

DIGAMBER FINANCE

— Digamber Capfin Limited —
Empowering Aspirations. Enriching Lives.

DIGITALLY DRIVEN DIGAMBER

— Technology. Trust. Transformation. —

— ANNUAL REPORT —

FINANCIAL YEAR

2025-2026

Empowering Our Loan Officers. Transforming Lives.



SMART ONBOARDING

Digitize lead capture and customer onboarding for faster approvals.



AADHAAR e-KYC VERIFICATION

Instant, secure and paperless identity verification.



CREDIT ASSESSMENT & APPRAISAL

Data-driven assessment for accurate credit decisions.



LOAN APPROVAL & DISBURSEMENT

Streamlined approvals and quick disbursement enabled by technology.



DIGITAL COLLECTIONS & RECONCILIATION

Real-time collections, automated reconciliation and error-free tracking.



PORTFOLIO MONITORING & RISK MANAGEMENT

Live portfolio insights and early risk detection for proactive action.

TECHNOLOGY ENABLED LENDING

Driving Efficiency. Enhancing Experience. Creating Sustainable Impact.



POWERING GROWTH. ENRICHING COMMUNITIES.

Committed to financial inclusion across Rural and Urban India.



THOUSANDS OF SATISFIED CUSTOMERS

Across Rural & Urban India



STRONG PARTNERSHIPS

Building Trust. Delivering Value.



SUSTAINABLE GROWTH

Responsible Finance. Better Tomorrow.



TECHNOLOGY LED

Data | Digital | Innovation
Driving the Future.

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ABOUT DIGAMBER CAPFIN LIMITED

“DIGITALLY DRIVEN DIGAMBER”

Technology Enabled Lending. Sustainable Impact. Inclusive Growth.

Established in 1995 | RBI Registered NBFC since 1999 | NBFC-MFI since 2013

WHO WE ARE

Digamber Capfin Limited is a technology-enabled NBFC-MFI committed to promoting financial inclusion through responsible lending, empowering underserved communities and creating sustainable value for all stakeholders through innovation, governance and inclusive growth.

Digamber Capfin Limited (“the Company”) is a Public Limited Company incorporated under the provisions of the Companies Act, 1956. The Company commenced its operations in 1995 and received its Certificate of Registration as a Non-Banking Financial Company (NBFC) from the Reserve Bank of India on 9th September, 1999. Initially engaged in asset financing activities, the Company subsequently expanded its focus towards financial inclusion with the objective of empowering women and underserved communities through sustainable and responsible lending practices. In furtherance of this vision, the Company commenced microfinance operations and obtained registration as an NBFC-MFI in 2013.

For more than three decades, Digamber has remained committed to extending formal financial services to economically weaker and underbanked segments of society. Guided by the belief that access to finance can transform lives and livelihoods, the Company has consistently supported aspiring entrepreneurs and households in achieving their economic aspirations.

Today, Digamber has established its presence across seven States and one Union Territory through a network of around 200 branches. With an Asset Under Management (AUM) of Rs.323.12 Crore and serving more than 1.33 lakh customers, the Company continues to contribute meaningfully towards inclusive and sustainable economic development.

KEY HIGHLIGHTS

Particulars	Details
Established	1995
RBI Registration	9 September 1999
NBFC-MFI Registration	2013
Geographical Presence	7 States and 1 Union Territory
Branch Network	Around 200 Branches
Asset Under Management	Rs.323.12 Crore
Customers Served	More than 1.33 Lakh
Business Focus	Financial Inclusion and MSME Empowerment
Transformation Theme	Digitally Driven Digamber

DIVERSE PRODUCT PORTFOLIO

The Company offers a comprehensive range of microfinance solutions catering to the livelihood and income-generation requirements of its customers, including agricultural loans, dairy farm loans and other livelihood financing products. While the Joint Liability Group (JLG) model continues to remain the cornerstone of its business, the Company has been actively pursuing portfolio diversification through Small Business Loans (SBL) and other individual lending products.

These products are designed to meet the evolving financial requirements of micro and small entrepreneurs, including shopkeepers, retail traders, self-employed individuals and other income-generating businesses. The Company believes that portfolio diversification not only broadens its customer base but also mitigates concentration risk associated with dependence on a single product category. Going forward, the Small Business Loan segment is expected to emerge as an important growth driver and contribute significantly towards sustainable profitability and long-term value creation.

DIGITALLY DRIVEN DIGAMBER

The Company has embarked upon a comprehensive technology transformation journey under the theme “**Digitally Driven Digamber**”, aimed at enhancing operational efficiency and reducing dependency on manual processes. Recognising technology as a key enabler for sustainable growth, the Company is progressively digitising departmental processes through workflow automation, digital monitoring systems and technology-enabled controls.

The Company is also strengthening its in-house technology ecosystem through the development of proprietary Loan Origination System (LOS) and Loan Management System (LMS) platforms. These initiatives are designed to empower loan officers, enhance productivity, improve customer experience, strengthen internal controls and enable data-driven decision-making across the organization.

By leveraging technology, Digamber is creating a scalable and resilient operating framework capable of supporting sustainable growth and delivering superior value to all stakeholders.

COMMITMENT TOWARDS SOCIETY

Beyond business, Digamber remains deeply committed to its social responsibilities and strives to create a meaningful impact in the communities it serves. The Company actively promotes financial inclusion, financial literacy, women empowerment, health, education and social awareness initiatives. Its philosophy is founded upon the principle that economic growth must be accompanied by social progress and community development.

ESG AND SUSTAINABLE VALUE CREATION

At Digamber Capfin Limited, sustainable growth is closely aligned with responsible business practices and a strong commitment towards Environmental, Social and Governance (ESG) principles. As an institution dedicated to financial inclusion, creating positive social impact remains central to the Company's business model.

Through its lending activities, the Company continues to empower women borrowers, underserved households, micro-enterprises and small businesses by facilitating access to formal financial services across rural and semi-urban India. Simultaneously, ongoing digital transformation initiatives are contributing towards reduced paper consumption, improved operational efficiency and enhanced governance standards.

The Company remains committed to maintaining the highest standards of transparency, ethical conduct, regulatory compliance, risk management and stakeholder accountability. ESG considerations are embedded into the Company's strategic decision-making framework, enabling it to create sustainable value for customers, employees, shareholders, communities and society at large.

