complies with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and has comprehensively adopted practices mandated in the Listing Regulations.

BOARD OF DIRECTORS

The Company recognizes the importance of a diverse board in its success. The Board is entrusted with the ultimate responsibility of the management, direction and performance of the Company and has been vested with the requisite powers, authorities and duties. The Board plays a crucial role in overseeing how the management serves the short- and long-term interests of the stakeholders. Accordingly, to oversee the same, competent, experienced and eminent personalities from diverse spheres, possessing varied skills, qualifications, expertise and experience have been selected as members of the Board.

a. COMPOSITION OF BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive and Non-Executive Directors in compliance with the requirements of Listing Regulations, and the Companies Act, 2013 ("The Act") as amended from time to time. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with the statutory as well as business requirements.

As on March 31, 2026, the Board consists of Six (6) Directors comprising three (3) Independent Directors including a Woman Independent Director, one (1) Whole-Time Director and Two (2) Non-Executive Directors. The Company believes that the Independent Directors bring with them the rich experience, knowledge and practices followed in other companies resulting in imbibing the best practices followed in the industry. Except Sri D. G. Rajan none of the Independent Directors are more than 75 years of age. The day-to-day management of affairs of the Company is managed by the Senior Management which includes Whole-Time Director and functional heads, who function under overall supervision and guidance of Board. Board plays the primary role as the trustees to safeguard and enhance stakeholders' value through their effective decisions and supervision.

The profile of the Directors can be accessed on the Company's website at www.digjam.co.in.

The Board's composition is in accordance with the provisions of Section 149 of the Act and Regulation 17 of Listing Regulations.

b. Profile of Directors

A brief profile of each of the Directors as on March 31, 2026 is as below:

i. Sri Hardik Bharat Patel, Chairman of the Board (Whole-Time Director)

Sri Hardik Bharat Patel (DIN: 00590663), aged 44 years, is Whole-Time Director-Chairman of the Company and related to Promoter. Sri Hardik Bharat Patel has a Master's Degree in Business Administration from Crummer Graduate School of Business, Florida, USA. He is the Promoter of Finquest group and has worked with pre-eminent investment banks and asset advisory firms such as Merrill Lynch, PCE Investment Bankers and Fidelity Investments in the USA. Sri Patel specializes in developing bespoke client specific solutions including creating prudent asset allocation techniques and building model portfolios.

He is on the Board of Reid & Taylor International Private Limited, Nirmal Realty Private Limited, Genesis Resorts Private Limited, Bharat Patel Welfare Foundation, Ballarpur Industries Limited, PAT Holdings Private Limited, PAT Financial Consultants Private Limited, Finquest Commodities Private Limited, RNT Garments Private Limited, Rubfila International Limited, Premier Tissues (India) Limited, Finquest Securities Private Limited, Finquest Financial Solutions Private Limited, Finquest Properties Private Limited, Urvi Holdings Private Limited, and other family promoted companies.

ii. Sri Ajay Agarwal, (Non-Executive - Non-Independent Director)

Sri Ajay Agarwal (DIN: 00649182), aged 62 years, is Non-Executive, Non-Independent Director of the Company. Sri Ajay Agarwal is a qualified Fellow member of the Chartered Accountant Institute with more than 30 years of rich experience with various Indian corporates and has held leadership position for steering the operations in the field of Textile, speciality chemicals and metallurgy businesses.

He is credited with setting up a Greenfield Pharma project in overseas location. He has been instrumental in raising funds from strategic investors in his past positions and has adopted a holistic approach to steer the stressed business into a "turnaround" story including "Reid & Taylor" India operations.

Sri Ajay Agarwal is on the Board of Leggiuno Superfine Cotton Private Limited and Reid & Taylor International Private Limited.

iii. Sri Duraiswamy Gunaseela Rajan, (Non-Executive-Independent Director)

Sri D. G. Rajan (DIN: 00303060), aged 85 years, is Non-Executive Independent Director of the Company. Sri D. G. Rajan is a Fellow Member of the Institute of Chartered Accountants in England and Wales and the Institute of Chartered Accountants of India. He is also an Associate Member of the Institute of Internal Auditors. Sri Rajan served as a Partner at Lovelock & Lewes from 1967 and was the Senior Partner (Chairman) of the firm from 1984 till 1990. He also served as the Chairman of the Direct Taxation Committee of the Southern India Chamber of Commerce & Industry and a Member of the Board of Governors of The Doon School, Dehradun.

Sri D.G. Rajan is on the Board of Rubfila International Limited, Balaji Motion Pictures Limited, and IFGL Refrectories Limited.

iv. Smt. Sudha Bhushan, (Non-Executive - Independent Director)

Smt. Sudha Bhushan (DIN: 01749008), aged 47 years, is Non-Executive - Independent Director of the Company. Smt. Sudha Bhushan is a qualified Chartered Accountant, Company Secretary, an Insolvency Resolution Professional and a Registered Valuer. She is Co-Founder of Taxpert Professionals, a multifaced consulting company and also advisor to Bank of Baroda, NRI and International operations.

She is Co-Chairperson of Business Next Committee at Indian Merchant Chamber – LW and a member of Indo French Chamber of Commerce and industry. She has vast experience in the Audit and Assurance with expertise in Foreign Exchange Management Act, International Transaction Advisory, Structuring and regulatory affairs. She has also authored many books on International Transactions, Due Diligence on FEMA, etc.

She is on the board of M-Tech Innovations Limited, West Coast Paper Mills Limited, JNK India Limited, Aurionpro Solutions Limited, and Manage My Expat Private Limited.

v. Sri Panchapakesan Swaminathan, (Non-Executive - Independent Director)

Sri P. Swaminathan (DIN: 00901560), aged 61 years, is Non-Executive - Independent Director of the Company. Sri P. Swaminathan is a Chartered and Cost Accountant with more than 23 years of experience. Prior to setting up his own financial consultancy services, he had worked with Ernst & Young, Allsec Financials Ltd and his last employment was with Allsec Technologies Limited as Chief Financial Officer. He successfully handled the seed funding, private equity and finally the IPO of the company.

Sri P. Swaminathan is on the Board of Ballarpur Industries Limited.

vi. Sri Ruchit Bharat Patel (Non-Executive - Non-Independent Director)

Sri Ruchit Bharat Patel (DIN: 00603359), aged 38 years, is a Non-Executive, Non-Independent Director of the Company and a qualified Gastroenterologist. He brings valuable expertise in corporate governance, strategic decision-making, people management, and ethics-driven leadership. His strong leadership capabilities, sound judgment, and commitment to ethical governance enable him to contribute effectively to the Board's oversight and the Company's long-term growth. His familiarity with the promoter family's vision further strengthens his ability to support the Company's governance framework and strategic objectives.

He is on the Board of Finquest Securities Private Limited, RNT Garments Private Limited, Premier Tissues (India) Limited, Gracious Properties Private Limited, Fidelity Multitrade Private Limited, Lifestyle Supermarkets Private Limited, Shoprite Mall Private Limited, Pasha Finance Private Limited, Equitable Financial Consultancy Services Private Limited, Urvi Holdings Private Limited, PAT Holdings Private Limited, PAT Financial Consultants Private Limited, Finquest Properties Private Limited, Reid & Taylor International Private Limited, Bliss Properties Private Limited, Genesis Resorts Private Limited, Bharat Patel Welfare Foundation, Finquest Financial Solutions Private Limited and other family promoted companies.

c. Board Procedure

The Board meets at regular intervals to discuss and decide on Company / Business Policy and Strategy apart from other Board business. The Board Meetings (including Committee Meetings) of the Company are scheduled in advance to facilitate the Directors to plan their schedule and to ensure meaningful participation in the meetings.

However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) by circulation, as permitted by law, which is noted in the subsequent Board Meeting.

The detailed agenda as approved with the relevant attachments are circulated amongst the Directors in advance. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. Where it is not practicable to circulate any document in advance or if the agenda is of confidential nature, the same is tabled at the meeting. In special and exceptional circumstances, consideration of additional or supplementary items is taken up in compliance with the requirements of the Secretarial Standard on Meeting of the Board of Directors. Senior Management Personnel are invited to the Board/Committee Meeting(s) to provide additional inputs for the items being discussed by the Board/Committees thereof as and when necessary.

Further, presentations are made on business operations as well as on various matters which the Board wants to be apprised of.

The Company Secretary is responsible for convening of the Board and Committee Meetings and preparation of respective Agenda and recording of minutes of the meetings. Directors have access to the Company Secretary's support and all information of the Company and are free to suggest inclusion of any relevant matter in the agenda.

The draft Minutes of the proceedings of the Meetings of the Board/Committee(s) are circulated to all the Members of the Board/Committee for their perusal within the stipulated time prescribed by Secretarial Standard on Meeting of the Board of Directors. Comments, if any, received from the Directors are incorporated in the Minutes in consultation with the Chairman/Chairperson. The signed Minutes are circulated to all the Members of the Board or the Committee within the stipulated time prescribed by Secretarial Standard on Meeting of the Board of Directors.

d. Information Provided to The Board

The Board of Directors of the Company has complete access to any information within the Company. At the Meetings, the Board is provided with all the relevant information on important matters affecting the working of the Company as well as all other relevant details that require deliberation by the Members of the Board.

e. Post-Meeting Follow-Up

The important decisions taken at the Board/Committee Meetings are communicated to the departments concerned promptly.

f. Meeting of the Board of Directors

During the financial year 2025-26, the Board met six (06) times, viz. May 27, 2025, June 29, 2025, August 04, 2025, August 14, 2025, November 05, 2025, February 05, 2026. The gap between any two consecutive meetings was less than one hundred and twenty days.

Attendance record of directors

Composition of the Board and attendance record of directors for the financial year 2025-26:

Name of the director	Category	Relationship with other directors	No. of Board Meetings attended	Whether attended last AGM held on September 30, 2025
Sri Hardik Bharat Patel	Whole Time Director and Chairman	Brother of Sri Ruchit Bharat Patel	6/6	Yes
Sri Ajay Agarwal	Non-executive, non-Independent	None	5/6	Yes
Sri D. G. Rajan	Non- Executive, Independent	None	6/6	Yes
Smt. Sudha Bhushan	Non- Executive, Independent	None	6/6	Yes
Sri P. Swaminathan	Non- Executive, Independent	None	5/6	Yes
Sri Parashiva Murthy B.S.*	Non-executive, non-Independent	None	0/1	NA
Sri Ruchit Bharat Patel**	Non-executive, non-Independent	Brother of Sri Hardik Bharat Patel	1/4	Yes

**Resigned w.e.f June 29, 2025 as an Non-Executive Non-Independent Director of the Company.*

*** Appointed as an Non-Executive Non-Independent Director of the Company w.e.f June 29, 2025.*

Information placed before the Board

The Company provides the minimum information as set out in Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as a part of the agenda papers in advance of the respective meetings or by way of presentations and discussion during the meetings.

g. Directorships and Memberships of the Committees

Number of directorships/committee positions of directors as on March 31, 2026:

Name of the director	Directorships			Committee positions held in listed and unlisted public limited Companies	
	In equity listed companies	In unlisted public limited companies	In private limited companies	As Member (including as Chairman)	As Chairman
Sri Hardik Bharat Patel	2	1	11	1	0
Sri Ajay Agarwal	0	0	2	0	0
Sri D. G. Rajan	2	1	0	3	2
Smt. Sudha Bhushan	3	1	1	3	3
Sri P. Swaminathan	1	0	0	2	2
Sri Ruchit Bharat Patel	0	1	15	0	0

i. Number of Directorships in other Listed companies pertains to company is whose securities are listed on the stock exchanges (excluding Digjam Limited).

ii. The Committees considered for the purpose are those prescribed under Regulation 26 of the Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of public limited companies (including Digjam Limited).

iii. Directorships in other Public companies and Committee Memberships details are based on the disclosures received from the Directors,

iv. Directorship in Private Limited Companies excludes, Foreign Companies and Section 8 of the Act.

v. The number of Directorship(s) and Committee Membership(s) / Chairmanship(s) of all Directors is / are within the respective limits prescribed under the Act and the Listing Regulations.

vi. All the Independent Directors fulfil the criteria of being independent as mentioned under Regulation 16(1)(b) of Listing Regulations read with Section 149(6) of the Act. The Company has issued formal letters of appointment to Independent Directors in the manner as provided in the Act. The terms and conditions of appointment of Independent Directors including their roles, responsibilities and duties are available on the Company's website at www.digjam.co.in.

vii. Sri Hardik Bharat Patel and Sri Ruchit Bharat Patel are related to each other in the capacity as brother.

The following table gives the names of the listed companies where the Directors of the Company are Directors and the category of their respective directorships:

Sr. No.	Name of the Director of the Company	Name of the listed companies in which the Director of the Company is a Director	Category of Directorship in the listed companies
1.	Sri Hardik Bharat Patel	Rubfila International Limited	Non-Executive - Non-Independent Director-Chairperson related to Promoter
		Ballarpur Industries Limited	Whole-time Director, Chairperson related to Promoter
2.	Sri Ajay Agarwal	-	-
3.	Sri D. G. Rajan	IFGL Refractories Limited	Non-Executive and Independent Director
		Rubfila International Limited	Non-Executive and Independent Director
4.	Smt. Sudha Bhushan	West Coast Paper Mills Limited	Non-Executive and Independent Director
		JNK India Limited	Non-Executive and Independent Director
		Aurionpro Solutions Limited	Non-Executive and Independent Director
5.	Sri P. Swaminathan	Ballarpur Industries Limited	Non-Executive and Independent Director
6.	Sri Ruchit Bharat Patel	-	-

h. Separate Meeting of Independent Directors

As stipulated by Section 149(8) read with Schedule IV of the Act and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held during the year, without the attendance of Non-Independent Directors and Members of the Management, to review the performance of the Chairman, Non-Independent Directors, various Committees of the Board and the Board as a whole. The Independent Directors also reviews the quality, content and timeliness of the flow of information from the Management to the Board and its Committees which is necessary to perform reasonably and discharge their duties.

i. Familiarisation Programme for Independent Directors

Independent Directors are given a formal letter of appointment which, inter alia, explains their role, function, duties and responsibilities. The Company has drawn up a Familiarization Programme for Independent Directors with a view to familiarize them with the Company, their roles, rights and responsibilities in the Company, nature of industry in which the company operates, business model of the Company etc. (website: www.digjam.co.in). The Remuneration & Nominations Committee has laid down the criteria for performance evaluation of Independent Directors and such evaluation is to be done by the Board (excluding the Director being evaluated) and based on the evaluation, the Board determines the continuation/extension of the term. Performance evaluation of Non-Independent Directors and the Board as a whole and Chairman of the Company is also required to be done by the Independent Directors as per relevant regulations.

j. Confirmation of Independent Directors

In the opinion of the Board, Independent Directors of the Company, fulfil the conditions specified in the Listing Regulations and are independent of the Management. Further, none of the Independent Directors of the Company have resigned during the year under review.

k. Evaluation of Board's Performance

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Individual Directors (including Independent Director). Further, the Committees of the Board had carried out self-evaluation of its performance and the outcome was submitted to the Chairman of the Nomination and Remuneration Committee for his review.

The Nomination and Remuneration Committee have defined the evaluation criteria for the Board, its Committees and Directors. The said criteria provides certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

The performance evaluation of the Independent Directors were carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

The Directors were satisfied with the evaluation results, which reflected the overall functioning of the Board and its Committees. The details of the Policy on evaluation of Board's performance is available on the Company's website at www.digjam.co.in.

l. Succession Planning

The Company has a mechanism in place for ensuring orderly succession for appointments to the Board and Senior Management.

m. Core Skills, Expertise, Competencies and Attributes of The Directors

The Directors of the Company bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The Board of the Company comprises of qualified members who possess the required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The Board of Directors have based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills, expertise and competencies for effective functioning of the Board which are currently available with all the Directors of the Company.

