

DIGJAM LIMITED

DIGJAM**Secretarial Department:**

Aerodrome Road,
Jamnagar – 361 006, India.

Tel.: +91 (0288) 2712972-73

Fax: (0288) 2712991

e-mail: investors@digjam.co.in

March 10, 2016

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

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

Code No. 503796

Symbol "DIGJAM"

Dear Sir,

Sub: - Scheme of Amalgamation between Digjam Limited ("the Amalgamating Company") and Digjam Textiles Limited ("the Amalgamated Company") and their respective creditors and shareholders

This is in continuation of our letters dated February 17, 2016 & March 7, 2016 informing about the Oral Order of the Hon'ble High Court of Gujarat approving the aforesaid Scheme and for holding the Board Meeting.

While we have not yet received the Certified Copy of the formal Common Order dated February 17, 2016 (which is already available online on the website of Hon'ble High Court of Gujarat), the Boards of both Digjam Limited and Digjam Textiles Limited met today and noted the details of the same.

A copy of the certified copy of the Common Order will be sent separately for your information and records.

For ready reference, the salient features of the Scheme are as under: -

- i. The Appointed date of the Scheme of Amalgamation means the close of business on June 30, 2015 or such other date as may be assented to and approved by the Board of Directors and approved by the High Court.
- ii. With effect from the Appointed Date, the entire business and undertaking of Amalgamating Company consisting all its assets and liabilities shall be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company, as a going concern, without any further act, instrument, deed, matter or thing to be made, done or executed so as to become, as and from the Appointed Date, the business and undertaking of the Amalgamated Company by virtue of and in the manner provided in the Scheme. The transfer and vesting of the assets of the Amalgamating Company with the Amalgamated Company shall be subject to the existing mortgages and charges.

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, India.

Tel.: +91 (0288) 2712972-73

Fax: (0288) 2712991

e-mail: investors@digjam.co.in

- iii. In consideration for the amalgamation of the Amalgamating Company with Digjam Textiles Limited, Digjam Textiles Limited shall, without any further application or deed, issue and allot:
- **to the equity shareholders of the Amalgamating Company** (whose names appear in the Register of Members as on the Record Date or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be), the following equity shares:
"8,76,41,621 (Eight Crores Seventy Six Lakhs Forty One Thousand Six Hundred Twenty One Only) fully paid up equity shares of face value of INR 10 (Ten) each at a Premium of INR 5 (Five) per equity share of the Amalgamated Company to the equity shareholders of the "Amalgamating Company" in the ratio of 1 (one) equity share in the Amalgamated Company against 1 (one) equity share held in the Amalgamating Company"
 - **to the holders of 8% Non-Convertible Redeemable Preference Shares of face value INR 100 (Hundred) each of the Amalgamating Company** (whose name appear in the Register of Members as on the Record Date or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be), **the same number of 8% Non-Convertible Redeemable Preference Shares of face value INR 100 (Hundred) each** as fully paid up of the Amalgamated Company, on same terms and conditions on which, the said 8% Non-Convertible Redeemable Preference Shares were issued by the Amalgamating Company.
- iv. Upon allotment of equity shares and the preference shares as aforesaid, the equity shares held by the equity shareholder and the 8% Non-Convertible Redeemable Preference Shares held by the preference shareholders in the Amalgamating Company, whether in physical form or electronic form shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect on and from the record date.
- v. Under the Scheme, the Authorised Share Capital consisting of the Equity Share Capital and the Preference Share Capital of the Amalgamating Company shall stand combined with the Authorised Share Capital of the Amalgamated Company and accordingly, the Memorandum of Association of the Amalgamated Company shall automatically stand amended accordingly as an integral part of the Scheme.
- vi. Under the Scheme with effect from the Appointed Date, the amalgamation of the Amalgamating Company with the Amalgamated Company shall be accounted as per 'The Purchase Method' prescribed under Accounting Standard 14 - 'Accounting for Amalgamations' issued by the Institute of Chartered Accountants of India and notified by the Central Government. The

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, India.

Tel.: +91 (0288) 2712972-73

Fax: (0288) 2712991

e-mail: investors@digjam.co.in

difference, if any, between the value of net assets of the business transferred from the Amalgamating Company as recorded by Digjam Textiles Limited, and the amount credited to Share Capital and Securities Premium Account and cancellation of inter-company balances and investment shall be credited to the Capital Reserve Account or shall be debited to the Goodwill Account of Amalgamated Company, as the case may be.

- vii. As provided in the Scheme, the name of the Amalgamated Company shall be changed from "Digjam Textiles Limited" to "Digjam Limited" in accordance with Section 13 of the Companies Act, 2013 and other relevant provisions of the Act as applicable without any act or deed and the name of Digjam Textiles Limited wherever it occurs in the Memorandum of Association and Articles of Association shall stand substituted by "Digjam Limited". Thus, on completion of certain formalities the name change shall become effective.
- viii. On the Scheme coming into effect, the Amalgamating Company without any further act, instrument or deed shall stand dissolved without winding up.