LOOKING AHEAD

As Digamber Capfin Limited enters the next phase of its growth journey, the Company remains committed to strengthening its position as a technology-enabled and customer-centric financial institution. With a legacy spanning more than three decades, Digamber continues to evolve with changing times while remaining steadfast in its mission of promoting financial inclusion and empowering underserved communities.

Driven by innovation, guided by responsible lending practices and inspired by the aspirations of millions, the Company is committed to building a stronger, more inclusive and sustainable future.

DIGITALLY DRIVEN DIGAMBER

Technology Enabled Lending. Sustainable Impact. Inclusive Growth.

Empowering Communities Through Responsible Finance and Innovation

MISSION AND VISION

Being a firm believer for bringing change in the lives of the people, the Company has the following Mission & Vision:

Mission:

To encourage and enhance the financial inclusion to empower women and under-privileged in rural areas by way of sustainable business practices.

Vision:

To be known as an institution driven by ethics, values, sustainability and strong corporate governance practices for contributing in financial inclusion through women empowerment with aid of technology.

CORPORATE INFORMATION**Company Identification Number**

U67120RJ1995PLC009862

GST Registration Number

08AAACD4387Q2ZZ

Company's Official Website<https://www.digamberfinance.com>**Registrar & Transfer Agent**

CDSL Ventures Limited
I-202, Deck Level, Tower No.4, 2nd Floor,
Above Belapur Railway Station,
Belapur, Navi Mumbai-400614

Company's Official E-Mailinfo@digamberfinance.com**Statutory Auditors**

Jain Paras Bilala & Co.
Chartered Accountants
50 ka 2, Jyoti Nagar,
Sahkar Marg,
Jaipur, Rajasthan 302005

Debenture Trustee

Vardhman Trusteeship Private Limited
Unit No. 412, The Capital, C-70, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai-400051, Maharashtra, India

Secretarial Auditors

Sanjay Kumar Jain
Practising Company Secretary
208, 2nd Floor, The Milestone Building,
Gandhi Nagar Turn, Tonk Road,
Jaipur, Rajasthan 302015

Registered & Corporate Office

Digamber Capfin Limited
J 54-55, Anand Moti, Himmat Nagar,
Gopalpura, Tonk Road, Jaipur-302018
Toll Free 1800 1806 365

**Company Secretary & compliance
Officer**

Ms. Riddhi Sharma

BOARD OF DIRECTORS

S. No.	Name of Director	Designation	DIN/PAN
1.	Mr. Rajiv Jain	Chairman & Managing Director	00416121
2.	Mr. Amit Jain	Whole Time Director	00416133
3.	Mr. Nayan Ambali	Non-Executive Director	03312980
4.	Mr. Lalit Kumar Jain	Independent Director	07517615
5.	Mr. Jatin Chhabra	Non-Executive Director	08271333
6.	Dr. Amita Gill	Independent Director	09066022
7.	Mr. Chandramouli Coorg Subramanian	Independent Director	10619001
8.	Mr. Omprakash Verma*	Independent Director (Additional)	11722286
9.	Mr. Bhanu Prakash Verma	Nominee Director representing SIDBI	07391257

*Mr. Omprakash Verma has been appointed as an Independent Director (Additional Director) of the company w.e.f. June 08, 2026.

KEY PERFORMANCE INDICATORS

Operational Performance

As on March 31, 2026

Number of States & Union Territories:	Eight (8)
Number of Branches:	200
Number of Employees:	1258
No. of Customers/ Borrowers:	133375