Sr. No.	**Broad Parameters**	**Name of Directors (√) the appropriate column**					
		Sri Hardik Bharat Patel	Sri Ajay Agarwal	Sri D. G. Rajan	Smt. Sudha Bhushan	Sri P. Swaminathan	Sri Ruchit Bharat Patel
1.	Experience of laws, rules, regulation policies applicable to the organization/ industry/ sector and level/ status of compliances thereof by the organization	√	√	√	√	√	√
2.	Experience of the best corporate governance practices, relevant governance codes,	√	√	√	√	√	√
3.	Experience of business ethics, ethical policies, codes and practices of the organization	√	√	√	√	√	√
4.	Understanding of the structures and systems which enable the organization to effectively identify, asses and manage risks and crisis	√	√	√	√	√	√
5.	Experience in overseeing large and complex Supply Chain	√	√	√	√	√	√
6.	Leadership experience of running large enterprise	√	√	√	√	√	√
7.	Finance and Accounting experience	√	√	√	√	√	√

n. Code of Conduct

The Company has adopted a Code of Conduct for the Directors and Senior Management of the Company. The same is available on the Company's website and www.digjam.co.in. The Members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the Code for the Financial Year. The declaration by the Manager to that effect forms part of this Report.

o. Appointment of Independent Directors

During the year under review, no independent director has been appointed during the year. Further, none of the Independent Directors have tendered their resignation during the financial year 2025-26.

p. Change in Chairman of the Company

During the year under review, there has been no change in the Chairman of the Company.

q. Change in Executive and Non-Executive Directors

During the year under review, Sri Ruchit Bharat Patel has been appointed, as Non-Executive Non-Independent Director of the Company, Pursuant to recommendation by Nomination and Remuneration Committee and by the Board of Directors w.e.f. June 29, 2025, liable to retire by rotation.

Appointment and remuneration of any Executive Director require approval of shareholders and such appointments are made for not more than five years and, when eligible, they can be re-appointed at the end of the term. Independent Directors, as required under the Companies Act, 2013 ('the Act'), are appointed for a term of upto 5 years in Annual General Meeting, and are eligible for re-appointment but cannot hold office for more than two consecutive terms (becoming eligible again after the expiry of three years from ceasing to be an independent director). 1/3rd of the other Directors retire every year and, when eligible, qualify for re-appointment. Nominee Directors, if any, are not considered independent and do not usually retire by rotation.

All specified details are provided in the notice for appointment or re-appointment of the directors.

RESPONSIBILITIES

The Board's principal focus is on strategic issues and approval, policy and control and delegation of powers and it has specified a schedule of major matters (covering those required under law or SEBI Code) that are reserved for its consideration and decision, including, inter alia, review of corporate performance, reporting to shareholders, approving annual budget including capital budget, monitoring the implementation and effectiveness of the governance practices, appointing key executives and monitoring their remuneration, monitoring and managing potential conflicts of interest, ensuring integrity of Company's accounting and financial reporting system and that appropriate systems of control are in place, reviewing Board evaluation framework, setting up corporate cultural values and high ethical standard, treating all shareholders fairly and exercising objective independent judgment on corporate affairs.

The respective roles of the Board and the Management are clearly demarcated. The Management is required to (a) provide necessary inputs and basis to support the Board in its decision making process in respect of the Company's strategy, policies, performance targets and code of conduct (b) manage day-to-day affairs of the Company to best achieve targets and goals approved by the Board (c) implement all policies and the code of conduct, as approved by the Board (d) provide timely, accurate, substantive and material information, including on all financial matters and exceptions, if any, to the Board and/or its Committees (e) be responsible for ensuring strict and faithful compliance with all applicable laws and regulations and (f) implement sound, effective internal control systems and the Risk Management Procedure framed by the Board. The Board requires that the organization conducts business and develops relationships in an honest and responsible manner. To establish a policy framework to promote and adhere to the spirit, a Code of Conduct for all employees of the Company has been instituted and the Board has adopted a Business Code of Conduct for Directors and Senior Executives. In accordance with the requirements, the Board has laid down the Whistle Blower Policy and Policy for Prevention of Sexual Harassment at Work place. The Board has also laid down the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as well as the Code of Conduct to Regulate, Monitor and Report Trading by Employees & other Connected Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The overall management of the Company is vested in the Whole Time Director, subject to general supervision, control and direction of the Board.

COMMITTEES OF THE BOARD

The Company believes that establishing Committees is one way of managing the work of the Board, thereby strengthening the Board's governance role. These Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities. The Board has constituted a set of Committees with specific terms of reference/ scope, to focus effectively on the issues and ensure expedient resolution of diverse matters. These Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the Meetings of all Committees are placed before the Board for discussions/ noting. The Board Committees can request special invitees to join the meeting, as appropriate

As at March 31, 2026, the Company has the following Committees:

a. Audit Committee.

b. Nomination and Remuneration Committee.

c. Stakeholders Relationship Committee.

Audit Committee

The Audit Committee as on March 31, 2026 comprises of Smt. Sudha Bhushan (Chairperson of Committee), Sri D. G. Rajan, Sri Hardik Bharat Patel and Sri P. Swaminathan. As on March 31, 2026, the composition of the Audit Committee conforms to the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. All the members of the Committee are financially literate and experienced and bring in the specialized knowledge and proficiency in the fields of accounting, audit, finance, taxation, compliance, strategy and management.

The Company Secretary and Compliance Officer of the Company, acts as the Secretary to the Committee. Minutes of all the meetings of the Audit Committee are circulated to all the members of the Committee and are also placed in the next scheduled meeting of the Committee, for discussion and review thereof.

During the financial year 2025-26, the Audit Committee met five (5) times on May 27, 2025, June 29, 2025, August 14, 2025, November 5, 2025 and February 5, 2026 during the year and the gap between none of the meetings exceeded 120 days. A tabled presentation of the composition, meetings and attendance is presented below:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Smt. Sudha Bhushan	Chairperson	Non-Executive Independent Director	5/5
2.	Sri Duraiswamy Gunaseela Rajan	Member	Non-Executive Independent Director	5/5
3.	Sri Hardik Bharat Patel	Member	Whole Time Director	2/5
4.	Sri Panchapakesan Swaminathan	Member	Non-Executive Independent Director	4/5

All the recommendations made by the Audit Committee during the year under review were duly accepted by the Board.

Terms of Reference

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. The terms of reference of Audit Committee, as approved by the Board, include the following:

- ✓ to oversee the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ✓ to recommend for appointment, remuneration and terms of appointment of auditors of the Company;
- ✓ to approve payment to statutory auditors for any other services rendered by the statutory auditors;
- ✓ to review with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- ✓ matters required to be included in the director's responsibility statement to be included in the board's report in terms of Companies Act, 2013, as amended;
- ✓ changes, if any, in accounting policies and practices and reasons for the same;
- ✓ major accounting entries involving estimates based on the exercise of judgment by management;
- ✓ significant adjustments made in the financial statements arizing out of audit findings;
- ✓ compliance with listing and other legal requirements relating to financial statements;
- ✓ disclosure of any related party transactions;
- ✓ modified opinion(s) in the draft audit report;
- ✓ to review with the management, the quarterly financial statements before submission to the board for approval;
- ✓ to examine the financial statement and auditor's report thereon;
- ✓ to monitor the end use of funds raised through public offers and related matters;
- ✓ to review with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- ✓ to review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ✓ to approve or subsequently modify the transactions with related parties;
- ✓ to scrutinize inter-corporate loans and investments;
- ✓ to undertake valuation of undertakings or assets of the Company, wherever it is necessary;
- ✓ to evaluate internal financial controls and risk management systems;
- ✓ to review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ✓ to review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ✓ to discuss with internal auditors any significant findings and follow up there on;
- ✓ to review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ✓ to discuss with statutory auditors and internal auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ✓ to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- ✓ to review the functioning of the whistle blower mechanism;
- ✓ to approve appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- ✓ to carry out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws;
- ✓ to consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders;
- ✓ to review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments;

In addition to the above the Audit Committee mandatorily review's the following:

- Management Discussion and Analysis of financial conditions and results of operations
- Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors
- Internal audit reports relating to internal control weaknesses

- Appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the audit committee
- Statement of deviations as and when becomes applicable
    a. Quarterly statement of deviation(s), submitted to stock exchanges(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015, as amended
    b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015, as amended

Nomination and Remuneration Committee

The Nomination and Remuneration Committee as on March 31, 2026, comprises of Sri D. G. Rajan (as Chairman of the Committee), Smt. Sudha Bhushan and Sri Ajay Agarwal. As on March 31, 2026, the composition of the Nomination and Remuneration Committee conforms to the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Company Secretary and Compliance Officer, acts as Secretary to the Committee.

The Nomination and Remuneration Committee inter-alia oversees the Company's nomination process including succession planning for the senior management and the Board and recommend a policy for their remuneration.

The Nomination and Remuneration Committee met 2(two) times during the year on June 29, 2025, and February 5, 2026, during the year. A tabled presentation of the composition, meetings and attendance is presented below:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Sri Duraiswamy Gunaseela Rajan	Chairman	Non-Executive Independent Director	2/2
2.	Smt. Sudha Bhushan	Member	Non-Executive Independent Director	2/2
3.	Sri Ajay Agarwal	Member	Non-Executive Non-Independent Director	2/2

Terms of Reference

The terms of reference of the Nomination & Remuneration Committee are in line with the guidelines set out in the Act and Listing Regulations and inter-alia includes the following:

✓ to formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees

The Nomination and Remuneration Committee, while formulating the said policy, should ensure that:

i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

iii. remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance; and

iv. objectives appropriate to the working of the Company and its goals;

✓ to formulate criteria for evaluation of performance of independent directors and the board of directors;

✓ to devise a policy on diversity of board of directors;

✓ to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its board report;

✓ to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

✓ to recommend to the Board, all remuneration in whatever form, payable to senior management;

✓ to carry out any other function as may be required/mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/ or any other applicable laws;

✓ to perform such other functions as may be necessary or appropriate for the performance of its duties

Performance Evaluation

The Nomination and Remuneration Committee has laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its committees and the individual Board Members including Independent Directors and the Chairman of the Company. Accordingly, evaluation was carried out during the financial year 2025-26.

An indicative list of factors on which evaluation was carried out includes:

i. Professional qualification, expertise & experience

ii. Level of integrity & confidentiality

iii. Availability for meetings and preparedness

iv. Understanding the vision, mission of the company and strategic and business plans, financial reporting risks and related internal controls and providing critical oversight on the same

v. Monitoring the compliances with corporate governance regulations and guidelines

vi. Openness to ideas and ability to challenge the practices and throwing up new ideas

vii. Knowledge of the Company's key activities, financial condition and key developments

viii. Contribution to strategic planning process and value addition to the Company

ix. Amount of time spent on discussions on strategic and general issues

x. Review of the actual result of the Company vis-à-vis the plan/ policies devised earlier and suggests corrective measures

xi. Frequency of the meetings and effective and proactive measures taken to perform functions

xii. Adherence to ethical standards & code of conduct

xiii. Bringing independent judgment during board deliberations on strategy, performance, risk management

Nomination and Remuneration Policy

The Nomination and Remuneration Committee is fully empowered to determine/approve and revise, subject to necessary approvals, the remuneration of managerial personnel after taking into account the financial position of the Company, trends in the industry, qualifications, experience, past performance and past remuneration, etc. The Non-Executive, Non- Independent Directors are not paid any amount as sitting fees for attending Board and Committee meetings.

As required by Section 178(3) of the Act and Regulation 19 of the Listing Regulations the Company has adopted Nomination and Remuneration Policy. The Policy is available on the Company's website at www.digjam.co.in.

Remuneration to Directors

a. Remuneration of Executive Directors

The appointment and remuneration of Executive Directors are governed by the Articles of Association of the Company and the resolutions passed by the shareholders of the Company. The revision in remuneration, if any is recommended by the Nomination and Remuneration Committee to the Board for its consideration by taking into account their individual performance and as well performance of the Company in a given year.

As on March 31, 2026 the Company has no stock option plans and hence such instrument does not form part of the remuneration package payable to any Directors. The Company did not advance any loans to any of the Directors during the year under review.

b. Remuneration paid to Non-Executive Directors

The Non-Executive Independent Directors are paid remuneration by way of sitting fees. Each of the Non-Executive Independent Directors are paid sitting fees for attending both board and committee meetings. The Board at its meeting held on August 13, 2021, revised the amount of sitting fees as paid to the Non-Executive Independent Directors of the Company, of Rs.25,000 for every Board Meeting, Rs. 10,000 for every Audit Committee meeting, Rs.5,000 for Stakeholders Relationship Committee meeting, Rs. 5,000 for Remuneration & Nominations Committee and Rs. 5,000 for separate meeting of Independent Directors.

The Non-Executive, Non- Independent Directors are not paid any amount as sitting fees for attending Board and Committee meetings.

The Non-Executive Directors are not entitled to any stock options and no commission is paid to any of the Non-Executive Director.

The Company has no pecuniary relationship or transactions with its Non-Executive Directors other than payment of sitting fee and out-of pocket expenses, if any, to them for attending the Board and Committee meetings.

Further, the criteria for making payment to Non-Executive Directors forms part of the Nomination and Remuneration Policy of the Company and can be accessed through following link https://digjam.co.in/wp-content/uploads/2026/04/Nomination-Remuneration-Policy.pdf.

Details of remuneration paid to Non-Executive Independent Directors during the year 2025-26 are given below:

(Rs. in Lakh)

Name	Sitting Fee
Sri D. G. Rajan	2.7
Smt. Sudha Bhushan	2.8
Sri Panchapakesan Swaminathan	2.2

c. Key Managerial Personnel (KMP):

The Key managerial personnel of the Company shall be paid remuneration as per the policies implemented by the Company from time to time.

Details of remuneration and perquisites paid to the Key Managerial Personnel:

Name of KMP	Designation	Salary & Allowances	Perquisites & Retirement Benefits	Contribution to provident fund / pension funds	Total
Sri Mohit Dubey (Ceased w.e.f. April 30, 2025)	Company Secretary & Compliance officer	1.25	-	-	1.25
Smt. Daman Preet Kaur (Ceased w.e.f. February 04, 2026)	Company Secretary & Compliance officer	2.02	-	-	2.02

Name of KMP	Designation	Salary & Allowances	Perquisites & Retirement Benefits	Contribution to provident fund / pension funds	Total
Sri Ritesh Krishna Kumar Mishra (Appointed w.e.f February 05, 2026)	Company Secretary & Compliance officer	2.45	-	-	2.45
Sri Pankaj Prakash Gharat	CFO	-	-	-	-

Stakeholders Relationship Committee

The Stakeholders' Relationship Committee as on March 31, 2026 comprises of Smt. Sudha Bhushan (Chairperson), Sri Hardik Bharat Patel and Sri Ajay Agarwal. As on March 31, 2026, the composition of the Stakeholders' Relationship Committee conforms to the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations.

Sri Ritesh Krishna Kumar Mishra, Company Secretary, is designated as the Compliance Officer. The Company has a designated e-mail id: investors@digjam.co.in for the purpose of registering complaints by shareholders/ investors/ security holders electronically. This e-mail id is displayed on the Company's website at www.digjam.co.in.