Further, pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the following are the materially relevant decisions taken by the Board of Directors of Digjam Textiles Limited at their Meeting held on date: -

- a. The Company has authorised the Committee of Directors to fix the Record Date for allotment of Shares to the Shareholders of erstwhile Digjam Limited after the Certified Copy of the Order is filed and the Scheme becomes effective.
- b. The Board of Directors of Digjam Textiles Limited has been expanded and reconstituted wef March 10, 2016 as under: -
- i. Sri Sidharth Kumar Birla has been appointed as an Additional Director of the Company wef March 10, 2016 to hold office until the next Annual General Meeting and also elected as Non-Executive Chairman of the Board of Directors and his brief profile is enclosed.
- ii. Ms. Meenakshi Birla has been appointed as an Additional Director of the Company wef March 10, 2016 to hold office until the next Annual General Meeting and her brief profile is enclosed.

Sri Sidharth Kumar Birla and Ms. Meenakshi Birla are related to each other.

- iii. Sri C.L. Rathi has been appointed as an Additional Director of the Company wef March 10, 2016 to hold office until the next Annual General Meeting and his brief profile is enclosed.
- iv. Sri Bharat Anand has been appointed as an (Independent) Additional Director of the Company wef March 10, 2016 to hold office until the next Annual General Meeting and his brief profile is enclosed.

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, India.

Tel.: +91 (0288) 2712972-73

Fax: (0288) 2712991

e-mail: investors@digjam.co.in

- v. Sri A.C. Mukherji has been appointed as an (Independent) Additional Director of the Company wef March 10, 2016 to hold office until the next Annual General Meeting and his brief profile is enclosed.
- vi. Sri G. Momen has been appointed as an (Independent) Additional Director of the Company wef March 10, 2016 to hold office until the next Annual General Meeting and his brief profile is enclosed.
- c. Sri S. Ragothaman, Director of the Company was designated as Independent Director of the Company and his brief profile is enclosed.
- d. Sri C. Bhaskar, Director of the Company has been designated as the Managing Director & Chief Executive Officer of the Company effective from the date of filing of the certified copy of the Common Order with Registrar of Companies, Gujarat i.e. from the effective date and his brief profile is enclosed.
- e. Sri Satish Shah has resigned as Director of the Company with immediate effect and thereupon, the Board has appointed him as Chief Financial Officer of the Company wef March 10, 2016 and his brief profile is enclosed.
- f. Sri Jatin Jain, Company Secretary of the Company was also designated as Compliance Officer of the Company.
- g. Appointment of M/s MCS Share Transfer Agent Limited, Kolkata as Registrar and Share Transfer Agents of the Company in view of proposed listing with Stock Exchanges. The said appointment will be effective upon execution of necessary agreement and will be notified separately.

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

Thanking you,

Yours faithfully,
For DIGJAM Limited



(Jatin Jain)
Dy. Company Secretary

Encl: As above

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, India.

Tel.: +91 (0288) 2712972-73

Fax: (0288) 2712991

e-mail: investors@digjam.co.in

Brief Profiles of Directors/Other KMPs

Sri Sidharth Kumar Birla, aged 58 years, is a Science Honours Graduate and holds a Master's degree in Business Administration from IMD, Lausanne, Switzerland and has completed OPM (Owner – President Management) programme at Harvard Business School. He has extensive experience of over 36 years in the fields of Finance, Marketing, General Management, Corporate Governance, Company Law, Strategic Issues, Corporate and Financial Structuring, Resource Mobilisation, Acquisitions and Disinvestments. He is past President of the Federation of Indian Chambers of Commerce & Industry.

Sri Sidharth Kumar Birla is Chairman of Xpro India Ltd. He is also on the Board of Alpha Capital Resources Pte. Ltd., Singapore, Birla Brothers Pvt. Ltd., Central India General Agents Ltd., Invest India, iPro Capital Ltd., Xpro Global Ltd. and Xpro Global Pte. Ltd., Singapore. Sri Sidharth Kumar Birla is Chairman of the Committee of Directors and Member of Remuneration & Nominations Committee of Xpro India Ltd. and member of Audit Committee of Birla Brothers Pvt. Ltd. Sri Sidharth Kumar Birla is also Central Government nominee on the Central Council of the Institute of Chartered Accountants of India as well as a member of the Board of Governors of Birla Institute of Technology & Science, Pilani besides being Executive Committee member of Indian Chamber of Commerce, Kolkata.

Sri Sidharth Kumar Birla and Smt. Meenakshi Bangur are related to each other.

Ms. Meenakshi Birla, aged 31 years, is a graduate in Business Administration and is a post graduate in Marketing from Cass Business School, City University, London.

Sri C.L. Rathi, aged 70 years, is a Commerce and Law Graduate as well as Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has vast expertise in managing the affairs of large industrial undertakings and has experience of about 46 years in manufacturing industries like textiles, plastics, edible oil, light engineering, etc. at top management levels in India and abroad. He is a director in Drap Leasing & Finance Pvt. Ltd., Drap Plastics Pvt. Ltd. and VXL Technologies Ltd. He is a member of Audit Committee of VXL Technologies Ltd.

Sri C.L. Rathi is not related to any Director of the Company.