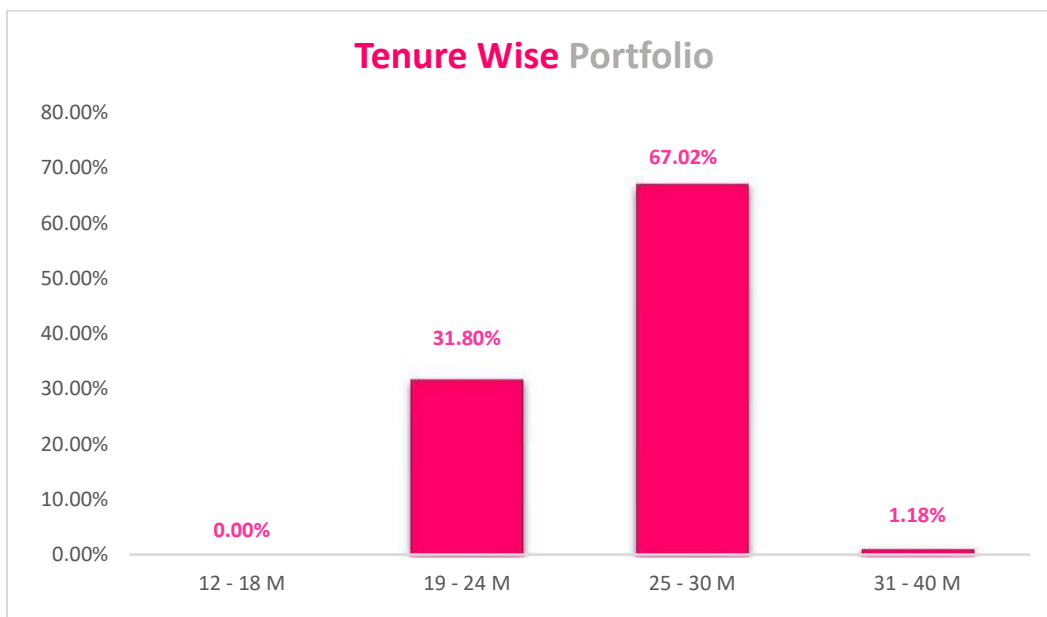
Financial Performance

As on March 31, 2026

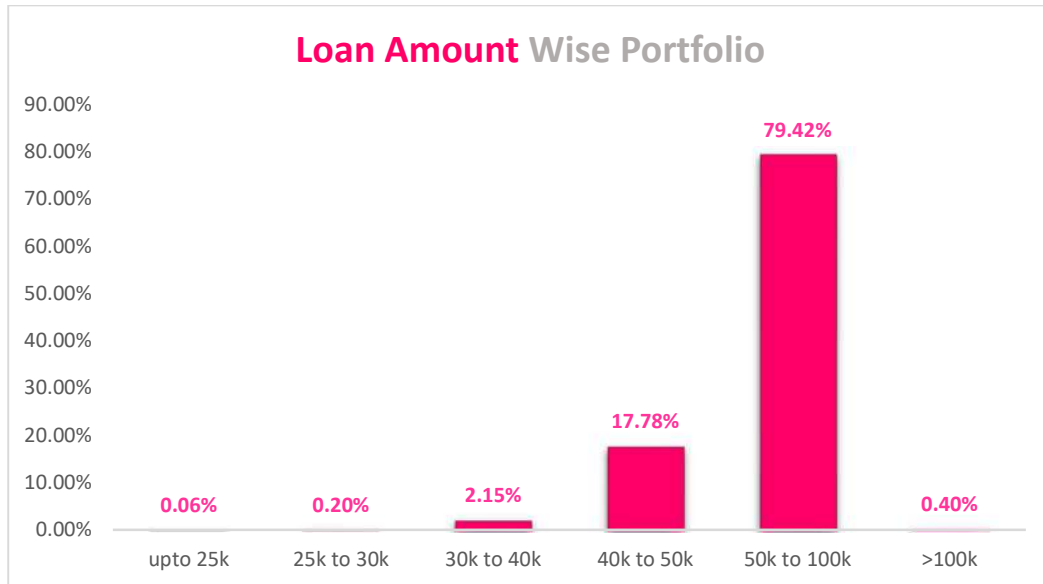
Asset Under Management (AUM):	Rs. 32,312.18 Lakhs
Total Revenue:	Rs. 14,921.09 Lakhs
Net Profit:	Rs. (5,070.68) Lakhs
GNPA:	4.55%
NNPA:	1.19%