The Committee met 2 (Two) times on May 27, 2025, and November 05, 2025 during the year. A tabled presentation of the composition, meetings and attendance is presented below:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Smt. Sudha Bhushan	Chairperson	Non-Executive Independent Director	2/2
2.	Sri Ajay Agarwal	Member	Non- Executive Non- Independent Director	2/2
3.	Sri Hardik Bharat Patel	Member	Whole- Time Director	1/2

Terms of Reference

The terms of reference of the Stakeholders' Relationship Committee are wide enough to cover the role specified for the said Committee under Section 178 of the Act and Regulation 20 of the Listing Regulations. The Committee, inter alia, is primarily responsible for considering and resolving grievances of security holders of the Company. The additional terms of reference of the Committee are as follows:

- ✓ Oversee and review all matters connected with transfer of Company's securities.
- ✓ Approve issue of duplicate shares / debentures certificates.
- ✓ Oversee the performance of the Company's Registrars and Transfer Agents.
- ✓ Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
- ✓ Consider, resolve and monitor various aspects of interest of shareholders, debenture holders and other security holders including the redressal of investors' / shareholders'/ security holders' grievances related to transfer / transmission of securities, non-receipt of annual reports, non-receipt of declared dividend, approve issue of duplicate shares / debentures certificates, general meetings and so on.
- ✓ Review measures taken for effective exercise of voting rights by shareholders.
- ✓ Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company.
- ✓ Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the security shareholders of the Company.
- ✓ Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

Details of Shareholders' complaints received, resolved, and pending during the financial year 2025-26:

Investors Complaints	No. of complaints
Pending at the beginning of the year	0
Received during the year	14
Disposed off during the year	14
Remaining unresolved at the end of the year	0

PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES, IF ANY:

Particulars of change in SMPs during the financial year 2025-2026:

During the financial year, there were changes in the position of Company Secretary and Compliance Officer of the Company. Sri Mohit Dubey resigned from the position of Company Secretary and Compliance Officer with effect from April 30, 2025, and Smt. Daman Preet Kaur was appointed as the Company Secretary and Compliance Officer with effect from August 04, 2025. Subsequently, Smt. Daman Preet Kaur resigned from the said position with effect from February 04, 2026, and Sri Ritesh Krishna Kumar Mishra was appointed as the Company Secretary and Compliance Officer of the Company with effect from February 05, 2026.

List of SMPs as on March 31, 2026:

Sr No.	Name	Designation
1	Sri Pankaj Prakash Gharat	Chief Financial Officer
2	Sri Ritesh Krishna Kumar Mishra	Company Secretary & Compliance Officer

DISCLOSURES

a. **Related Party Transactions**:

❖ All transactions entered into with Related Parties as defined under Section 2(76) of the Act and Regulation 2(1)(zb) read with Regulation 23 of the Listing

Regulations during the Financial Year ended on March 31, 2026 were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the Financial Year ended on March 31, 2026 which were in conflict of interest of the Company. Suitable disclosures, as required by the Ind AS 24, have been made in the notes to the Financial Statements.

- Periodical disclosures from Senior Management relating to all material financial and commercial transactions, where they had or were deemed to have had personal interest, that might have had a potential conflict with the interest of the Company at large will be reviewed by the Audit Committee and the Board.
- In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015), the Board of Directors have adopted a policy to determine Related party Transactions. The policy is placed on the website of the Company at https://digjam.co.in/wp-content/uploads/2026/02/8.-Policy-on-related-party-transactions.pdf.

b. Prohibition of Insider Trading

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a 'Code to Regulate, Monitor and Report Trading in Securities of the Company by Directors, Promoters, Designated Persons and Specified Connected Persons of the Company and Material Subsidiaries of the Company' and 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' to ensure prohibition of Insider Trading in the Organisation. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an Insider on the basis of unpublished price sensitive information.

Under this Code, Designated Persons are prohibited from dealing in the shares of the Company during the closure of Trading Window. They are required to obtain compliance approval when trading in securities beyond a specified limit. They are prohibited from executing a contra trade for a period of six months. They are also required to make relevant periodic disclosures as defined in the Code.

Sri Ritesh Krishna Kumar Mishra, Company Secretary has been designated as the Compliance Officer for monitoring compliances with this Code.

c. Details of Whistle Blower Policy

The Company has adopted a Vigil Mechanism/ Whistle Blower Policy in terms of the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to provide a formal mechanism to the directors and employees of the Company to report their genuine concerns and grievances about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics. The policy provides adequate safeguards against victimization of directors and employees who avail such mechanism and also provides for direct access to the Vigilance Officer and the Chairperson of Audit Committee. The Audit Committee of the Board is entrusted with the responsibility to oversee the vigil mechanism. During the year, no personnel was denied access to the Chairperson of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at www.digjam.co.in.

d. Management:

a. Management Discussion and Analysis Report:

Management Discussion and Analysis Report is given in a separate section and forms part of this Annual Report.

b. Disclosure of material financial and commercial transactions:

As per the disclosures received from Senior Management, no material financial and commercial transactions that may have a potential conflict with the interest of the Company at large were reported to the Company during the Financial Year ended on March 31, 2026.

e. Disclosure regarding re-appointment of Directors:

The particulars about the brief resume and other information of the Director seeking re-appointment as required to be disclosed under this Section as per Regulation 36(3) of the Listing Regulations are provided as an annexure to the notice convening the 11th AGM.

f. Compliance by the Company:

The Company has complied with all the mandatory requirements of the Listing Regulations with the Stock Exchanges, regulations and guidelines of SEBI. Further, during last 3 (three) years, no penalties or strictures are imposed on the Company by any Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets except as enlisted below.

Sr. No.	Regulation	Details of violation	Action taken by and type of action	Amount in Rs.
1.	Reg 6(1) of the SEBI Listing Regulations	The Company did not have a Company Secretary / Compliance Officer for a continuous period from May 01, 2025 to August 03, 2025	Stock Exchanges (NSE & BSE) levied penalty	Rs. 3540/- each by NSE & BSE

Apart from as stated above there have no Non-compliance of any requirement of corporate governance report.

g. CEO/CFO Certification:

The Chief Financial Officer ('CFO') of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report. The CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

h. Unclaimed shares lying in the Suspense Account.

In terms of Regulation 39 of the Listing Regulations, Members of the Company are requested to note the following details in respect of equity shares lying in suspense account:

	Particulars	No. of Shareholders	No. of Equity Shares Outstanding*
I	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the Financial Year i.e. April 1, 2026.	12,414	11,017
II	Number of shareholders who approached the Company for transfer of shares from suspense account during the year.	00	00
III	Number of shareholders to whom shares were transferred from suspense account during the year.	00	00
IV	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the Financial Year March 31, 2026	12,414	11,017
V	That the voting right on these shares shall remain frozen till the rightful owner of such shares claims the shares		

*The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

i. Credit Rating:

The Credit Analysis & Research Limited (CARE) had revised the Company's credit rating in July, 2017 to CARE (Single D) for Long Term Bank Facilities for Rs. 40.50 Crores and for Short Term Bank Facilities for Rs. 54.00 Crores. The credit rating agency has withdrawn the ratings assigned to the Company for Bank Facilities due to the Resolution Plan approved by the Adjudicating Authority vide its Order dated May 27, 2020. The Company has not obtained any credit rating during the Financial Year ended on March 31, 2026 for any debt instruments or fixed deposit programme.

j. Utilization of funds raised through preferential allotment:

The Company had allotted 180 lakh equity shares at Rs.10/- per share (face value of Rs. 10 per share) aggregating to Rs. 1800 Lakh and 27 Lakh – 7% Non-convertible Cumulative Redeemable Preference Shares of Rs. 100 (Rupees One Hundred only) each aggregating to Rs. 2700 Lakh for cash to Finquest Financial Solutions Private Limited on March 19, 2021 in accordance with a Resolution Plan approved by the National Company Law Tribunal, Ahmedabad Bench, pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. The said funds raised by the Company, have been utilised in the manner as provided in Resolution Plan.

During the year under review, the Company has not raised any funds through preferential allotment or qualified institutional placement as specified in the Listing Regulations.

k. Certificate from a Practicing Company Secretary:

The Company has obtained a certificate from CS Viral B Sanghavi, Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority. The said certificate is enclosed to this Corporate Governance Report.

l. Fees paid to the Statutory Auditors:

During Financial Year 2025-26, total fees of Rs. 6.00 Lakh was paid to M/s. Nayan Parikh & Co., the Statutory Auditors of the Company, for all the services rendered to the Company (excluding out of pocket expenses for more details please refer Note 25 to the Financial Statements in the Annual Report).

m. Recommendation of the Committees:

Recommendations of the Committees are submitted to the Board for approval and the Board has, after due deliberations, accepted all the recommendations.

n. Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount - Not Applicable.

o. Disclosure in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, managerial staff and workmen, trainees, contract) are covered under this Policy. There were no complaints of sexual harassment of women at workplace received by the Company during Financial Year 2025-26.

The details of complaints received and redressed during the financial year 2025-2026 are as under:

a. number of complaints filed during the financial year: NIL

b. number of complaints disposed of during the financial year: NIL

c. number of complaints pending as on the end of the financial year: NIL

p. Details of Shareholders' Complaints

The number of complaints received and resolved to the satisfaction of investors during the Financial Year and their break-up is as under:

Sr. No.	Particulars	No. of Complaints
1.	No. of Complaints filed during the financial year	14
2.	No. of Complaints not solved to the satisfaction of shareholders	0
3.	No. of Complaints pending complaint	0

The Company has about 32,824 shareholders and with a view to expedite share transfers, the Registrar and Share

Transfer Agent of the Company, MCS Share Transfer Agent Limited, has been authorised to effect share transfers/ transmissions, etc. No cases of physical share transfers and for dematerialization or re-materialization were pending on March 31, 2026.

q. In preparing the annual financial statements of the Company, the treatment as prescribed in the Accounting Standards has been followed.

r. The Board has approved the policy to determine materiality of an event or information and the same is available on the website of the Company at www.digjam.co.in. The details of the KMP authorized to determine materiality of an event or information and who is authorized to inform an event or information to the stock exchanges is also uploaded on the website of the Company at www.digjam.co.in.

MEANS OF COMMUNICATION

The main channel of communication to the members is through Annual Report, which includes, inter alia, the Board's Report, Management Discussion and Analysis Report, Corporate Governance Report and Audited Financial Statements.

Annual General Meeting is a platform for face-to-face communication with the members. The Chairman, the Whole Time Director and other KMP respond to the specific queries of the members.

The Company recognizes communication as a key element of the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all stakeholders.

a. **Financial Results and Newspaper Publications**: The quarterly and annual financial results are filed with stock exchanges and displayed on stock exchanges websites. The results are also made available on Company's website at www.digjam.co.in The results are published usually in Financial Express and Maalai Malar.

b. **Annual Report**: Annual Report containing audited financial statements together with Board's Report, Auditors' Report and other reports/information are circulated to members entitled thereto and is also made available on the Company Website at www.digjam.co.in.

c. **Website:** In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives comprehensive information about the Company, information on various announcements made by the Company, annual report, financial results, policies of the company, shareholding pattern, corporate governance report, etc. and other corporate communications made to the stock exchanges are also available on the website of the Company at www.digjam.co.in.

d. The Company has also designated the e-mail ID investors@digjam.co.in exclusively for investor servicing.

GENERAL BODY MEETINGS/POSTAL BALLOT:

a. The particulars of last three Annual General Meetings of the Company are given below:

AGM	Day, Date & Time	Nature of Special Resolutions Passed	Venue
8th AGM	Friday, September 22, 2023 at 11:00 a.m.	-	Held through Video Conferencing/ Other Audio-Visual Means and deemed address for all the meetings was at Company's Registered Office at Aerodrome Road, Jamnagar – 361006, Gujarat
9th AGM	Saturday, September 28, 2024 at 11:00 a.m.	1. To approve issuance of 100 (One Hundred Only) Non Convertible Debentures in one or more tranches, by way of Private Placement	
10th AGM	Tuesday, September 30, 2025 at 11:00 a.m.	1. To consider and approve the re-appointment of Smt. Sudha Bhushan (DIN: 01749008) as an Independent Director of the Company for a further period of 5 (five) years. 2. To consider and approve the re-appointment of Sri Duraiswamy Gunaseela Rajan (DIN: 00303060) as an Independent Director of the Company for a further period of 5 (five) years. 3. To consider and approve the re-appointment of Sri Panchapakesan Swaminathan (DIN: 00901560) as an Independent Director of the Company for a further period of 5 (five) years with effect from June 24, 2026. 4. To consider and approve the re-appointment of Sri Hardik Bharat Patel (DIN: 00590663) as the Whole-Time Director of the Company, in continuation of his present term which is due to expire on February 06, 2026, for a further period of 5 (five) years commencing from February 07, 2026, up to February 06, 2031, on such terms and conditions as may be approved by the Members.	

b. **Details of Extraordinary General Meeting ("EGM")**

No Extraordinary General Meeting of the Members was held during FY 2025-26.

c. **Postal Ballot during the FY 2025-26**

During the year, following Special Business was passed through Postal Ballot:

1. To consider and approve material related party transactions with Reid & Taylor International Private Limited (formerly known as Krihaan Texchem Private Limited) to be entered during financial year 2026-27

Resolution required: (Ordinary / Special)	**Ordinary**
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	To consider and approve material related party transactions with Reid & Taylor International Private Limited (formerly known as Krihaan Texchem Private Limited) to be entered during financial year 2026-27

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	**E-Voting**	1,50,00,000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**1,50,00,000**	**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Institutions	**E-Voting**	6,02,865	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	**6,02,865**	**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Non-Institutions	**E-Voting**	43,97,135	78,657	1.7888	78,308	349	99.5563	0.4437
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**43,97,135**	**78,657**	**1.7888**	**78,308**	**349**	**99.5563**	**0.4437**
Total		**2,00,00,000**	**78,657**	**0.3933**	**78,308**	**349**	**99.5563**	**0.4437**

2. To consider and approve material related party transactions with M/s finquest Financial Solutions Private Limited, Sri Hardik Bharat Patel, Sri Ruchit Bharat Patel and Smt. Minal Bharat Patel of the Company to be entered during financial year 2026-27

Resolution required: (Ordinary / Special)	**Ordinary**
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	To consider and approve material related party transactions with M/s finquest Financial Solutions Private Limited, Sri Hardik Bharat Patel, Sri Ruchit Bharat Patel and Smt. Minal Bharat Patel of the Company to be entered during financial year 2026-27

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	**E-Voting**	1,50,00,000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**1,50,00,000**	**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Institutions	**E-Voting**	6,02,865	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	**6,02,865**	**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Non-Institutions	**E-Voting**	43,97,135	78,589	1.7873	78,287	302	99.6157	0.3843
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**43,97,135**	**78,589**	**1.7873**	**78,287**	**302**	**99.6157**	**0.3843**
Total		**2,00,00,000**	**78,589**	**0.3929**	**78,287**	**302**	**99.6157**	**0.3843**

3. To consider and approve the creation of charges/mortgages for borrowings against undertaking of the Company under section 180(1)(a) of the Companies Act, 2013

Resolution required: (Ordinary / Special)	**Special**
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To consider and approve the creation of charges/mortgages for borrowings against undertaking of the Company under section 180(1)(a) of the Companies Act, 2013

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	1,50,00,000	1,50,00,000	100.0000	1,50,00,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**1,50,00,000**	**1,50,00,000**	**100.0000**	**1,50,00,000**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-Voting	6,02,865	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	**6,02,865**	**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Non-Institutions	E-Voting	43,97,135	78,584	1.7872	75,317	3,267	95.8427	4.1573
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**43,97,135**	**78,584**	**1.7872**	**75,317**	**3,267**	**95.8427**	**4.1573**
Total		**2,00,00,000**	**1,50,78,584**	**75.3929**	**1,50,75,317**	**3,267**	**99.9783**	**0.0217**

4. To consider and approve the borrowing limits of the company u/s 180(1)(c) of the Companies Act, 2013

Resolution required: (Ordinary / Special)	**Special**
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To consider and approve the borrowing limits of the company u/s 180(1)(c) of the Companies Act, 2013

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	1,50,00,000	1,50,00,000	100.0000	1,50,00,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**1,50,00,000**	**1,50,00,000**	**100.0000**	**1,50,00,000**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-Voting	6,02,865	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	**6,02,865**	**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Non-Institutions	E-Voting	43,97,135	78,587	1.7872	75,720	3,317	95.7792	4.2208
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	**43,97,135**	**78,587**	**1.7872**	**75,720**	**0**	**95.7792**	**4.2208**
Total		**2,00,00,000**	**2,00,00,000**	**75.3929**	**1,50,75,720**	**0**	**99.9780**	**0.0220**

Special Resolutions proposed to be conducted through Postal Ballot: -

As on the date of this report no resolutions are proposed to conducted through Postal Ballot.