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, India.

Tel.: +91 (0288) 2712972-73

Fax: (0288) 2712991

e-mail: investors@digjam.co.in

Sri Bharat Anand, aged 39 years, is an Economics and Law Graduate and Member of the Bar Council of Delhi and Solicitor, England and Wales. After working for eight years in the London office of Freshfields Bruckhaus Deringer, he joined Khaitan & Co. LLP and is Partner in their Corporate Department. His area of expertise is mergers and acquisitions, corporate and commercial joint ventures and collaborations and he has advised several major transactions in these areas. Sri Anand has been ranked amongst India's leading Second Generation Lawyers.

Sri Bharat Anand is a Director on the Board of H D Motor Company India Pvt. Ltd.

Sri Bharat Anand is not related to any Director of the Company.

Sri A. C. Mukherji, aged 90 years, is past Chairman of New India Assurance Co. Ltd. and has vast knowledge and experience. Sri Mukherji is a Director on the Boards of Kirloskar Pneumatic Co. Ltd., Ludlow Jute and Specialties Ltd. and NPR Finance Ltd.

He is Chairman of Audit Committees of Kirloskar Pneumatic Co. Ltd. and Ludlow Jute and Specialties Ltd. and a member of Audit Committee of NPR Finance Ltd.

Sri A.C. Mukherji is not related to any Director of the Company.

Sri G. Momen, aged 82 years, is a businessman of repute and is well known in Tea trade Industry. He holds expertise in marketing of teas for over two decades and holds general expertise in marketing of products, besides expertise in packaging of teas for purposes of marketing. He is Chairman of Dover Tea Pvt. Ltd., White Cliff Construction Co. Pvt. Ltd., White Cliff Infrastructure Pvt. Ltd., White Cliff Holdings Pvt. Ltd., White Cliff Tea Pvt. Ltd., White Cliff Properties Pvt. Ltd. He is Director on the Boards of Apeejay Tea Ltd., Baghmari Tea Co. Ltd., Bengal Tea & Fabrics Ltd., Harrisons Malayalam Ltd., Kanco Tea & Industries Ltd., The Scottish Assam (India) Ltd. and Williamson Magor & Co. Ltd.

He is Chairman of Shareholders/Investors Grievance & Remuneration Committees and member of Audit and Share Transfer Committees of Bengal Tea & Fabrics Ltd. He is Chairman of the Remuneration Committee of Harrisons Malayalam Ltd. He is also member of the Audit Committee of The Scottish Assam (India) Ltd. He is also member of Remuneration Committee of Apeejay Tea Ltd. and Kanco Tea & Industries Ltd. Besides, he is member of Investors Grievance Committee of Williamson Magor & Co. Ltd.

Sri G. Momen is not related to any Director of the Company.

Secretarial Department:

Aerodrome Road,
Jamnagar – 361 006, India.

Tel.: +91 (0288) 2712972-73

Fax: (0288) 2712991

e-mail: investors@digjam.co.in

Sri S. Ragothaman, aged 69 years, is a Commerce Graduate and Chartered Accountant. He is presently self-employed professional and was formerly a senior official of ICICI Limited. He has to his credit vast experience of about 40 years in the field of finance.

Sri S. Ragothaman is a Director on the Boards of ABT Finance Ltd., Bombay Dyeing and Manufacturing Co. Ltd., National Peroxide Ltd., Shreyas Relay Systems Ltd., Shreyas Shipping & Logistics Ltd., Ultramarine & Pigments Ltd., Xpro India Ltd. and Xpro Global Ltd.

He is Chairman of the Audit Committees of Shreyas Relay Systems Ltd. and Xpro India Ltd. and a member of the Audit Committees of Bombay Dyeing and Manufacturing Co. Ltd. and Shreyas Shipping & Logistics Ltd. He is member of the Remuneration Committee of Bombay Dyeing and Manufacturing Co. Ltd. Besides, he is also a member of the Remuneration Committee of Shreyas Shipping & Logistics Ltd. and Shreyas Relay Systems Ltd.

Sri S. Ragothaman is not related to any Director of the Company.

Sri C. Bhaskar, aged 60 years, is a B. Tech (Chem.), MIMA, FIPI, PGDM (IIM-Cal). He is having expertise in operations, management, marketing and general management and is having an experience of over 37 years in consulting and in industry. He has been Managing Director and Chief Executive Officer of Xpro India Limited since a long time. He is a Director of Holland & Sherry India Pvt. Ltd., Market Café Foods Ltd., Prosperous Healthy Life Pvt. Ltd., Xpro Global Ltd. and Xpro Global Pte. Ltd., Singapore and a member of the Executive Committee and President of Organisation of Plastics Processors of India. He is member of Stakeholders Relationship Committee, Committee of Directors and Corporate Social Responsibility Committee of Xpro India Ltd.

Sri Satish Shah, aged 61 years, is a Commerce Graduate and a Fellow member of The Institute of Chartered Accountants of India. He is having experience of more than 35 years.

Sri Jatin Jain, aged 30 years, is a Commerce and Law Graduate & an Associate Member of the Institute of Company Secretaries of India.