INFO GRAPHICS

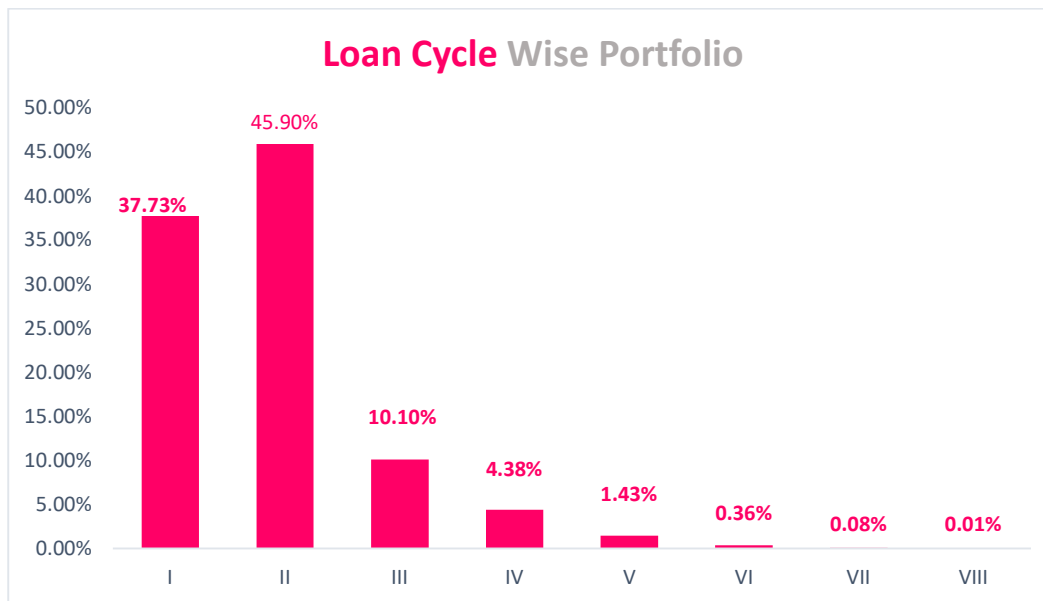
1. Loan Tenure Wise Portfolio



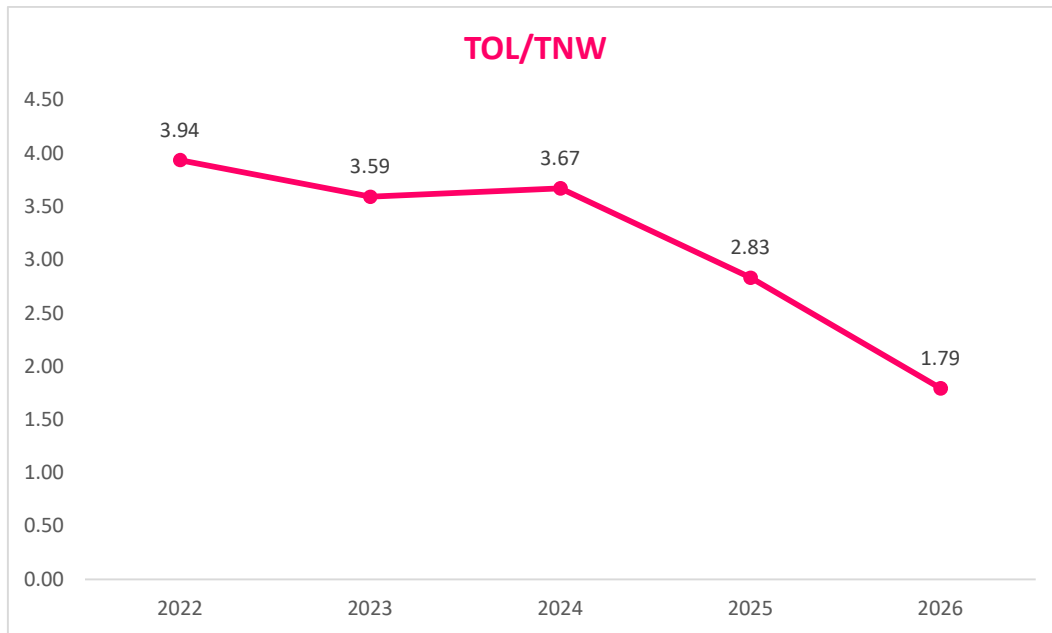
2. Loan Amount Wise Portfolio



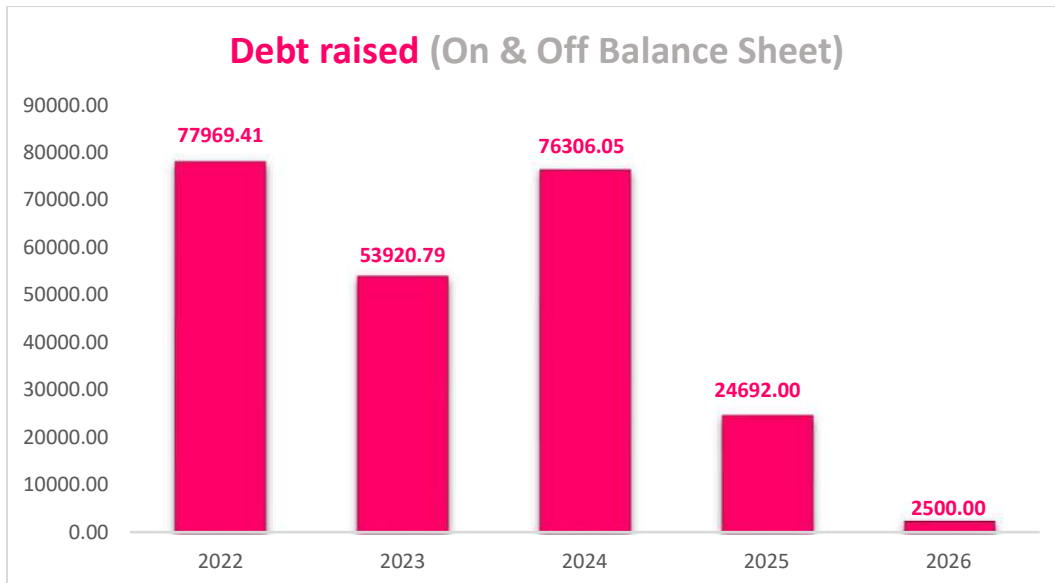
3. Loan Cycle Wise Portfolio



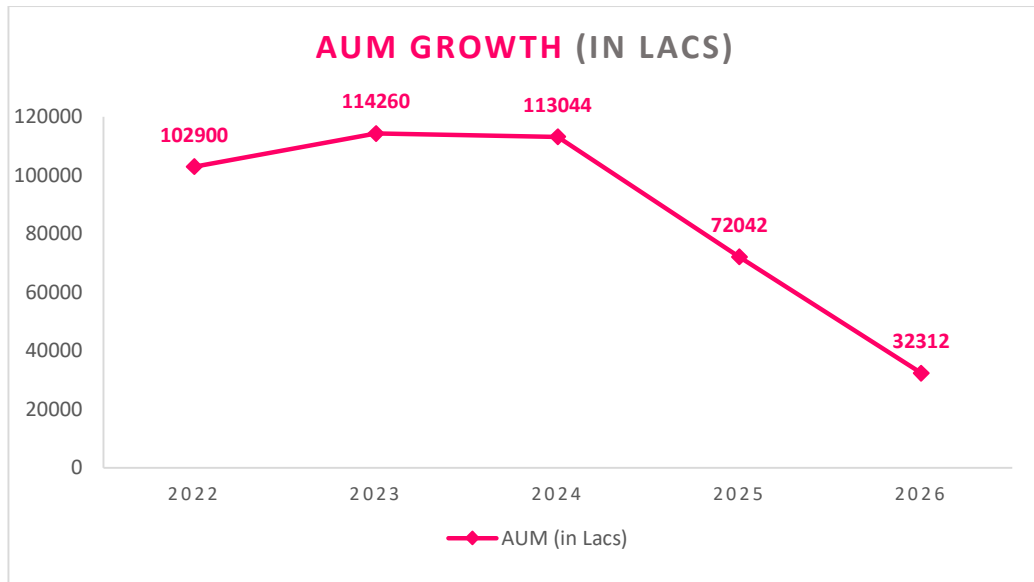
4. TOL/ TNW



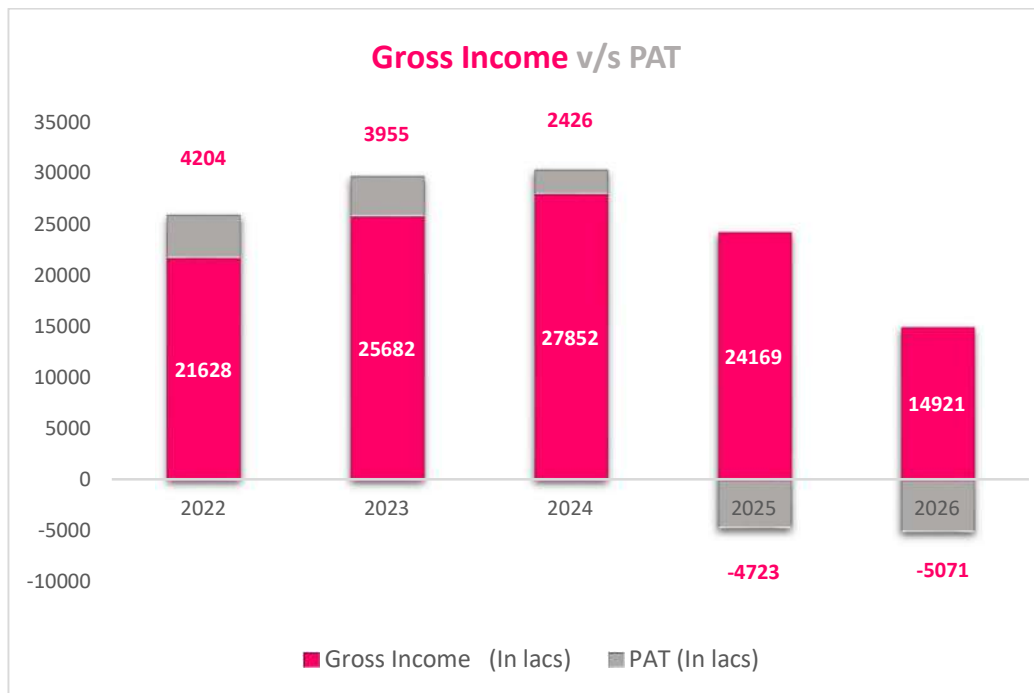
5. Debt raised (On & off Balance Sheet)