Procedure for postal ballot.

a. E-voting facility

In compliance with Regulation 44 of the Listing Regulations, Sections 108, 110, and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting facility to all its members.

The Company had engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing electronic voting facility to all its members.

b. Circulation of Postal Ballot Notice

The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the Depositories/ the Company's Registrar and Share Transfer Agent.

The Company had also published a notice in the newspapers declaring the details of completion of dispatch, e-voting details, and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by ICSI. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date.

c. Details of Scrutinizer

Sri Ankit Sethi, (Membership No. ACS 25415) (CP No. 11089), proprietor of M/s Ankit Sethi & Associates, Practicing Company Secretaries, (email: sethi.legal@gmail.com) as the Scrutinizer ("the Scrutinizer") for conducting the postal ballot voting process fairly and transparently.

d. Postal Ballot voting results

The voting results pursuant to Regulation 44 of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and Scrutinizer's Report on remote e-voting were uploaded on the Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

a. CIN of the Company: L17123TZ2015PLC036291

b. Details of Annual General Meeting: Monday, September 28, 2026, 11.00 A.M (IST) through Video Conferencing/ Other Audio-Visual Means facility.

c. Financial year: The financial year of the Company is from 1st April to 31st March.

d. Dividend: The Board has not recommended any Dividend for 2025-26.

e. Cut-off Date: Monday, September 21, 2026 (For determining eligibility of shareholders who will be entitled to vote electronically on the resolutions mentioned in the Notice convening the AGM either through remote e-Voting or voting at the AGM)

f. Tentative calendar of the Board Meetings for consideration of quarterly results for the Financial Year 2025-26:

i. For the quarter ended June 30, 2026: On or before August 14, 2026

ii. For the quarter and half year ended September 30, 2026: On or before November 14, 2026

iii. For the quarter ended December 31, 2026: On or before February 14, 2027

iv. For the quarter and year ended March 31, 2027: On or before May 30, 2027

g. Listing on Stock Exchanges and Stock Codes

The Company's Equity Shares are listed and traded on the following Stock Exchanges:

Name	**Address**	**Stock Code/ Trading Symbol**
BSE Limited ("BSE")	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	539979
National Stock Exchange of India Limited ("NSE")	Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051	DIGJAMLMTD

The Company has paid listing fees for the Financial Year 2025-26 to the Stock Exchanges. The ISIN of Company's Equity Shares (Face Value of Rs. 10/- each) is INE731U01028.

During the Financial Year none of the securities of the Company were suspended from trading.

Distribution of shareholding pattern of Equity Shareholding, high/low market price data and other information is given below:

Distribution and pattern of Equity Shareholding as on March 31, 2026:

Distribution of Equity Shareholding				
Shareholding range (Nos.)	**No. of Shareholders**	**% of Shareholders**	**No. of Shares held**	**% of Shareholding**
1 – 500	32,062	97.65	8,35,126	4.18
501 – 1000	310	0.94	2,35,060	1.17
1,001 - 2,000	168	0.51	2,48,167	1.24
2,001 - 5,000	165	0.51	5,27,103	2.64
5,001 - 10,000	51	0.15	3,73,521	1.87
10,001 and above	79	0.24	1,77,81,023	88.90
Total	**32,835**	**100.00**	**2,00,00,000**	**100.00**

This statement is on the basis of the Shareholding pattern as on March 31, 2026, submitted to Stock Exchanges.

h. Categories of members as at March 31, 2026:

	Category	No. of Shareholders	No. of Shares held	% of Shareholding
	Promoter Holding			
1.	Promoters			
	Indian Promoters	1	1,50,00,000	75
	Foreign Promoters	--	--	--
2.	Person acting in concert	--		--
	Sub Total	**1**	**1,50,00,000**	**75**
	Non-Promoters Holding			
1.	**Institution**			
	Mutual Funds	2	23	0.00
	Banks, FIIs, Insurance Companies	8	2,44,576	1.23
	FPIs	2	3,58,250	1.79
	Foreign Banks	5	16	0.00
	Sub Total	**17**	**6,02,865**	**3.01**
3.	**Central Government / State Government(s)**			
	State Government / Governor	1	41,079	0.20
	Sub Total	**1**	**41,079**	**0.20**
2.	**Non-Institutions**			
	Indian Bodies Corporate	173	4,41,304	2.21
	Individuals holding nominal capital up to Rs. 2.00 Lakh	31,272	23,87,231	11.94
	Individuals holding nominal capital more than Rs. 2.00 Lakh	22	11,14,008	5.57
	Non-residents-Individuals	546	23,029	0.11
	Other (Clearing Members, NRIs, HUF, Trust, Overseas Corporate Bodies, Foreign Corporate Bodies and EPFA)	803	3,90,484	1.95
	Sub Total	**32,816**	**43,56,056**	**21.78**
	Total Public Shareholding	**32,834**	**50,00,000**	**25.00**
	Total	**32,835**	**2,00,00,000**	**100.00**

This statement is on the basis of the Shareholding pattern as on March 31, 2026 submitted to the Stock Exchanges.

Aggregate of non-promoter shareholding: 25.00 %

Please note that pursuant to allotment of Equity Shares to newly defined Promoters as per the Resolution Plan approved by Hon'ble National Company Law Tribunal ('NCLT'), Ahmedabad Bench under section 31 of Insolvency and Bankruptcy Code, 2016 for revival of the Company, the shareholding of Promoters constitutes to more than 75% of total shareholding of the Company.

However, pursuant to Regulation 30 of SEBI Listing Regulations read with SEBI Notification SEBI/LAD-NRO/GN/2021/02- dated January 08, 2021, we hereby undertake to make necessary arrangements after completion of the Lock-in period on the shares allotted to newly defined Promoters as per the approved Resolution Plan and shall take all required steps to comply with the minimum public shareholding requirements as per Rule 19 (2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, Regulation 31 of SEBI (ICDR) Regulations, 2018 and Regulations 38 of SEBI Listing Regulations (as amended from time to time).

i. **Top Equity members of the Company as at March 31, 2026:**

Sr. No.	Name of Shareholders	Number of Equity Shares held	Percentage of Holding
1.	Finquest Financial Solutions Private Limited	1,50,00,000	75.00%
2.	ICICI Bank LTD	2,44,251	1.22%
3.	Belgrave Investment Fund	1,79,125	0.89%
4.	Ebisu Global Opportunities Fund Limited	1,79,125	0.89%
5.	Meghna Infracon Infrastructure Limited	1,38,251	0.69%

j. Registrar and Share Transfer Agent:

MCS Share Transfer Agent Limited is the RTA of the Company.

For lodgment of any documents or any grievances / complaints, members may contact the Company's RTA at the following address:

MCS Share Transfer Agent Limited
(Unit: Digjam Limited)
383, Lake Gardens, 1st Floor,
Kolkata 700 045
Tel: (033) 4072 4051 – 52 – 53
Email: mcssta@rediffmail.com

k. Share transfer system:

The Stakeholders' Relationship Committee of the Company oversees matters relating to the transfer and transmission of shares, issue of duplicate share certificates and other related matters. The Company's Registrar and Transfer Agent (RTA) has adequate infrastructure and resources to efficiently process such matters.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company's website at www.digjam.co.in and on the website of the Company's RTA and can be accessed through the link: https://www.mcsregistrars.com/downloads.php. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

l. Reconciliation of Share Capital Audit:

A practicing Company Secretary carried out audit in respect of each of the quarters in the Financial Year ended on March 31, 2026, to reconcile the total admitted capital with the Depositories and total issued and listed capital. The audit reports confirm that the total issued / paid up capital is in agreement with the total number of shares in physical mode and the total number of dematerialized shares held with depositories.

m. Dematerialization of shares and liquidity:

The Company's equity shares are required to be compulsorily traded on the Stock Exchanges in dematerialized mode. The Company has entered into agreements with National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2026, 1,99,81,893 Equity Shares representing 99.9% of the total Equity Shares were held in dematerialized form and 18,107 Equity Shares representing 0.10% were held in physical form. ISIN number for dematerialization of the equity shares of the Company is INE731U01028.

n. Location of the company's manufacturing plants:

The details of the locations of the manufacturing plants of the Company are mentioned on the inside cover page of the Annual Report.

o. Address for correspondence:

Members' correspondence should be addressed to the RTA at the address mentioned above.

Members may also contact the Company Secretary & Compliance Officer, at the Registered Office of the Company for any assistance.

Sri Ritesh Krishna Kumar Mishra, Company Secretary & Compliance Officer
Telephone: 022-4000-2600;
E-mail: cosec@digjam.co.in

Members holding shares in the electronic mode should address all their correspondence to their respective depository participants.

p. Outstanding GDRs / ADRs / Warrants, its conversion date and likely impact on equity:

The Company has not issued any GDRs / ADRs / warrants or any convertible instruments.

q. Commodity price risk or foreign exchange risk and hedging activities:

The Company is exposed to commodity price risks due to fluctuation in prices of raw materials. Further, the Company is liable to pay for its imports/expenses in the relevant currency (US Dollar, Australian Dollar, Euro and/or Pound) while major part of its export receivables are denominated in US Dollar and Euro; accordingly, the Company is subject to foreign exchange risks arising from fluctuations in the exchange rates vis-a-vis the Indian Rupee. The Company seeks to mitigate commodity price risks through constant monitoring of input prices, and advance booking/purchases of raw materials when relevant subject to availability of funds. In respect of foreign exchange risks, the Company takes pro-active steps to manage these risks, by regularly tracking the currency parity scenario and at times taking suitable forward cover in consultation with the Bankers to the Company.

r. **Compliance status of Corporate Governance requirements as prescribed in the Listing Regulations:**

The compliance status of corporate governance requirements as prescribed under regulation 17 to 27 and 46(2)(b) to (i) of the Listing Regulations is provided in below table:

Regulation	Details of regulation	Complied (Yes / No / NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' / Investors' Relationship Committee	Yes
21	Risk Management Committee	N.A.
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of the listed company	N.A.
24A	Secretarial Audit Report and Secretarial Compliance Report	Yes
25	Obligations of Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other corporate governance requirements	Yes
46(2)(b) to (i)	Website	Yes

NON-MANDATORY (DISCRETIONARY) REQUIREMENTS UNDER REGULATION 27 OF THE LISTING REGULATIONS

The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

❖ **Modified opinion(s) in audit report**

The Company is in the regime of unmodified opinions on financial statements.

❖ **Separate posts of Chairperson and the Managing Director / Whole Time Director or the Chief Executive Officer**

Chairman of the Board, Sri Hardik Bharat Patel, is a Whole Time Director. The Company has appointed Sri Pankaj Prakash Gharat as Chief Financial Officer of the Company. Sri Hardik Bharat Patel and Sri Pankaj Prakash Gharat are not related to each other as per the definition of the term "relative" under the Act.

❖ **Reporting of Internal Auditor**

In accordance with the provisions of Section 138 of the Act, the Company has appointed Internal Auditors who report to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee and the Committee reviews the same an suggests necessary actions, if any.

MATERIAL SUBSIDIARY

The details of the Policy on determining material subsidiary of the Company is available on the Company's website and can be accessed through the link: https://digjam.co.in/wp-content/uploads/2026/02/3.-Policy-on-determination-of-Material-Subsidiary.pdf.

The Company doesn't have any subsidiary and hence disclosure of corresponding details isn't applicable.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from its Secretarial Auditors confirming compliance with the provisions relating to Corporate Governance laid down in Listing Regulations. This Certificate is annexed to the Corporate Governance Report for the Financial Year 2025-26.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report is given in a separate section and forms part of this Annual Report.

MANDATORY/NON-MANDATORY DISCLOSURE

a. The Board of Directors confirm that during the year they have accepted all mandatory recommendations received from its committees.

b. The Company has complied with all the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations, to the extent applicable to the Company. The audit reports on the financial statements of the Company do not contain any modified opinion and internal auditors report to the Audit Committee.

c. During Financial Year 2025-26, the Company has not given any Loans and advances in the nature of loans to firms/companies in which directors are interested.

d. The Company publishes its criteria of making payment of sitting fee/remuneration to its Non-Executive Directors in this Annual Report.

e. A new appointee on the Board discloses his shareholding including as a beneficial owner in the Company prior to his appointment. These details are also disclosed in the notice to the general meeting called for the appointment of Directors.

f. The quarterly / half yearly results are not sent to the members. However, the same are published in the newspapers and are also posted on the Company's website.

g. The Company's financial statements for the Financial Year ended on March 31, 2026 do not contain any audit qualification.

h. The internal auditors report to the Audit Committee and they make quarterly presentations on their reports.

i. The auditors' report on financial statements of the Company are with unmodified opinion.

The above represents the Company's philosophy on, and implementation of, its corporate governance. Auditor's certification as required forms a part of this Annual Report.

Non-compliance of any requirement of Corporate Governance:

There is no non-compliance with respect to any of the requirements of Corporate Governance as mentioned in Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Details regarding certain types of agreements binding the listed entities:

The Company has not disclosed any kind of agreements under clause 5A of paragraph A of Part A of Schedule III of the listing regulations during the financial year 2025-2026 and as on the date of this report.

Place: Mumbai
Date: May 23, 2026
Registered Office:
Door No. 508/A/6, GVG Nagar, Pushapathur,
Swaminathapuram, Palani Taluk, Dindigul District,
Saminathapuram, Dindigul, Palani, Tamil Nadu, India, 642113
CIN: L17123TZ2015PLC036291
cosec@digjam.co.in
www.digjam.co.in

By Order of the Board of Directors
For Digjam Limited

Sd/-
Hardik Bharat Patel
Whole- Time Director
DIN: 00590663

AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT FOR DIRECTORS AND SENIOR EXECUTIVES

Pursuant to Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Hardik Bharat Patel, Director of DIGJAM Limited ("Company"), hereby declare that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for Board of Directors and Senior Management for the year ended March 31, 2026.

For Digjam Limited

Sd/-
Hardik Bharat Patel
Whole Time Director
DIN: 00590663

Mumbai
May 23, 2026

CEO & CFO CERTIFICATE UNDER REGULATION 17(8) READ WITH PART B OF SCHEDULE II AND REGULATION 33 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors of
Digjam Limited

I undersigned, in my respective capacity as Chief Financial Officer of Digjam Limited ("the Company"), to the best of my knowledge and belief, I state that:

A. I have reviewed the Financial Statements and the cash flow for the year ended on March 31, 2026, and that to the best of my knowledge and belief:

   1. These statements do not contain any materially untrue, misleading statement or figures or omit any material fact or contain statements that might be misleading;

   2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

B. There are, to the best of my knowledge and belief no transactions entered into by the listed entity during the year ended on March 31, 2026, which are fraudulent, illegal, or violative of the Company's Code of Conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

D. I have indicated to the Auditors and the Audit Committee:

   1. that there are no significant changes in internal control over financial reporting during the quarter ended March 31, 2026.

