

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF GLOBE ENTERPRISES (INDIA) LIMITED (FORMERLY KNOWN AS GLOBE TEXTILES (INDIA) LIMITED) RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT MEETING HELD ON MONDAY, FEBRUARY 02, 2026

Members Present:

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| 1. Mr. Yogesh K. Vaidya (DIN: 00468732) :
(Independent Director) | Chairman |
| 2. Mr. Bharat Shamjibhai Patel (DIN: 00243783):
(Independent Director) | Member |
| 3. Mr. Rajatkumar D. Patel (DIN: 09124295):
(Independent Director) | Member |

1. Background

A meeting of the Committee of Independent Directors ("the Committee") of Globe Enterprises (India) Limited ("the Demerged Company") was held to consider and recommend the proposed Scheme of Arrangement ("the Scheme") between the Demerged Company and Morabia Creation Limited ("the Resulting Company") and their respective shareholders and creditors. The Scheme provides for the demerger of the "Demerged Undertaking," comprising the business operations related to the INDIGENX and ORIJEAN brands, into the Resulting Company on a going concern basis.

2. Documents Reviewed by the Committee

The Committee has reviewed and taken into consideration the following key documents:

1. The draft Scheme of Arrangement.
2. The Valuation Report issued by a Registered Valuer setting out the Share Entitlement Ratio.
3. The Fairness Opinion issued by a Category-I Merchant Banker on the Share Entitlement Ratio.
4. Statutory Auditors' Certificate confirming compliance with accounting standards (Ind AS).
5. Pre and Post demerger shareholding patterns of the entities involved.

3. Rationale for the Scheme

The Committee observed that the Scheme is strategically designed to:

- 3.1. Segregate the maturing trading operations (INDIGENX and ORIJEAN brands) from manufacturing activities to foster independent growth and specialization.

- 3.2. Eliminate operational constraints imposed by the manufacturing segment, thereby streamlining business processes and resource allocation.
- 3.3. Enhance management focus and operational efficiency through agile decision-making tailored to trading market dynamics.
- 3.4. Provide the Resulting Company with independent access to capital markets to fund brand-building and market expansion.
- 3.5. Reduce potential conflicts of interest by removing existing promoter control over the Resulting Company, thereby attracting strategic investors.

4. **Assessment of Impact on Shareholders**

In accordance with the requirements of the SEBI Master Circular, the Committee has specifically assessed the impact of the Scheme on the shareholders of the Demerged Company:

- 4.1. The demerger is intended to unlock intrinsic value for shareholders through an independent, market-driven valuation of the Resulting Company.
- 4.2. Based on the Valuation Report and Fairness Opinion, the Share Entitlement Ratio wherein shareholders receive 1 equity share of ₹ 10 in the Resulting Company for every 360 ordinary shares of ₹ 2 held in the Demerged Company is fair and equitable.
- 4.3. Shareholders will maintain their interest in the manufacturing business while gaining direct exposure to a robust, trading-focused listed entity, allowing for greater portfolio flexibility.
- 4.4. The Scheme ensures that the Resulting Company New Equity Shares will rank pari passu with existing equity shares and will be listed on the National Stock Exchange (NSE).

5. **Determination of Detriment to Shareholders**

Upon comprehensive review, the Committee has determined that the Scheme is not detrimental to the shareholders of the listed entity based on the following:

- 5.1. The accounting treatment follows Indian Accounting Standards (Ind AS) and the transfer is intended to be tax-neutral under Section 2(19AA) of the IT Act.
- 5.2. All transactional costs and expenses incidental to the Scheme will be borne by the Demerged Company, ensuring no immediate financial burden on the Resulting Company or its future shareholders.
- 5.3. The strategic synergies between the manufacturing and trading entities are preserved through potential future operational alignments, maintaining competitive advantages for both.

6. **Recommendation of the Committee**

- 6.1. The Committee, after due deliberation, concludes that the Scheme is in the best interests of the Demerged Company and its stakeholders.
- 6.2. Accordingly, the Committee hereby recommends the draft Scheme of Arrangement for favorable consideration and approval by the Board of Directors, SEBI, Stock Exchanges, and the National Company Law Tribunal (NCLT).

**For and on behalf of the Committee of Independent Directors of
Globe Enterprises (India) Limited
(Formerly Known As Globe Textiles (India) Limited)**



Yogesh K. Vaidya
Date: 02/02/2026
Place: Ahmedabad