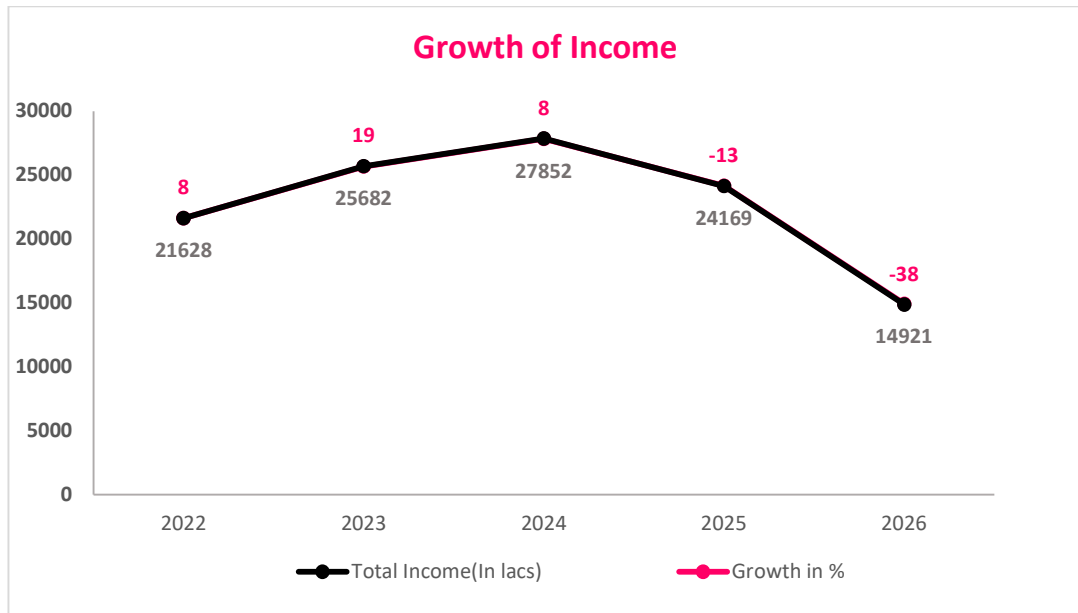
6. AUM Growth



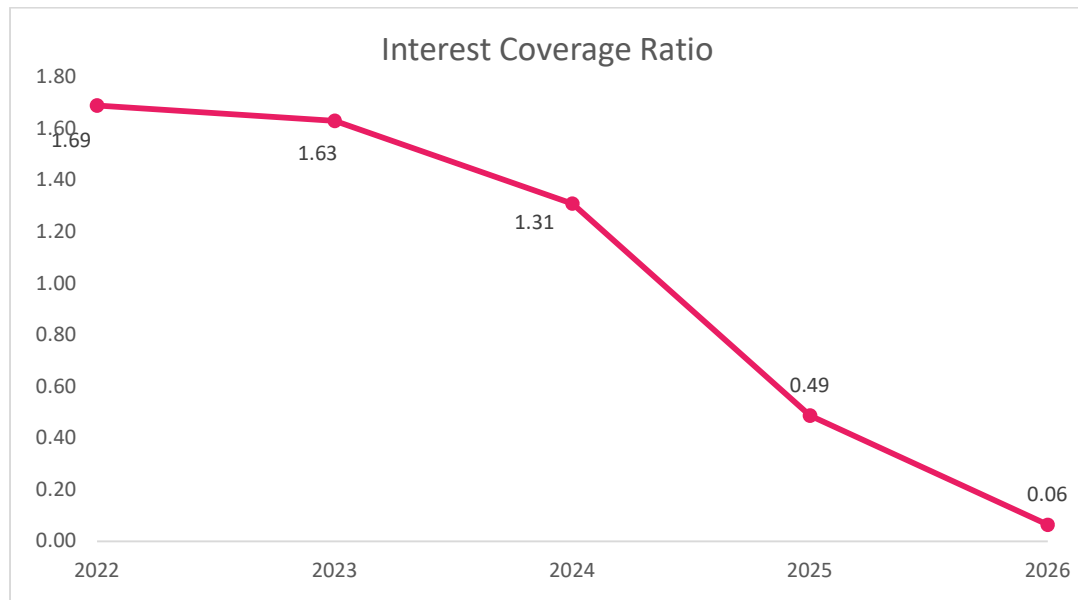
7. Gross Income vs PAT



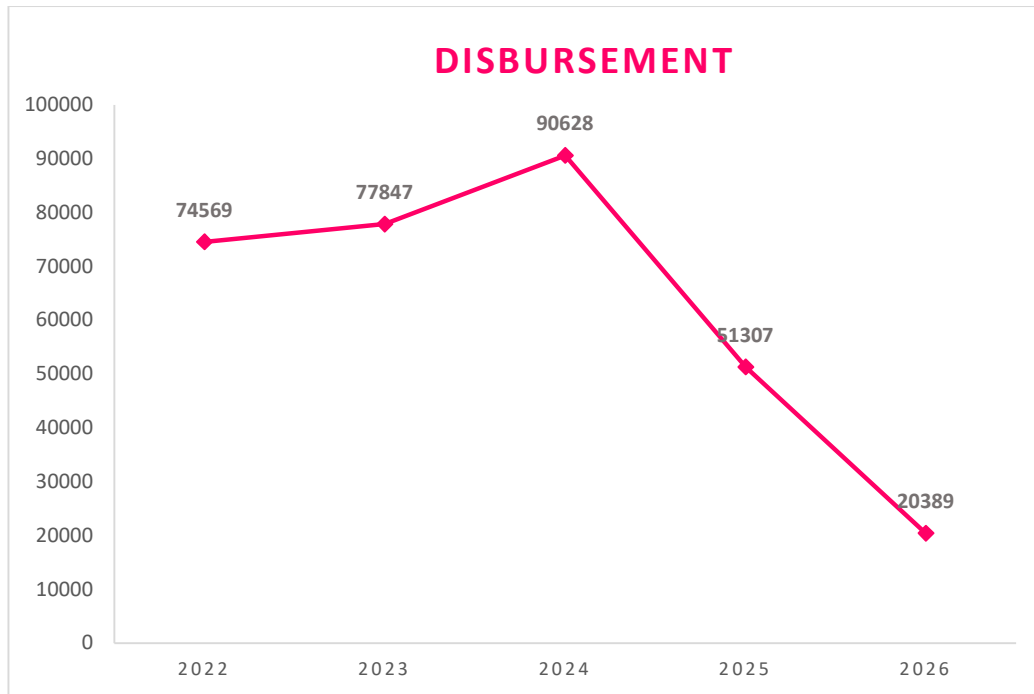
8. Growth of Income



9. Interest Coverage Ratio



10. Disbursement (In LACS)



LETTER FROM CHAIRMAN

Mr. Rajiv Jain, Chairman & Managing Director

Dear Shareholders,

It gives me great pleasure to present the Thirty First Annual Report of Digamber Capfin Limited and to address you on the Company's performance, achievements, and future outlook for the Financial Year 2025-26.