   2. that there are no significant changes in accounting policies during the quarter; and that the same have been disclosed in the Notes to Financial Statement and

   3. that there are no instances of significant fraud of which we became aware and the involvement therein if any, of the Management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of Digjam Limited

SD/-
Pankaj Prakash Gharat
Chief Financial Officer

CORPORATE GOVERNANCE CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,
The Members of
Digjam Limited
L17123TZ2015PLC036291
Door No. 508/A/6, GVG Nagar, Pushapathur,
Swaminathapuram, Palani Taluk,
Dindigul District, Saminathapuram, Dindigul,
Palani, Tamil Nadu, India - 642113

I have examined the compliance of conditions of Corporate Governance by DIGJAM Limited ("the company") for the year ended March 31, 2026, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as referred to in Regulation 15(2) of the SEBI Listing Regulations for the Financial Year ended March 31, 2026.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

I further state that such compliance is neither an assurance to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, **Viral Sanghavi & Associates**
Practicing Company Secretaries
Firm Reg No : 3130

CS Viral Sanghavi
Proprietor

M No. FCS 10331 CP 9035
Peer Review No : 2531/2022

Singed on 23/05/2026 at Jamnagar
UDIN: F010331H000456128

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Digjam Limited
L17123TZ2015PLC036291
Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk,
Dindigul District, Saminathapuram, Dindigul, Palani, Tamil Nadu, India - 642113

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Digjam Limited having CIN: L17123TZ2015PLC036291 and having registered office at Door No. 508/A/6, GVG Nagar, Pushapathur, Swaminathapuram, Palani Taluk, Dindigul District, Saminathapuram, Dindigul, Palani, Tamil Nadu, India - 642113 (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company, Directors & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	DIN Status	Date of Appointment
1.	HARDIK BHARAT PATEL	00590663	Approved	13/07/2020
2.	AJAY AGARWAL	00649182	Approved	26/05/2022
3.	DURAISWAMY GUNASEELA RAJAN	00303060	Approved	13/07/2020
4.	SUDHA BHUSHAN	01749008	Approved	13/07/2020
5.	PANCHAPAKESAN SWAMINATHAN	00901560	Approved	24/06/2021
6.	RUCHIT BHARAT PATEL	00603359	Approved	29/06/2025

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, **Viral Sanghavi & Associates**
Practicing Company Secretaries
Firm Reg No : 3130

CS Viral Sanghavi
Proprietor

M No. FCS 10331 CP 9035
Peer Review No : 2531/2022

Singed on 23/05/2026 at Jamnagar
UDIN: F010331H000456128

FINANCIAL STATEMENTS

Independent Auditor's Report

TO THE MEMBERS OF DIGJAM LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Digjam Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its loss, total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 33 of the acing financial statement, which indicates that the Company has incurred a total comprehensive loss of Rs. 97.90 lakhs for the year ended March 31, 2026. As of that date, the Company's current liabilities exceeded its current assets by Rs. 2,191.48 lakhs. Further, operations at the Company's sole manufacturing facility located at Jamnagar have been discontinued effective March 31, 2025, and the related assets have been classified as "Non-Current Assets Held for Sale" under Ind AS 105, with a carrying value of Rs. 5,318.53 lakhs.

These events and conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, as disclosed in the said note, the financial statement have been prepared on a going concern basis based on management's plans, which include realisation of non-core assets, cost optimization, and strategic restructuring to support future business viability.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and our Report Thereon

The Company's Management and Board of Directors is responsible for the preparation of the other information. The Other Information comprises the information included in report of the Board of Directors but does not include the financial statements and our auditor's report thereon. The report of the Board of Directors is expected to be made available to us after the date of this report.

Our opinion on the financial statements does not cover the Other Information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with Governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive loss, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or

regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on our audit we report that:

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

   (iv) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

   (v) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

(vi) With respect to maintenance of accounts and other matters connected therewith, reference is made in paragraph 2(i)(vi) below on reporting under rule 11(g) of the Rules;

(vii) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

(viii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and;

(ix) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note no: 28 to the Financial Statements.

b) The Company has made adequate provision as required under the applicable law or accounting standards for material foreseeable losses if any on the long-term contracts including derivative contracts.

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement;

e) The Company has neither declared nor paid any dividend during the year; and

f) Based on our examination, which included test checks, the Company has migrated to a new accounting software from April 1, 2025 for maintaining its books of account, which has a feature of recording an audit trail (edit log), and the same has been operated throughout the year under audit for all relevant transactions recorded in the software. However, the software has no features of recording audit trail for direct changes at the data base level. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

Except for the previous periods where the audit trail feature was not enabled for accounting software and its database, the Company has preserved the audit trail in accordance with statutory record retention requirements

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No. 107023W

K.Y. Narayana
Partner
Membership No. 060639
UDIN: 26060639JRGOQT1438

Place: Mumbai
Date : May 23, 2026

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on financial statements for the year ended March 31, 2026:

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible Assets;

(b) The Property, Plant and Equipment of the Company were physically verified by the management during the year. No material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment.

(c) Based on the examination of the registered sale deed and conveyance deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings disclosed in the financial statements included in (property, plant and equipment, capital work in progress), are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans are held in the name of the Company based on the confirmations directly received by us from bankers.

(d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) The Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable

(iii) The Company has not made investments, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, reporting under paragraph 3(iii) of the Order are not applicable to the Company;

(iv) The Company has not granted any loans, made investments or provided guarantees or securities and hence reporting under paragraph 3(iv) of the Order is not applicable;

(v) The Company has not accepted deposits from the public any amounts which are deemed to be deposits as per the provisions of section 73 to section 76 or any other relevant provisions of the Act and Rules framed there under. Accordingly reporting under paragraph 3(v) of the order is not applicable to the Company.

(vi) According to the information and explanation given to us, the Company has not been prescribed for the maintenance of cost records by the Central Government of the Company under sub-section (1) of section 148 of the Act and the rules framed there under, and hence reporting under this clause (vi) is not applicable.

(vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues such as Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, duty of Customs, duty of Excise, value added tax, cess and other applicable statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no arrears as at March 31, 2026 which were due for more than six months from the date they became payable.

(b) There are no statutory dues referred to in sub paragraph (a) above which have not been deposited with the appropriate authorities as on March 31, 2026, on account of dispute except for the following:

(Rs. In Lakhs)

Name of the Statute	Nature of the Dues	Amount Involved	Period to which the amount relates (F.Y.)	Forum where dispute is pending
Integrated Goods and Services Tax Act, 2017	Goods and Service tax	0.60	2017-18	Note-i
Central Goods and service tax Act, 2017	Goods and Service tax	14.36	2017-18	Note-i
Gujarat Goods and Services Tax Act, 2017	Goods and Service tax	14.36	2017-18	Note-i
Integrated Goods and Services Tax Act, 2017	Goods and Service tax	21.26	2018-19	Note-i
Central Goods and service tax Act, 2017	Goods and Service tax	3.95	2018-19	Note-i
Gujarat Goods and Services Tax Act, 2017	Goods and Service tax	3.95	2018-19	Note-i
Integrated Goods and Services Tax Act, 2017	Goods and Service tax	1.60	2019-20	Note-i
Central Goods and service tax Act, 2017.	Goods and Service tax	9.68	2019-20	Note-i
Gujarat Goods and Services Tax Act, 2017	Goods and Service tax	9.68	2019-20	Note-i

Note-i: As represented by the Company, it has filed appeal before the GST Appellate Authority with respect to the above disputed dues and also paid pre-deposit as applicable.

(viii) According to the information and explanation provided to us, there are no transactions that are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, reporting under clause 3(viii) of the Order is not applicable to the Company;

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, have not been used during the year for long term purposes by the Company.

(e) The Company does not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e)(f) of the Order are not applicable.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year;

(b) To the best of our knowledge, no report under sub section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

(xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) In respect of transactions with the related parties, the Company has complied provisions of Section 177 and Section 188 of the Companies Act wherever applicable. Necessary disclosures relating to related party transactions have been made in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year.

(xv)The Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company;

(b) The Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph (xvi)(d) of the Order is not applicable;

(xvii)The Company has not incurred any cash losses in the current financial year, however has incurred cash losses during the immediately preceding financial year amounting to Rs. 974.55 lakhs.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under paragraph 3(xviii) of the Order is not applicable to the Company;

(xix) The Holding Company has undertaken to provide financial support that may be required in Company's obligation towards third parties. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, there exist no material uncertainty as on the date of audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) Considering the Company, is not fulfilling the conditions of Section 135(1), the Company is not required to spend any amount towards corporate social responsibility. Accordingly, reporting under clause(xx)(a) and (xx)(b) of the order is not applicable to the Company.

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No. 107023W

K.Y. Narayana
Partner
Membership No. 060639
UDIN: 26060639JRGOQT1438

Place: Mumbai
Date : May 23, 2026

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on financial statements for the year ended March 31, 2026

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013("the Act").

Opinion

We have audited the internal financial controls with reference to Financial Statements of Digjam Limited (the "Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements, and such internal financial controls were operating effectively as at March 31, 2026, based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting ('Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI').

Management's Responsibility for Internal Financial Controls

The Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('Guidance Note') issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial

controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements.

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No. 107023W

K.Y. Narayana
Partner
Membership No. 060639
UDIN: 26060639JRGOQT1438

Place: Mumbai
Date : May 23, 2026

DIGJAM LIMITED

BALANCE SHEET AS AT MARCH 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
1) Non-Current Assets			
a) Property, Plant and Equipment	3A	9.95	9.15
b) Intangible Assets	3B	9.38	13.53
c) Financial Assets			
i) Other Financial Assets	4	4.00	22.35
Total Non-Current Assets		**23.33**	**45.03**
2) Current Assets			
a) Inventories	5	1,079.47	1,382.09
b) Financial Assets			
i) Trade Receivables	6	929.35	603.59
ii) Cash and Cash Equivalents	7	103.94	192.98
iii)Other Financial Assets	4	0.58	-
c) Current Tax Assets (Net)	8	1.15	1.56
d) Other Current Assets	9	45.87	144.92
Total Current Assets		**2,160.36**	**2,325.14**
Non-Current Asset held for Sale	3C	5,318.53	5,714.12
Total Assets		**7,502.22**	**8,084.29**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	10	2,000.00	2,000.00
b) Other Equity	11	(1,558.30)	(1,460.40)
Total Equity		**441.70**	**539.60**
LIABILITIES			
1) Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	12	2,706.21	4,714.57
b) Provisions	16	2.47	2.33
Total Non-Current Liabilities		**2,708.68**	**4,716.90**
2) Current Liabilities			
a) Financial Liabilities			
i) Borrowings	12	3,307.00	1,200.00
ii) Trade Payables	15		
- dues to micro and small enterprises		21.76	9.45
- dues to creditors other than micro and small enterprises		803.10	1,275.17
iii) Other Financial Liabilities	13	100.28	52.19
b) Other Current Liabilities	14	108.94	280.17
c) Provisions	16	10.76	10.80
Total Current Liabilities		**4,351.84**	**2,827.79**
Total Liabilities		**7,060.52**	**7,544.69**
Total Equity and Liabilities		**7,502.22**	**8,084.29**
Summary of Material Accounting Policies	2		

Refer accompanying notes. These notes are an integral part of the financial statements.
As per our report of even date

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No : 107023W

For and on behalf of the Board

K. Y. Narayana
Partner
M. No.: 060639

Ajay Agarwal
Director
DIN :00649182

Hardik B. Patel
Whole- Time Director
DIN: 00590663

Pankaj Gharat
Chief Financial Officer

Ritesh K. Mishra
Company Secretary & Compliance Officer
ICSI Membership No: A76039

Mumbai
May 23, 2026

Mumbai
May 23, 2026

Mumbai
May 23, 2026

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

	Particulars	Notes	Year Ended March 31, 2026	Year Ended March 31, 2025
	INCOME			
I	Revenue from Operations	17	3,327.94	1,819.83
II	Other Income	18	22.85	20.09
III	**Total Income**		**3,350.79**	**1,839.92**
IV	**EXPENSES**			
	Purchase of Stock-in-Trade	19	2,193.06	1,410.12
	Changes in Inventories (of Finished Goods, Work-in-Progress and Stock-in-Trade)	20	185.59	(194.15)
	Employees Benefits Expense	21	101.93	61.61
	Finance Costs	22	104.45	133.51
	Depreciation and Amortisation Expense	23	4.71	1.90
	Other Expenses	24	528.50	229.02
V	**Total Expenses**		**3,118.24**	**1,642.01**
VI	**Profit/(Loss) before Exceptional Items and Tax (III-V)**		**232.55**	**197.91**
VII	**Exceptional Items**		**-**	**-**
	Continuing Operations			
VIII	**Profit/(Loss) before Tax (VI-VII)**		**232.55**	**197.91**
	Tax Expense			
	Current Tax		-	-
	Deferred Tax		-	-
IX	**Total Tax Expenses**		**-**	**-**
X	**Profit/(Loss) After Tax from Continuing operations (VIII-IX)**		**232.55**	**197.91**
	Discontinued Operations			
XI	Profit / (Loss) from discontinued operation		(332.35)	(1,258.40)
XII	Tax Expense (Net)		-	-
XIII	**(Loss) After Tax from Discontinued operations (XI-XII)**		**(332.35)**	**(1,258.40)**
XIV	**Other Comprehensive Income/(Loss) from Continuing operations**			
	Items that will not be reclassified to profit or (loss)			
	Remeasurement of the defined benefit plans		1.90	0.66
	Income tax relating to items that will not be reclassified to profit or (loss)		-	-
	Total Other Comprehensive Income/(Loss) for the period from Continuing operations		**1.90**	**0.66**
XV	**Other Comprehensive Income/(Loss) from Discontinued operations**			
	Items that will not be reclassified to profit or (loss)			
	Remeasurement of the defined benefit plans		-	15.75
	Income tax relating to items that will not be reclassified to profit or (loss)		-	-
	Total Other Comprehensive Income/(Loss) for the period from Discontinued operations		-	**15.75**
XVI	**Total Comprehensive (Loss) for the period (X+XIII+XIV+XV)**		**(97.90)**	**(1,044.09)**
	Continuing Operations			
	Earnings per Equity share (Face Value of Rs. 10/- each)	25		
	- Basic (in Rs.)		**1.16**	**0.99**
	- Diluted (in Rs.)		**1.16**	**0.99**
	Discontinued Operations			
	Earnings per Equity share (Face Value of Rs. 10/- each)	25		
	- Basic (in Rs.)		**(1.66)**	**(6.29)**
	- Diluted (in Rs.)		**(1.66)**	**(6.29)**
	Continuing and Discontinued Operations			
	Earnings per Equity share (Face Value of Rs. 10/- each)	25		
	- Basic (in Rs.)		**(0.50)**	**(5.30)**
	- Diluted (in Rs.)		**(0.50)**	**(5.30)**
	Summary of Material Accounting Policies	2		

Refer accompanying notes. These notes are an integral part of the financial statements.
As per our report of even date

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No : 107023W

For and on behalf of the Board

K. Y. Narayana
Partner
M. No.: 060639

Ajay Agarwal
Director
DIN :00649182

Hardik B. Patel
Whole- Time Director
DIN: 00590663

Pankaj Gharat
Chief Financial Officer

Ritesh K. Mishra
Company Secretary & Compliance Officer
ICSI Membership No: A76039

Mumbai
May 23, 2026

Mumbai
May 23, 2026

Mumbai
May 23, 2026

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

A. Equity Share Capital

Particulars	Note	Equity Share Capital
Balance as at April 01, 2024	10	2,000.00
Change in Equity Share capital during the year	-	-
Balance as at March 31, 2025	10	2,000.00
Change in Equity Share capital during the year	-	-
Balance as at March 31, 2026	10	**2,000.00**

B. Other Equity

	Reserves and Surplus (Refer Note no. 11)		
Particulars	**Retained Earnings**	**Other comprehensive Income**	**Total Other Equity**
Balance as at April 01, 2024	**(399.45)**	**(16.20)**	**(415.65)**
Profit/(Loss) for the period net of Income Tax - Continuing	197.91	-	197.91
Profit/(Loss) for the period net of Income Tax - Discontinued	(1,258.40)	-	(1,258.40)
Other Comprehensive Income/(Loss) for the year- Continuing	-	0.66	0.66
Other Comprehensive Income/(Loss) for the year- Discontinued	-	15.75	15.75
Balance as at March 31, 2025	**(1,460.62)**	**0.21**	**(1,460.41)**
Profit/(Loss) for the period net of Income Tax - Continuing	232.55	-	232.55
Profit/(Loss) for the period net of Income Tax - Discontinued	(332.35)	-	(332.35)
Other Comprehensive Income/(Loss) for the year- Continuing	-	1.90	1.90
Other Comprehensive Income/(Loss) for the year- Discontinued	-	-	-
Balance as at March 31, 2026	**(1,560.40)**	**2.11**	**(1,558.30)**

Refer accompanying notes. These notes are an integral part of the financial statements.
As per our report of even date

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No : 107023W

For and on behalf of the Board

K. Y. Narayana
Partner
M. No.: 060639

Ajay Agarwal
Director
DIN :00649182

Hardik B. Patel
Whole- Time Director
DIN: 00590663

Pankaj Gharat
Chief Financial Officer

Ritesh K. Mishra
Company Secretary & Compliance Officer
ICSI Membership No: A76039

Mumbai
May 23, 2026

Mumbai
May 23, 2026

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May 23, 2026

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A.	**Cash Flows from Operating Activities**		
	Profit/(Loss) before Tax from Continuing Operations	232.55	197.91
	Profit/(Loss) before Tax from Discontinued Operations	(332.35)	(1,258.40)
	Adjustments for:		
	Depreciation and Amortisation Expense	4.71	57.19
	Provision for Gratuity	1.44	0.45
	Provision for Bonus	-	(0.42)
	Provision for Leave encashment	2.57	2.48
	Finance Costs	104.45	133.51
	Intangible Assets Written off	1.60	-
	Impairment of Inventory	138.84	-
	(Profit)/Loss on sale of Property, Plant & Equipment (Net)	(5.36)	(637.44)
	Impairment of Property, Plant & Equipment (Net)	20.89	-
	Sundry Balances written off	(0.84)	-
	Provision for Doubtful Trade Receivables	34.52	26.25
	Operating Profit/(Loss) before Working Capital Changes	**203.02**	**(1,478.47)**
	Changes in Working Capital:		
	Decrease/(Increase) in Inventories	163.58	(325.21)
	(Increase) in Trade Receivables	(360.28)	(14.69)
	Decrease in Other Financial Assets	17.77	7.78
	Decrease/(Increase) in Other Current Assets	99.05	(42.38)
	Increase/(Decrease) in Other Financial Liabilities	47.15	(820.51)
	Increase/(Decrease) in Provisions	13.37	(14.83)
	(Decrease) in Other Current Liabilities	(186.43)	(212.53)
	(Decrease)/Increase in Trade Payable	(458.92)	966.07
	Cash Generated from Operations	**(461.69)**	**(1,934.77)**
	Income Taxes Paid (Net of Refund)	0.41	58.96
	Net Cash used in/Generated by Operating Activities [A]	**(461.28)**	**(1,875.81)**
B.	**Cash flows from Investing Activities**		
	Acquisitions of Property, Plant and Equipment and Intangible Assets	(2.97)	(22.90)
	Proceeds from Sale of Property, Plant and Equipment	380.06	762.08
	Net Cash Flow generated from/used in Investing Activities [B]	**377.10**	**739.18**
C.	**Cash flow from Financing Activities**		
	Finance Cost	(103.52)	(81.14)
	Proceeds from Long Term Borrowings	-	7,825.52
	Repayment of Long Term Borrowings	(2,008.36)	(6,445.28)
	Increase/(Decrease) in current Borrowings (Net)	2,107.00	(550.00)
	Net Cash Flow used in Financing Activities [C]	**(4.88)**	**749.10**
	Net Decrease in Cash and Cash Equivalents [A+B+C]	**(89.06)**	**(387.55)**
	Cash and Cash Equivalents at the beginning of the year	192.98	580.53
	Cash and Cash Equivalents at the end of the year	**103.94**	**192.98**

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

Change in Liability arising from Financing Activities

Particulars	As at			
	March 31, 2025	**Cash flow**	**Non Cash changes - Fair value changes**	**March 31, 2026**
Non-Current Borrowings (Refer note no 12)	4,714.58	(2,008.37)	-	2,706.21
Current Borrowings (Refer note no 12)	1,200.00	2,107.00	-	3,307.00
	5,914.58	**98.63**	-	**6,013.21**

Particulars	As at			
	March 31, 2024	**Cash flow**	**Non Cash changes - Fair value changes**	**March 31, 2025**
Non-Current Borrowings (Refer note no 12)	3,334.34	1,380.24	-	4,714.58
Current Borrowings (Refer note no 12)	1,750.00	(550.00)	-	1,200.00
	5,084.34	**830.24**	-	**5,914.58**

Note : The above Cash Flow Statement has been prepared as per 'Indirect Method' as set out in Ind AS 7 on Statement of Cash Flow.

Refer accompanying notes. These notes are an integral part of the financial statements.
As per our report of even date

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No : 107023W

For and on behalf of the Board

K. Y. Narayana
Partner
M. No.: 060639

Ajay Agarwal
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Chief Financial Officer

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ICSI Membership No: A76039

Mumbai
May 23, 2026

Mumbai
May 23, 2026

Mumbai
May 23, 2026

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

3 Property, Plant and Equipment

		Gross Value					Accumulated Depreciation and amortisation					Net Value	
		As at March 31, 2025	Additions	Sale / Adjustment	Held for Sale	As at March 31, 2026	As at March 31, 2025	For the Period	Adjustment / Deductions	Held for Sale	As at March 31, 2026	As at March 31, 2026	As at March 31, 2025
3A	Tangible Assets												
	Land	-	-	-	-	-	-	-	-		-	-	-
	Building	-	-	-	-	-	-	-	-	-	-	-	-
	Plant & Machinery	-	-	-	-	-	-	-	-	-	-	-	-
	Furniture & Fixtures	2.10	0.78	-	-	2.88	0.05	0.21		-	0.26	2.62	2.05
	Equipment & Fittings	7.81	2.19	-	-	10.00	0.71	1.96	-	-	2.67	7.33	7.10
	Vehicles	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**9.91**	**2.97**	**-**	**-**	**12.88**	**0.76**	**2.17**	**-**	**-**	**2.93**	**9.95**	**9.15**
3B	Intangible Assets					-						-	-
	Software	34.97	-	21.97	-	13.00	21.44	2.55	20.37	-	3.62	9.38	13.53
	Grand Total	**44.87**	**2.97**	**21.97**	**-**	**25.87**	**22.19**	**4.71**	**20.37**	**-**	**6.54**	**19.33**	**22.68**
3C	**Asset Held for Sale**												
	Land	5,318.53	-	-	-	5,318.53	-	-	-	-	-	5,318.53	5,318.53
	Building	308.80	-	308.80	-	-0.00	-	-	-	-	-	-0.00	308.80
	Plant & Machinery	66.50	-	66.50	-	-	-	-	-	-	-	-	66.50
	Furniture & Fixtures	3.21	-	3.21	-	-	-	-	-	-	-	-	3.21
	Equipment & Fittings	17.09	-	17.09	-	-	-	-	-	-	-	-	17.09
		5,714.12	**-**	**395.60**	**-**	**5,318.53**	**-**	**-**	**-**	**-**	**-**	**5,318.53**	**5,714.12**

Property, Plant and Equipment

		Gross Value					Accumulated Depreciation and amortisation					Net Value	
		As at March 31, 2024	Additions	Sale / Adjustment	Held for Sale	As at March 31, 2025	As at March 31, 2024	For the Period	Adjustment / Deductions	Held for Sale	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
3A	Tangible Assets												
	Land	5,318.53	-	-	5,318.53	-	-	-	-	-	-	-	5,318.53
	Building	465.78	-	-	465.78	-	135.29	21.69	-	156.98	-	-	330.48
	Plant & Machinery	1,246.08	-	886.91	359.17	-	1,031.02	24.86	763.21	292.67	-	-	215.06
	Furniture & Fixtures	8.99	2.10	-	8.99	2.10	5.44	0.39	-	5.78	0.05	2.05	3.55
	Equipment & Fittings	38.82	7.81	0.24	38.58	7.81	13.82	8.55	0.17	21.49	0.71	7.10	25.00
	Vehicles	10.90	-	10.90	-	-	10.03	-	10.03	-	-	-	0.87
	Total	**7,089.09**	**9.91**	**898.05**	**6,191.04**	**9.91**	**1,195.60**	**55.49**	**773.41**	**476.92**	**0.76**	**9.15**	**5,893.49**
3B	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-
	Software	17.56	13.00	-	-	30.56	15.32	1.71	-	-	17.03	13.53	2.24
	Grand Total	**7,106.65**	**22.91**	**898.05**	**6,191.04**	**40.47**	**1,210.92**	**57.19**	**773.41**	**476.92**	**17.79**	**22.68**	**5,895.73**
3C	**Capital Work In Progress**	-	-	-	-	-	-	-	-	-	-	-	-
	Land	-	5,318.53	-	-	5,318.53				-	-	5,318.53	-
	Building	-	308.80	-		308.80	-	-	-		-	308.80	-
	Plant & Machinery	-	66.50	-	-	66.50	-	-	-	-	-	66.50	-
	Furniture & Fixtures	-	3.21	-	-	3.21	-	-	-	-	-	3.21	-
	Equipment & Fittings	-	17.09	-	-	17.09	-	-	-	-	-	17.09	-
		-	**5,714.12**	**-**	**-**	**5,714.12**	**-**	**-**	**-**	**-**	**-**	**5,714.12**	**-**

Note - 1: During the financial year, the Board of Directors have resolved to dispose of the plant and machinery located at the Jamnagar plant. As a result, these assets have been classified as Non-current assets held for sale in accordance with Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations.

As at March 31, 2026, the plant and machinery have been measured at the lower of their carrying amount and fair value less costs to sell. The assets are available for immediate sale, and management expects the sale to be completed within one year from the date of this classification.

In compliance with Ind AS 105, no depreciation has been charged on these assets following their classification as held for sale.

Range of remaining period of amortisation as at March 31, 2026 for Intangible Assets is as below :

Assets	0-5 years	6-10 years	More than 10 years	Net Block as at March 31, 2026
Software	9.38	-	-	9.38

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

4. OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Current		
Unsecured, considered good		
Security Deposits	4.00	22.35
Current		
Unsecured, considered good		
Security Deposits	0.58	-
Total	**4.58**	**22.35**

5. INVENTORIES

Particulars	As at March 31, 2026	As at March 31, 2025
Inventories (lower of cost and net realisable value)		
Finished Goods*	-	131.06
Stock-In Trade	1,053.90	1,001.64
Goods in Transit	11.54	249.39
Stores, Spares and Packing Materials	14.03	-
Total	**1,079.47**	**1,382.09**
i) Finished Goods		
Finished Goods	132.63	132.83
Less: Provision	(132.63)	(1.77)
	-	**131.06**
ii) Stock-In Trade		
Stock-In Trade	1,061.89	1,001.64
Less: Provision	(7.99)	-
	1,053.90	**1,001.64**

Valuation of Inventories are done as per Material accounting policies (Note-2f).

* Finished goods Rs 132.63 Lacs is towards discontinued operation against which 100% provisioning is done

6. TRADE RECEIVABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Undisputed Trade receivables - Considered Good	929.35	603.59
Undisputed Trade receivables - Considered Doubtful	496.71	462.19
Disputed Trade receivables - Considered Doubtful	15.32	15.32
	1,441.38	**1,081.10**
Less : Allowance for doubtful debts	(512.03)	(477.51)
Total	**929.35**	**603.59**

Note:

a) There are no amounts due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

b) Refer Note 27 (C) for information about credit risk and market risk of Trade Receivables

c) Break-up of Trade Receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables	929.35	553.21
Receivables from related parties	-	50.38
Total	**929.35**	**603.59**

d) Movement in allowance for doubtful trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	477.51	451.26
Add : Provision during the year	34.52	26.25
Less : Utilisation	-	-
Closing Balance	**512.03**	**477.51**

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

TRADE RECEIVABLES AGEING AS ON MARCH 31, 2026

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	647.39	242.04	39.93	-	-	-	929.35
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	5.01	18.90	-	472.80	496.71
(iv) Disputed Trade Receivables– Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	15.32	15.32
Total	**647.39**	**242.04**	**44.94**	**18.90**	**-**	**488.12**	**1,441.38**

TRADE RECEIVABLES AGEING AS ON MARCH 31, 2025

Particulars	Not Due	Outstanding for following periods from due date					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	286.72	234.51	82.36	-	-		603.59
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	-	26.25	-	435.94	462.19
(iv) Disputed Trade Receivables– Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-		15.32	15.32
Total	**286.72**	**234.51**	**82.36**	**26.25**	**-**	**451.26**	**1,081.10**

7. CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Cash on hand	0.80	0.56
Balance with Banks in Current Account	103.14	192.42
Total	**103.94**	**192.98**

8. CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Tax Refund Receivable	1.15	1.56
Total	**1.15**	**1.56**

Notes forming part of the Financial Statements for the year ended March 31, 20256

(Amount in Rupees Lakhs unless otherwise stated)

9. OTHER ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Prepaid Expenses	1.40	2.69
Balance with Government Authorities	37.97	43.62
Advance to Suppliers	0.99	80.72
Advance to Employees	1.72	-
Net Defined Benefit Asset	1.94	-
Others	1.86	17.90
Total	**45.87**	**144.93**

10. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised Share Capital		
10,00,50,000 (March 31, 2025 : 10,00,50,000) Equity Shares - Rs 10 each	10,005.00	10,005.00
27,00,000 (March 31, 2025 : 27,00,000) Cumulative, Non-Convertible, Redeemable 7 % Preference Shares - Rs 100 each	2,700.00	2,700.00
Total	**12,705.00**	**12,705.00**
Issued, Subscribed & Fully Paid-up Capital		
2.00,00,000 (March 31, 2025 : 2,00,00,000) - Equity Shares of Rs. 10 each	2,000.00	2,000.00
Total	**2,000.00**	**2,000.00**

10.1 Equity Shares carry voting rights at the General Meeting of the Company and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

Cumulative Non-Convertible Redeemable Preference Shares are classified as Financial Instruments and disclosed under Financial Liabilities - Borrowing.