The year under review was undoubtedly one of the most challenging periods witnessed by the microfinance industry in recent times. The sector experienced elevated delinquencies, tighter liquidity conditions, cautious lending sentiments, and significant stress across various geographies. These industry-wide developments impacted the overall growth trajectory of NBFC-MFIs, including our Company. Despite these challenges, Digamber Capfin Limited remained steadfast in its commitment to financial inclusion, responsible lending, and long-term value creation.

Throughout this period, our focus remained on preserving asset quality, strengthening collections, maintaining financial discipline, and building a stronger foundation for sustainable future growth. While the Company reported a challenging financial performance during the year, we successfully maintained our operational continuity, protected our capital position, strengthened governance practices, and continued investing in strategic initiatives that will shape the future of Digamber Capfin Limited.

One of the most significant achievements of the year was the successful commencement of our Small Business Loan (SBL) vertical, marking an important milestone in our journey towards business diversification. During the year, we operationalized our first dedicated SBL branch at Jaipur with the objective of serving small businesses, traders, self-employed professionals, and micro-enterprises. This initiative represents our strategic intent to expand beyond traditional microfinance products and participate in the growing MSME financing ecosystem. We firmly believe that the SBL segment will emerge as a strong growth engine for the Company and contribute significantly towards portfolio diversification and sustainable profitability in the years ahead.

As a Company committed to continuous innovation, we have also accelerated our technology transformation journey under our flagship initiative "*Digitally Driven Digamber*." During the year, we significantly strengthened our in-house technology capabilities by building a dedicated team of experienced software professionals under the leadership of our Chief Technology Officer. We have consciously chosen to invest in developing our own technology ecosystem, including digital platforms, lending systems, collection management tools, compliance monitoring solutions, analytics capabilities, and management information systems.

Our vision is clear: technology must become a strategic differentiator for Digamber. We are creating a scalable, secure, and agile digital infrastructure that will enable faster decision making, better risk management, enhanced operational efficiency, stronger compliance oversight, and superior customer service. The investments being made today in technology are not merely operational expenditures; they are investments in the future competitiveness and long-term sustainability of the Company.

I am also pleased to share that despite the challenges faced by the industry, the Company maintained a strong capital position. Our Capital Adequacy Ratio improved to 40.03%, substantially higher than the regulatory requirement prescribed by the Reserve Bank of India. This reflects the inherent financial strength of the Company and provides us with a solid platform to pursue future growth opportunities while maintaining prudent risk management standards.

During the year, we undertook extensive recovery and collection initiatives, strengthened field-level monitoring, introduced performance-linked incentive structures, rationalized branch operations, optimized processes, and focused on cost efficiency across the organization. These actions were aimed not only at addressing current challenges but also at building a leaner, stronger, and more resilient institution capable of delivering long-term value.

As on March 31, 2026, Digamber continued to serve more than 1.33 lakh active microfinance customers across 7 States and 1 Union Territory through its network of around 200 branches, reaffirming our commitment to empowering underserved communities through access to formal financial services.

Environmental, Social and Governance (ESG) Commitment

At Digamber Capfin Limited, we recognize that sustainable growth must be accompanied by responsible business practices and a strong commitment towards Environmental, Social and Governance (ESG) principles. As a financial inclusion institution, creating positive social impact remains at the core of our business model. Through our lending activities, we continue to empower underserved households, women entrepreneurs, micro-enterprises and small businesses by providing access to formal financial services across rural and semi-urban India. Simultaneously, our ongoing digital transformation initiatives are contributing towards reduced paper consumption, enhanced operational efficiency and improved governance standards. We remain committed to maintaining the highest levels of transparency, ethical conduct, regulatory compliance, risk management and stakeholder accountability. As we continue our growth journey, ESG considerations will remain an integral part of our strategic decision-making process, enabling us to create sustainable value for our customers, employees, shareholders, communities and society at large.

Looking ahead, we remain optimistic about the future. We believe that the current stress in the microfinance sector is temporary and that gradual improvement in collection efficiencies, credit quality, and lending conditions will support the industry's recovery. The regulatory changes introduced by the Reserve Bank of India have also opened new avenues for NBFC-MFIs to diversify their lending portfolios and expand into emerging borrower segments. Digamber is well-positioned to capitalize on these opportunities through its expanding SBL business, technology-led operating model, strong governance framework, and experienced leadership team.

As we enter the next phase of our journey, our strategic priorities remain clear:

- A. Strengthening portfolio quality and collections.
- B. Expanding the Small Business Loan vertical.
- C. Accelerating the "Digitally Driven Digamber" transformation.
- D. Enhancing operational efficiency and productivity.
- E. Building a diversified and sustainable lending portfolio.
- F. Creating long-term value for all stakeholders while advancing the cause of financial inclusion.

On behalf of the Board of Directors, I would like to express my sincere gratitude to our customers, lenders, regulators, shareholders, business partners, and all other stakeholders for their continued trust and confidence in Digamber Capfin Limited. I would also like to

place on record my deep appreciation for the dedication, resilience, and commitment demonstrated by our employees across the organization during this challenging year.

Together, we shall continue to build a stronger, more diversified, technology-driven, and future-ready Digamber Capfin Limited.

With warm regards,

Rajiv Jain
Chairman & Managing Director
Digamber Capfin Limited

DIRECTOR'S REPORT

To,
The Members
Digamber Capfin Limited
J 54-55, Annand Moti, Himmat Nagar,
Gopalpura, Tonk Road,
Jaipur-302018, Rajasthan

The Directors of the Company have pleasure in presenting the Thirty First (31st) Board's Report of the Company together with the Audited Standalone Financial Statements and the Independent Auditors Report of the Company for the financial year ended March 31, 2026.

1. OVERVIEW

Digamber Capfin Limited ("DCL" or "the Company") is a Non-Banking Financial Company – Micro Finance Institution ("NBFC-MFI") registered with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934, bearing Registration No. RBI: B.10.00099.