10.2 Reconciliation of number of Shares

Equity Shares	As at March 31, 2026	As at March 31, 2025
Number of shares at the beginning of the year	2,00,00,000	2,00,00,000
Less : Reduction of Share capital	-	-
Add : Shares issued and allotted during the year	-	-
Balance at the end of year	**2,00,00,000**	**2,00,00,000**

10.3 Change in its Share Capital Structure and Preference shares classified under Financial Liability as per resolution plan

During the year, there is no change in Share Capital of the Company

10.4 Shareholders holding more than 5 % shares in the Company

Name of the Shareholders	As at March 31, 2026	As at March 31, 2025
Finquest Financial Solutions Private Limited		
No. of Shares	1,50,00,000	15,000,000
% of Shares held	75.00%	75.00%

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

10.5 Disclosure of shareholding of promoters and promoters group as at March 31, 2026 is as follows:

Sr. No.	Class of Equity Share	Promoter's Name	No. of shares at the beginning of the year	change during the year	shares at the end of the year	% of total shares	% Change during the year
1	Fully paid-up equity shares of Rs. 10 each	Finquest Financial Solutions Private Limited	15,000,000	-	15,000,000	75.00%	0.00%

Disclosure of shareholding of promoters and promoters group as at March 31, 2025 is as follows:

Sr. No.	Class of Equity Share	Promoter's Name	No. of shares at the beginning of the year	change during the year	shares at the end of the year	% of total shares	% Change during the year
1	Fully paid-up equity shares of Rs. 10 each	Finquest Financial Solutions Private Limited	18,000,000	(3,000,000)	15,000,000	75.00%	-16.67%

11. Other Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Retained Earnings		
Balance at the beginning of the year	(1,460.61)	(399.45)
Add: Profit / (Loss) for the year net of Income Tax - Continuing	232.55	197.91
Add: Profit / (Loss) for the year net of Income Tax - Discontinued	(332.35)	(1,258.40)
Balance at the end of year	**(1,560.41)**	**(1,460.61)**
Other comprehensive Income		
Balance at the beginning of the year	0.21	(16.20)
Add/Less : OCI for the year- Continuing	1.90	0.66
Add/Less : OCI for the year- Discontinued	-	15.75
Balance at the end of year	**2.11**	**0.21**

12. BORROWINGS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Current		
Unsecured Loans		
Loans from related parties:	-	3,208.36
Less: Current maturities of non-current borrowings	-	(1,200.00)
	-	**2,008.36**
Liability of Non-Convertible Redeemable Preference Share	2,706.21	2,706.21
Total	**2,706.21**	**4,714.57**
Current		
Unsecured Loans		
Loans from related parties	3,307.00	-
Current maturities of non-current borrowings	-	1,200.00
Total	**3,307.00**	**1,200.00**

Note

a. The Company has issued and alloted 7% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100, each, payable at par were alloted on March 19, 2021 having tenure of 7 years, but are not entitled to vote at the General Meeting of the Company unless dividend has been in arrears for minimum 2 years. For the purpose of determination/accrual of all rights (including the right of redemption), the date of allotment viz. March 19, 2021 is deemed to be the relevant date. The Preference Shares are non-participating and shall have preferential right to repayment in the case of winding up or repayment of capital of the amount of the Share Capital paid-up.

b. Unsecured loans are repayable on the demand, as per prescribed term and condition of agreements loans Repayable on Demand.

c. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

13. OTHER FINANCIAL LIBILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Dues to employees	0.14	5.75
Dues to others	100.14	46.44
Total	**100.28**	**52.19**

14. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Statutory remittances	-	128.49
Advance received from Customers	103.83	100.40
Gratuity (Funded)	-	0.45
Other Current Liability	5.11	50.83
Total	**108.94**	**280.17**

15. TRADE PAYABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Total outstanding dues of Micro and Small Enterprises	21.76	9.45
Total outstanding dues of creditors other than Micro and Small Enterprises	803.10	1,275.17
Total	**824.86**	**1,284.62**

Trade Payables Ageing as on March 31, 2026

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	21.73	0.03	-	-	-	21.76
(ii) Others	470.16	318.28	14.66	-	-	803.10
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**491.89**	**318.31**	**14.66**	**-**	**-**	**824.86**

There are no disputed dues as on March 31, 2026

Trade Payables Ageing as on March 31, 2025

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	8.97	0.49	-	-	-	9.45
(ii) Others	568.47	706.68	-	-	-	1,275.15
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**577.44**	**707.17**	**-**	**-**	**-**	**1,284.62**

There are no disputed dues as on March 31, 2025

Note:

a. Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2026. The Company has compiled the below InformatIon based on wrItten confirmation collected by the Company from suppliers.

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
1. The principal amount and the interest due thereon remaining unpaid to supplier as at the end of year		
- Principal amount due	21.76	9.45
- Interest due	3.69	2.89
2. The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
3. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
4. The amount of interest accrued and remaining unpaid at the end of each accounting year.	3.69	2.89
5. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

16. PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Current		
Provision for Compensated absences	2.47	2.33
Total	**2.47**	**2.33**
Current		
Provision for Compensated absences	0.09	0.14
Other provisions	10.66	10.66
Total	**10.76**	**10.80**

17. REVENUE FROM OPERATIONS

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Sale of Products		
Stock in Trade	3,316.93	1,819.83
Other Operating Income		
Export Incentives	10.67	-
Miscelleneous Income	0.34	-
Total	**3,327.94**	**1,819.83**

Revenue from contracts with customers :

I Revenue from customers with customers disaggregated based on Geography:

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Domestic	3,093.79	1,819.83
Export	234.15	-
Revenue from Operations	**3,327.94**	**1,819.83**

II Reconciliation of gross revenue with the revenue from contracts with customers:

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Gross Revenue	3,705.41	2,132.89
Less:		
a) Discount, Rebates and Others	274.67	187.08
b) Sales return including Provisions	102.80	125.98
Net Revenue	**3,327.94**	**1,819.83**

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

III Revenue recognised from Contract Liability (Advances from customers):

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Opening Contract Liability	100.40	92.77
Closing Contract Liability	103.83	100.40
Net Increase / (Decrease)	**3.43**	**7.63**

During the year, the Company has recognised revenue of Rs. 100.40 Lakhs (March 31, 2025: Rs. 92.77 Lacs) in the reporting period out of the opening contract liability of Rs. 100.40 lakhs (March 2025: Rs. 92.77 lakhs)

18. OTHER INCOME

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Interest Income	19.06	10.66
Credit balance written Back	0.84	7.62
Miscellaneous Income	2.95	1.81
Total	**22.85**	**20.09**

19. PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Fabric	2,193.06	1,410.12
Total	**2,193.06**	**1,410.12**

20. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Inventories at the beginning of the year		
Stock-in Trade	1,251.03	1,056.88
	1,251.03	**1,056.88**
Inventories at the end of the year		
Stock-in Trade	1,065.44	1,251.03
	1,065.44	**1,251.03**
Net Decrease/(Increase)	**185.59**	**(194.15)**

21. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Salaries, Wages, Bonus, etc.	89.28	21.90
Contribution to Provident & Other Funds	7.15	30.90
Employees Welfare Expenses	5.50	8.81
Total	**101.93**	**61.61**

EMPLOYEE BENEFITS:

I. Post-Employment Benefits

Defined Contribution Plan:

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Employers contribution to Provident fund	3.79	22.67
Employers contribution to ESIC	0.02	4.88
Total	**3.81**	**27.55**

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

Defined Benefit Plan:

The Company has defined benefit plans for Gratuity to eligible employees, contributions for which are made to Life Insurance Corporation of India, who invests the funds as per IRDA guidelines. The details of these defined benefit plans recognised in the financial statements are as under:

The defined benefit plans typically expose the Company to various risk such as:

Investment Risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest Risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the plan assets.

Longevity Risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

a. **Movement in present value of defined benefit obligation are as follows :**

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Obligation at the beginning of the year	11.50	507.50
Current Service Cost	1.41	19.15
Interest Cost	0.77	35.79
Actuarial (gain)/loss - due to change in financial assumptions	(0.13)	0.35
Actuarial (gain)/loss - due to experience adjustments	(1.88)	(21.46)
Benefits paid of Discountinued operations	(7.37)	(529.83)
Present value of benefit obligation at the end of the year	**4.30**	**11.50**

Movement in the fair value of plan assets are as follows :

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Plan assets at the beginning of the year, at fair value	11.06	135.62
Interest Income	0.74	8.97
Return on plan assets excluding interest income	(0.12)	(4.70)
Contribution from the employer	1.92	401.00
Benefits paid	(7.37)	(529.83)
Fair value of plan assets at the end of the year	**6.24**	**11.06**

b. **The amount included in the balance sheet arising from the entities obligation in respect of defined benefit plan is as follows :**

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Present value of benefit obligation at the end of the year	(4.30)	(11.50)
Fair value of plan assets at the end of the year	6.24	11.06
Net Liability arising from defined benefit obligation	**1.94**	**(0.44)**

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

c. Amount recognized in the Statement of Profit and Loss in respect of the defined benefits plans are as follows:

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Current service cost of discontinued operations	1.41	19.15
Net interest expense of discontinued operations	0.03	26.81
Components of defined benefit costs recognised in the Statement of Profit & Loss	**1.44**	**45.96**
Remeasurement on the net defined benefit liability		
Actuarial (gains)/losses on obligation for the period	(2.02)	(21.11)
Return on plan assets, excluding interest income	0.12	4.70
Components of defined benefit costs recognised in Other Comprehensive Income	**(1.90)**	**16.41**
Total	**(0.47)**	**29.55**

The current service cost and the net interest expenses for the year are included in the Employee Benefits Expense line item in the Statement of Profit and Loss. The Remeasurements of the net defined benefit liability / asset is included in Other Comprehensive Income.

d. Investment details of plan assets:

To fund the obligations under the gratuity plan, Contributions are made to Life Insurance Corporation of India, who invests the funds as per IRDA guidelines.

e. The defined benefit obligations shall mature after year ended March 31, 2026 as follows:

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
1st Following Year	0.16	0.30
2nd Following Year	0.17	0.42
3rd Following Year	0.18	0.46
4th Following Year	0.19	2.74
5th Following Year	0.19	0.40
Sum of Years 6 To 10	5.07	8.81
Sum of Years 11 and above	-	5.79

f. Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Delta Effect of +1% Change in Rate of Discounting	(0.17)	(0.70)
Delta Effect of -1% Change in Rate of Discounting	0.18	0.78
Delta Effect of +1% Change in Rate of Salary Increase	0.18	0.78
Delta Effect of -1% Change in Rate of Salary Increase	(0.18)	(0.71)
Delta Effect of +1% Change in Rate of Employee Turnover	0.01	(0.02)
Delta Effect of -1% Change in Rate of Employee Turnover	(0.01)	0.02

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

g. The principal assumptions used for the purpose of actuarial valuation were follows :

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Discount Rate	7.48%	6.72%
Expected Return on Plan Assets	7.48%	6.72%
Annual Increase in Salary Costs	6.00%	6.00%
Rate of Employee Turnover	3.00%	3.00%
Mortality Tables	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

Future Salary increases are based on long term average salary rise expected taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employee market. Future Separation & mortality rates are obtained from relevant data of Life Insurance Corporation of India.

Note: The Government of India has consolidated 29 existing labour legislations into a unified framework comprising four labour code viz Code on Wages 2019, Code on Social Security 2020, Industrial Relation Code 2020. and Occupational Safety, Health and Working Condition Code 2020 (collectively referred to as the New Labour Codes). The Company has estimated and recognised the incremental liability pertaining to its employees. This liability is not material to the financial results of the Company.

22. FINANCE COST

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Interest expenses	0.52	2.31
Interest on Term Loan	103.13	52.37
Interest on Debenture	-	75.94
Interest on MSME	0.80	2.89
Total	**104.45**	**133.51**

23. DEPRECIATION AND AMORTISATION EXPENSES

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Depreciation on Property, Plant and Equipment	2.16	0.19
Amortisation on Intangible Assets	2.55	1.71
Total	**4.71**	**1.90**

24. OTHER EXPENSES EXPENSES

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Consumption of stores spares and packing material	169.81	29.95
Power and Fuel	3.25	3.80
Rent	10.38	10.45
Repairs Others	5.85	10.11
Insurance expenses	4.69	0.04
Travelling Expenses	34.64	17.56
Sebi and Roc Fees	13.34	-
Directors sitting Fees	7.72	8.40
Sales Conference	31.10	1.42
Freight and Other Selling Expenses	17.36	10.98
Advertisement and Sales Promotion	14.89	6.27
Brokerage, Rebate and Commission	78.58	63.04

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Legal and Professional	76.63	30.09
Payment to Auditors *	6.00	6.00
Fees & Subscription	1.37	2.68
Conveyance Expenses	3.16	1.87
Provision For Doubtful Debts	5.00	-
Printing Postage and Courier	11.22	8.20
Rates and Taxes	4.94	-
Other Expenses	28.55	18.17
Total	**528.50**	**229.03**

*** PAYMENTS TO AUDITORS**

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
To Statutory Auditors		
For Statutory Audit	6.00	6.00
For reimbursement of expenses	-	-
Total	**6.00**	**6.00**

25. EARNING PER SHARE

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
Continuing Operations		
Profit/(Loss) after tax	232.55	197.91
Profit/(Loss) pertaining to equity shareholders	232.55	197.91
Weighted Average Number of Shares (WANS)	200.00	200.00
Nominal value per share	10.00	10.00
Basic and diluted EPS	1.16	0.99
Discontinued Operations		
Profit/(Loss) after tax	(332.35)	(1,258.40)
Profit/(Loss) pertaining to equity shareholders	(332.35)	(1,258.40)
Weighted Average Number of Shares (WANS)	200.00	200.00
Nominal value per share	10.00	10.00
Basic and diluted EPS	(1.66)	(6.29)
Continuing and Discontinued Operations		
Profit/(Loss) after tax	(99.80)	(1,060.50)
Profit/(Loss) pertaining to equity shareholders	(99.80)	(1,060.50)
Weighted Average Number of Shares (WANS)	200.00	200.00
Nominal value per share	10.00	10.00
Basic and diluted EPS	(0.50)	(5.30)

26 Capital work in progress (CWIP)

Capital work in progress as at March 31, 2026 is Nil (March 31 , 2025 Nil)

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

27. Financial Instruments

a. Capital Management

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through optimisation of debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as detailed in note 12 off set by cash and bank balances) and total equity of the Company.

Gearing Ratio

Particulars	As at March 31, 2026	As at March 31, 2025
Debt (note i)	6,013.21	5,966.94
Less : Cash and Bank Balances & Deposit Accounts	103.94	192.98
Net Debt	**5,909.27**	**5,773.96**
Total Equity	441.70	539.60
Net Debt to Equity Ratio	13.38	10.70

I. Debt is defined as long-term borrowings and short-term borrowings.

b. Category-wise Classification of Financial Instruments

Particulars	As at March 31, 2026	As at March 31, 2025
Financial Assets		
Measured at amortised Cost		
i) Trade Receivables	929.35	603.59
ii) Cash and Cash Equivalents	103.94	192.98
iii) Other Financial Assets	4.58	22.35
Total	**1,037.87**	**818.93**
Financial Liabilities		
Measured at amortised Cost		
i) Borrowings	6,013.21	5,914.57
ii) Trade Payables	824.86	1,284.62
iii) Other Financial Liabilities	100.28	52.19
Total	**6,938.36**	**7,251.39**

c. Financial Risk Management Objectives

The Company's financial liabilities comprise mainly of borrowings, trade payables and other financial liabilities. The Company's financial assets comprise mainly of cash and cash equivalents, trade receivables and other financial assets.

The Company's business activities are exposed to a variety of financial risks, namely market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework who are responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

A. MANAGEMENT OF MARKET RISK

The Company's size and operations does not results in it being exposed to the following market risks that arise from its use of financial instruments:

- currency risk;
- Interest rate risk

i. Currency Risk

The Company's exposure to foreign currency risk is assessed as low. The Company's operations are predominantly domestic, with only a limited portion of total revenue derived from export sales.

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

ii. Interest Rate Risk

Interest Rate Risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. The Company is exposed to the Interest Rate Risk only to the extend of Borrowings from Related Parties.