Further, pursuant to the Reserve Bank of India (Non-Banking Financial Companies – Registration Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated November 28, 2025, as amended from time to time, the Company is classified as a Non-Deposit Taking Base Layer NBFC-MFI as on March 31, 2026.

The Company was incorporated in the year 1995 and has been operating as an NBFC-MFI since 2013, primarily engaged in providing microfinance loans to semi-urban and rural populations across 7 States and 1 Union Territory in India through its around 200 branches.

In addition to its microfinance operations, the Company also holds a Corporate Agency (Composite) License issued by the Insurance Regulatory and Development Authority of India ("IRDAI") for distribution of insurance products. Further, the Company is a licensed Authentication User Agency and Authentication User KYC User Agency ("AUA/KUA") registered with the Unique Identification Authority of India ("UIDAI") and is among the few NBFCs in India having an active and operational AUA/KUA license.

During the Financial Year 2025–26, the Company also commenced operations under the Small Business Loan ("SBL") segment as part of its strategy to diversify its lending portfolio and expand its financial inclusion initiatives beyond traditional microfinance products.

The introduction of the SBL segment assumes significant importance in light of the regulatory changes introduced by the Reserve Bank of India in June 2025 relating to the qualifying asset criteria applicable to NBFC-MFIs. The revised framework has provided greater operational flexibility to NBFC-MFIs in structuring and expanding credit offerings to underserved and emerging borrower segments such as MSME, thereby creating substantial opportunities for institutions with established networks.

During the Financial Year 2025–26, the Company operationalized its first dedicated Small Business Loan ("SBL") branch at Jaipur as part of its phased expansion strategy under the SBL segment. The establishment of the Jaipur branch marks the Company's initial step towards building a focused business vertical catering to the financing requirements of small businesses, self-employed individuals, traders and micro-enterprises.

The SBL segment is expected to complement the Company's existing microfinance operations by enabling the Company to cater to evolving customer credit requirements through higher-ticket and business-oriented loan products. The segment also provides an opportunity to diversify the Company's lending portfolio, expand its customer base and strengthen its presence in the semi-urban and urban credit market.

The Company believes that the Small Business Loan segment offers significant long-term growth opportunities and has the potential to emerge as an important business vertical contributing towards sustainable growth, portfolio diversification and enhanced financial inclusion.

As on March 31, 2026, the Company had 133305 active microfinance loan customers and 70 SBL customers.

2. FINANCIAL SUMMARY AND HIGHLIGHTS OF THE COMPANY

The Financial Year 2025–26 remained a challenging period for the microfinance industry as a whole. The sector witnessed elevated levels of delinquencies and increased stress in borrower repayments across various geographies, which adversely impacted the overall growth and lending environment for NBFC-MFIs. Further, constrained liquidity conditions and cautious lending approach adopted by financial institutions and lenders also affected the pace of portfolio expansion within the industry.

In view of the prevailing market conditions and the industry-wide stress, the growth in the Company's Assets Under Management ("AUM") remained impacted during the year. As on March 31, 2026, the AUM of the Company stood at Rs. 32,312.17 Lakhs as compared to Rs. 72,041.59 Lakhs as on March 31, 2025. Consequently, the revenue from operations and overall financial performance of the Company were adversely affected during the year under review.

Despite the challenging operating environment, the Company continued its lending operations with a cautious and calibrated approach in order to support its existing customer base and maintain long-term business continuity. However, owing to the aforesaid industry-level challenges and stress in the microfinance sector, the Company incurred net losses during the Financial Year 2025–26.

The management believes that the current stress in the microfinance industry is transitional in nature and expects gradual improvement in collection efficiencies, lending environment and overall business conditions in the coming quarters of Financial Year 2026–27. With anticipated stabilization in the sector and improvement in operating conditions,

DIGAMBER CAPFIN LIMITED

the Company expects recovery in business volumes and enhancement in its revenue performance going forward.

The financial highlights of the Company for the Financial Year under review, along with the comparative figures for the previous financial year, are summarized below:

Particulars	Unit	March 31, 2026 (In Lakhs)	March 31, 2025 (In Lakhs)	Difference (In Lakhs)	Change (%)	
Total Revenue from Operations	Rs. In Lakh	13649.86	23,274.10	-9,624.24	-41.35%	
(+) Other Income	Rs. In Lakh	1271.23	895.21	376.02	42.00%	
Total Income	Rs. In Lakh	14921.09	24,169.31	-9,248.22	-38.26%	
(-) Total Expenditure						
(other than Interest Expense and Depreciation)	Rs. In Lakh	14817.00	19,740.68	-4923.68	-24.94%	
EBIDTA (Earnings before interest Depreciation & Tax)	Rs. In Lakh	104.09	4,428.63	-4,324.54	-97.65%	
(-) Interest Expense	Rs. In Lakh	5232.10	9,171.16	-3939.06	-42.95%	
Profit before Depreciation and tax	Rs. In Lakh	-5128.01	-4742.53	-385.48	8.13%	
(-) Depreciation	Rs. In Lakh	98.06	146.6	-48.54	-33.11%	
Profit before tax	Rs. In Lakh	-5226.07	-4889.13	-336.94	6.89%	
(-) Tax Expenses						
	Current Tax					
	Deferred Tax					
	Income Tax for Earlier Year	Rs. In Lakh				
			-157.60	-250.59	92.99	-37.11%
			96.86	-96.86	-100.00%	
Profit after tax	Rs. In Lakh	-5068.47	-4,735.40	-333.07	7.03%	
Total Comprehensive Income for the period	Rs. In Lakh	-5070.68	-4,722.60	-348.08	7.37%	
EPS (Basic)	In Rs.	-51.23	-47.87	-3.36	7.02%	
EPS (Diluted)	In Rs.	-51.23	-47.87	-3.36	7.02%	
Paid-up Equity Share Capital	Rs. In Lakh	989.3246	989.3246	0.00	0.00%	
Face Value of Equity Shares	In Rs.	10 each	10 each			

During the Financial Year 2025–26, the total revenue from operations of the Company stood at Rs. 13649.86 Lakhs as compared to Rs. 23,274.10 Lakhs during the Financial Year 2024–25, thereby registering a decrease of 41.35%. Further, the total income of the Company for the Financial Year 2025–26 stood at Rs. 14921.09 Lakhs as against Rs. 24,169.31 Lakhs in the previous financial year, reflecting a decrease of 38.26% over the previous year.