B. MANAGEMENT OF CREDIT RISK

Credit Risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Company and it arises principally from the Company's Receivables from customers.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer including the default risk of the industry also has an influence on credit risk assessment. Credit Risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customers to which the Company grants credit terms in the normal course of business (Refer note 6 – Trade receivables).

C. MANAGEMENT OF LIQUIDITY RISK

Liquidity Risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining facilities from related parties as and when necessary by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The details of contractual maturities of significant financial liabilities are as under:

As at March 31, 2026	Less than 1 year	1 - 5 years	More than 5 years	Total
Borrowings	3,307.00	2,706.21	-	6,013.21
Trade Payables	824.86	-	-	824.86
Other Financial Liabilities	100.28	-	-	100.28
Total	**4,232.14**	**2,706.21**	**-**	**6,938.35**

As at March 31, 2025	Less than 1 year	1 - 5 years	More than 5 years	Total
Borrowings	1,200.00	4,714.57	-	5,914.57
Trade Payables	1,284.62		-	1,284.62
Other Financial Liabilities	52.19	-		52.19
Financial Liabilities	-	-		-
Total	**2,536.81**	**4,714.57**	**-**	**7,251.39**

28. Contingent Liabilities and Commitments

Particulars	As at March 31, 2026	As at March 31, 2025
a) Statutory demands and liabilites not provided (for Refer Note no.ii)	79.44	79.44
Total	**79.44**	**79.44**

Note (i): As per approved resolution plan, the contingent liabilities and commitments, claims and obligations, stand extinguished and accordingly no outflow of economic benefits is expected in respect thereof. The Resolution plan, among other matters provide that upon the approval of this Resolution Plan by the National Company Law Tribunal (NCLT) and settlement and receipt of the payment towards the CIRP Costs and by the operational creditors as envisaged in terms of this plan, all the liabilities demands, damages, penalties, loss, claims of any nature whatsoever (whether admitted/verified/submitted/rejected or not, due or contingent, asserted or unasserted, crystallised or uncrystallised, known or unknown, disputed or undisputed,

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

present or future) including any liabilities, losses, penalties or damages arising out of non-compliances, to which the Company is or may be subject to and which pertains to the period on or before the Closing Date (i.e. November 22, 2020) and are remaining as on that date shall stand extinguished, abated and settled in perpetuity without any further act or deed. The Resolution plan further provides that implementation of resolution plan will not affect the rights of the Company to recover any amount due to the Company and there shall be no set off of any such amount recoverable by the Company against any liability discharged or extinguished.

Note (ii): GST demand of Rs. 79.44 lakhs for FY 2017-18, FY 2018-19 and FY 2019-20 is under appeal. The Company has, inter alia, challenged the demand on the ground that the proceedings are not sustainable in view of the Resolution Plan approved by the Hon'ble NCLT under the Insolvency and Bankruptcy Code, 2016. Based on legal advice obtained, management believes that an outflow of economic resources is not probable and accordingly no provision has been recognised.

29. Segment Information

The company is primarily engaged in the business segment of "Textiles". Information reported to and evaluated regularly by the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessing performance focuses on the business as a whole and accordingly, in the context of Operating Segment as defined under the Indian Accounting Standard 108, there is single reportable segment. The Financial Statments are reflective of information required by Ind AS 108.

30. Related Party Disclosures: According to Ind AS 24 'Related Party Disclosures'

Non-executive Directors are disclosed as Key Managerial Personnel as per the requirement of Ind AS 24. However, they are not KMPs as per the Companies Act, 2013

A. List of Related Parties:

1. Holding & Promoter Company

a) Finquest Financial Solutions Private Limited

2. Entities under Common Control

a) Reid & Taylor International Private Limited (Formerly known as Krihaan Texchem Private Limited)

b) Ballarpur Industries Limited

c) Amartaru Hospitality Private Limited

3. Key Managerial personal

a) Non-Executive Independent Directors:

(i) Sri Duraiswamy Gunaseela Rajan

(ii) Ms. Sudha Bhushan

(iii) Sri Panchapakesan Swaminathan

b) Non-Executive Non-Independent Directors:

((i) Sri Ajay Agarwal

(ii) Sri Parashiva Murthy B S (from May 13, 2024 to June 29, 2025)

(iii) Sri Ruchit Bharat Patel (from June 29, 2025)

c) Whole Time Director:

(i) Sri Hardik Bharat Patel

4. Post-employment benefit funds

a) Shree Digvijaya Woollen Mills Limited Employees Gratuity Fund

5. Relative of KMP

a) Ms Minal Patel

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

B. Transaction with Related Parties:

Related Party	Nature of transaction	As at March 31, 2026	As at March 31, 2025
Finquest Financial Solutions Private Ltd.	Loan Taken	-	-
	Loan Repaid	-	2,378.12
	Interest on Borrowing	-	120.60
Minal Patel	Non-convertible Debentures- Issued	-	2,200.00
	Non-convertible Debentures- Repaid	-	2,200.00
	Interest on Non Convertible Debentures	-	75.94
Hardik Patel	Loan Taken	3,307.00	1,800.00
	Loan Repaid	-	1,800.00
Reid & Taylor International Private Limited (Formerly known as Krihaan Texchem Private Limited)	Purchase of Stock in Trade(Including GIT)	2,230.93	1,395.84
	Turnover Discount	145.97	-
	Sales of Goods	363.08	234.67
	Sales of Asset	49.51	79.86
	Loan taken during the period	15.00	3,668.36
	Loan repaid during the period	3,223.36	460.00
Reid & Taylor International Private Limited (Formerly known as Krihaan Texchem Private Limited)	Interest Expenses	103.13	52.37
Shree Digvijaya Woollen Mills Limited Employees Gratuity Fund	Contribution to post employment benefit fund (with LIC)	1.92	401.00
Sri D. G. Rajan	Sitting Fees	2.70	2.85
Sri P Swaminathan	Sitting Fees	2.20	2.70
Ms. Sudha Bhushan	Sitting Fees	2.80	2.85
Sri Ajay Agarwal	Travelling Expenses	-	0.17

a) The remuneration exclude gratuity funded through LIC, and leave obligation for which contribution/provision are not separately identified. There was no other transaction with them during the aforesaid period.

Balance outstanding at the end of the year:

Related Party	Nature of transaction	As at March 31, 2026	As at March 31, 2025
Finquest Financial Solutions Private Limited	Non-convertible Redeemable Preference Shares	-	2,706.21
Reid & Taylor International Private Limited	Outstanding balance (credit)	621.84	927.20
(Formerly known as Krihaan Texchem Private Limited)	Outstanding balance of Loan taken	-	3,208.36
Shree Digvijaya Woollen Mills Limited Employees Gratuity Fund	Contributions outstanding	(1.93)	0.45
Reid & Taylor International Private Limited (Formerly known as Krihaan Texchem Private Limited)	Interest payable	0.13	52.37

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

Related Party	Nature of transaction	As at March 31, 2026	As at March 31, 2025
Hardik Patel	Outstanding balance of Loan taken	3,307.00	-
Sri D. G. Rajan	Sitting Fees payable	0.51	-
Sri P Swaminathan	Sitting Fees payable	0.10	-
Ms. Sudha Bhushan	Sitting Fees payable	0.56	-

b) Related Party relationships have been identified by the Management and relied upon by the Auditors.

31 Additional regulatory information detailed in clause 6L of General Instructions given in part I of division II of the Schedule III of the Companies Act, 2013 are furnished to the extent applicable to the Company.

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall

a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(vi) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(vii) The Company has no borrowings from banks and financial institutions on the basis of security of current assets.

(viii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(ix) The Company has not undertaken any transactions with companies struck off under section 248 of the Companies Act,2013 or section 560 of Companies Act, 1956.

32. Ratios

Particulars	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% Variance
Current Ratio (times)	Current Assets	Current Liabilities	0.50	0.82	-40%
Debt Equity Ratio (times)	Total Debt	Equity	13.61	10.96	24%
Debt Service Coverage Ratio (times)	Net Profit After Tax + Depreciation and Amortisation + interest + loss on sale of PPE	Interest +Principle repayment of long term loans	0.00	-1.56	-100%
Return on Equity Ratio (%)	Net Profit after Tax	Average Shareholder's Equity	-20.34%	-100%	-80%

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

Particulars	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% Variance
Inventory Turnover Ratio (times)	Sales of product and services	Average inventory	2.69	1.49	81%
Trade Receivables Turnover Ratio (times)	Sales of product and services	Average Receivable	4.33	2.99	45%
Trade payables Turnover Ratio (times)	Purchases	Average Trade Payables	2.08	1.76	18%
Net Capital Turnover Ratio (times)	Net Sales	Working Capital	-1.52	-3.62	-58%
Net Profit Ratio (%)	Net Profit after tax	Sales of product and services	-3.01%	-58.27%	-95%
Return on Capital Employed Ratio (%)	Earning before interest and tax	Capital Employed	0.07%	-14.36%	-101%
Return on Investment (in %)	Income generated from Invested funds	Average Invested funds in treasury investments	NA	NA	NA

Reasons for variance

i) Current Ratio :- Current Ratio decreased mainly on account of reduction in inventory, increase in trade receivables, higher utilisation of current borrowings and reduction in trade payables during the year

ii) Debt Equity Ratio :- Debt Equity Ratio increased primarily on account of slight increase in borrowings and reduction in equity due to losses incurred during the year, resulting in higher leverage as compared to the previous year.

iii) Debt service coverage ratio :- Debt Service Coverage Ratio improved mainly on account of improvement in operating results during the year. The ratio stood at 0.00 due to minimal earnings available for servicing debt obligations and/or lower debt repayment obligations during the year.

iv) Return on Equity :- Return on Equity increased mainly due to improvement in net profitability during the year and reduction in shareholders' funds owing to accumulated losses also contributed to the increase in the ratio.

v) Inventory Turnover Ratio :- Inventory Turnover Ratio improved mainly on account of lower average inventory holding and improved sales/consumption during the year.

vi) Trade Receivables Turnover Ratio :- Trade Receivables Turnover Ratio improved mainly on account of better recovery from customers and efficient management of receivables during the year.

vii) Trade payables Turnover Ratio :- Trade Payables Turnover Ratio improved mainly on account of timely settlement of dues and lower average outstanding payables during the year.

viii) Net Capital Turnover Ratio :- Net Capital Turnover Ratio increased mainly on account of improvement in operational performance and efficient utilisation of working capital. The ratio remained negative due to excess current liabilities over current assets.

ix) Net Profit Ratio :- Net Profit Ratio improved primarily due to reduction in net losses during the year as compared to the previous year, supported by improvement in operational performance and cost management.

x) Return on Capital Employed Ratio :- Return on Capital Employed Ratio improved primarily due to improvement in operating performance and reduction in operating losses during the year. However, the ratio remained at a minimal level due to lower earnings generated from the capital employed.

33. Discontinuation of Operations at Jamnagar Plant and Classification of Non-Current Assets Held for Sale

During the quarter ended March 31, 2025, the Board of Directors of the Company approved the discontinuation of operations at its sole manufacturing facility located at Jamnagar, effective the same date. This decision is part of the Company's strategic initiative to rationalise operations, enhance resource efficiency and optimise its asset base. In accordance with Indian Accounting Standard (Ind AS) 105 – Non-current Assets Held for Sale and Discontinued Operations, the results of the Jamnagar Plant have been presented as "Discontinued Operations" in the financial statement for the

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

year ended March 31, 2025. Corresponding figures for prior periods have been reclassified to reflect this presentation. Following the cessation of operations, the Company has assessed the recoverable amount of Non-Current assets associated with the discontinued unit at Jamnagar. Based on valuation performed by an Independent Registered Valuer the Company has classified a carrying amount of Rs. 5,318.53 lakhs under "Non-Current Assets Held for Sale," which, in the view of the management, reflects the fair value less costs to sell in accordance with Ind AS 105. These Assets will be recovered principally through a sale transaction rather than through continued use. For the year ended March 31, 2026, the Company incurred a total comprehensive loss of Rs. 97.90 lakhs. As of that date, the Company's current liabilities exceeded its current assets by Rs. 2191.48 lakhs. However, the Company continues to maintain a positive net worth. Despite the working capital deficit and the discontinuation of its primary manufacturing operations, these financial statements have been prepared on a going concern basis, reflecting the management's confidence in the Company's ability to implement operational and financial strategies, including realisation of assets held for sale and restructuring of cost base.

(Current Assets Rs.2160.36 lakhs- Current Liabilities: Rs. 4,351.84 lakhs = Rs. 2,191.48 Lakhs).

a) The results of Discontinued Division unit for the year are presented below :

Particulars	For the year ended on	
	March 31, 2026	March 31, 2025
INCOME		
Sale of Products	0.89	132.93
Other Income	28.01	771.05
Total	**28.89**	**903.98**
EXPENSES		
Purchase of Stock-in-Trade	0.20	66.56
Changes in Inventories (of Finished Goods, Work-in-Progress and Stock-in-Trade)	-	80.60
Employees Benefits Expense	14.75	1,451.68
Finance Costs	-	120.69
Depreciation and Amortisation Expense	-	55.30
Other Expenses	346.29	387.55
Total	**361.24**	**2,162.38**
Profit/(Loss) before Exceptional Items and Tax	**332.35**	**1,258.40**
Exceptional Items	-	-
Profit/(Loss) before Tax	**332.35**	**1,258.40**
Tax Expense		
Current Tax	-	-
Deferred Tax	-	-
Total	**-**	**-**
Profit/(Loss) After Tax	**(332.35)**	**(1,258.40)**
Other Comprehensive Income/(Loss) from Discontinued operations		
Items that will not be reclassified to profit or (loss)		
Remeasurement of the defined benefit plans	-	15.75
Income tax relating to items that will not be reclassified to profit or (loss)	-	-
Total Other Comprehensive Income/(Loss) for the period from Discontinued operations	**-**	**15.75**
Total Comprehensive (Loss) for the period	**(332.35)**	**(1,242.65)**

Notes forming part of the Financial Statements for the year ended March 31, 2026

(Amount in Rupees Lakhs unless otherwise stated)

b) The major class of assets of Discontinued Division are as follows.

Particulars	For the year ended on	
	March 31, 2026	**March 31, 2025**
Assets		
Land	5,318.53	5,318.53
Building	-	308.80
Plant & Machinery	-	66.50
Furniture & Fixtures	-	3.21
Equipment & Fittings	-	17.09
Non-Current Asset held for Sale	**5,318.53**	**5,714.12**

34. The provisions of the Companies Act, 2013 and the rules made thereunder require the Company to use accounting software for maintaining its books of account which has a feature of recording an audit trail (edit log) of each and every transaction, capturing the details of changes made in the books of account along with the date of such changes, and ensuring that the audit trail cannot be disabled or tampered with.

The Company has implemented accounting software with an audit trail (edit log) feature effective from April 1, 2025. The audit trail facility has been enabled and is operating for all transactions recorded in the books of account from that date onwards.The software have no features of recording audit trail for direct changes at the data base level.

Except for the periods of previous finanacial year where the audit trail was not anable for accounting software and its database,the company has preserved the audit trail in accordance with statutory record retention requirements.

Refer accompanying notes. These notes are an integral part of the financial statements.
As per our report of even date

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No : 107023W

For and on behalf of the Board

K. Y. Narayana
Partner
M. No.: 060639

Ajay Agarwal
Director
DIN :00649182

Hardik B. Patel
Whole- Time Director
DIN: 00590663

Pankaj Gharat
Chief Financial Officer

Ritesh K. Mishra
Company Secretary & Compliance Officer
ICSI Membership No: A76039

Mumbai
May 23, 2026

Mumbai
May 23, 2026

Mumbai
May 23, 2026

Notes

Notes

DIGJAM LIMITED

Registered Office
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