The Company reported a Loss After Tax of Rs. 5068.47 Lakhs for the Financial Year 2025–26 as compared to a Loss After Tax of Rs. 4,735.40 Lakhs reported for the Financial Year 2024–25. The Loss was primarily attributable to the challenging business environment prevailing in the microfinance industry, higher delinquencies, cautious lending practices and stress in borrower repayment behaviour witnessed across the sector during the year under review.

During the Financial Year 2025–26, the Net Owned Fund ("NOF") of the Company decreased from Rs. 21,409.79 Lakhs to Rs. 16,369.66 Lakhs. However, the Capital to Risk-Weighted Assets Ratio ("CRAR") / Capital Adequacy Ratio of the Company improved from 33.46% to 40.03%, which remained well above the minimum regulatory requirement of 15% Tier-I Capital prescribed by the Reserve Bank of India for NBFC-MFIs.

DIGAMBER CAPFIN LIMITED

In order to address the prevailing challenges and strengthen asset quality, the Company undertook various corrective and strategic measures during the year, including conducting special collection and recovery drives aimed at improving collection efficiencies and recovery from Non-Performing Assets ("NPAs"), including accounts that had already been written off. The Company also introduced various performance-based incentive schemes for field staff with an objective to strengthen collections and improve operational performance.

While the Company adopted a cautious and calibrated lending approach during the year in order to mitigate credit risk amid industry-wide stress, it simultaneously continued its efforts towards rationalizing its geographical presence and long-term business prospects. Accordingly, during the Financial Year 2025–26, the Company split and consolidated its various branches.

The Company continued to make significant investments in technology, digital infrastructure and process automation with a view to enhancing operational efficiency, strengthening monitoring and control mechanisms, improving customer service delivery and creating a scalable technology-driven business model.

During the Financial Year 2025–26, the Company undertook focused efforts towards building a strong in-house technology ecosystem by establishing and strengthening its dedicated Information Technology ("IT") team comprising experienced and senior software developers and technology professionals working under the leadership and supervision of the Chief Technology Officer ("CTO"), an alumnus of the Indian Institute of Technology ("IIT").

The Company's strategic focus on developing in-house technological capabilities is aimed at reducing dependency on third-party technology service providers and enabling greater flexibility, customization and faster implementation of technology-driven solutions aligned with the evolving business requirements of the Company. The management believes that the development of internal technology expertise will provide long-term strategic advantages in terms of cost optimization, data security, operational control, scalability and innovation.

The Company is actively working towards the development and enhancement of various technology platforms and digital systems for streamlining lending operations, customer onboarding, collection management, monitoring mechanisms, data analytics, compliance management and management information systems ("MIS"). The technology initiatives undertaken by the Company are also expected to support faster execution, improved operational efficiencies, enhanced decision-making capabilities and better risk management practices.

The in-house technology development model is further expected to provide the Company with the capability to rapidly scale its operations, launch new products and adapt to changing regulatory and business environments in a more efficient and cost-effective manner. The management believes that technology-led transformation will play a critical

DIGAMBER CAPFIN LIMITED

role in the Company's future growth strategy and in strengthening its competitiveness within the financial services sector.

Further, during the Financial Year 2025–26, the Company undertook various strategic and operational measures aimed at improving operational efficiencies, optimizing resource utilization and rationalizing operational costs across different departments. These measures included process streamlining, strengthening monitoring mechanisms, technology integration and optimization of operational structures with a focus on enhancing overall productivity and cost efficiency.

The Company intends to continue such efficiency improvement and cost rationalization initiatives during the Financial Year 2026–27 as well, with an objective to strengthen operational performance, improve scalability and enhance long-term business sustainability.

3. PUBLIC DEPOSIT AND LOANS FROM DIRECTORS

The Company, being a non-deposit taking NBFC-MFI, has neither accepted nor held any public deposits during the Financial Year 2025–26. Further, there were no outstanding public deposits as on March 31, 2026.

Further, during the year under review, the Company did not accept any loans, advances or deposits from any of its Directors.

4. AMOUNTS TRANSFERRED TO RESERVES AND SURPLUS

In view of the losses incurred during the Financial Year 2025–26, the Company was not required to transfer any amount to the Statutory Reserve maintained under Section 45-IC of the Reserve Bank of India Act, 1934, which mandates transfer of an amount not less than 20% of the net profit after tax to such reserve.

Further, during the Financial Year 2025–26, the Company granted Employee Stock Options ("ESOPs") to certain eligible employees under the applicable ESOP Scheme(s) of the Company. Pursuant thereto, an amount of Rs. 18.28 Lakhs was transferred from the Statement of Profit and Loss to the Share Based Payment Reserve in accordance with the applicable accounting standards and regulatory requirements.

The details of amounts transferred from/to Retained Earnings to various reserves during the Financial Year 2025–26 are as under:

Particulars	As at March 31, 2026 (In Rs. Lakh)	As at March 31, 2025 (In Rs. Lakh)
At the Beginning of the Period	13,295.81	18,018.41
Add: Profit/(Loss) for the period	(5,068.47)	(4,735.40)

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Add: Other Comprehensive Income	(2.20)	12.80
Add: Transfer From Share Based Reserve	15.38	-
Less: Reversal From Share Based Reserve	(3.11)	-
Add: Transfer from Debenture Redemption Reserves	-	-
Less: Transfer to Special Reserves under section 45 IC of RBI	-	-
Less: Transfer to Capital Redemption Reserve (CRR)	-	-
Less: Transfer to Debenture Redemption Reserve (DRR)	-	-
At the end of the period	8,237.40	13,295.81

5. DIVIDEND

In view of the losses incurred by the Company during the Financial Year 2025–26 and with a view to conserving resources and strengthening the financial position of the Company, the Board of Directors has not recommended any dividend on the Equity Shares of the Company for the year under review.

6. OPERATIONAL HIGHLIGHTS

Particulars	Unit	March 31, 2026	March 31, 2025	Change (%)
Number of Branches	No's	200	214	-6.54%
Number of States and Union Territory	No's	8	8	0.00%
No. of Customers/ Borrowers	No's	133375	253453	-47.38%
No. of Employees	No's	1258	1834	-31.41%
Amount Disbursed	Rs. In Lakh	20389.08	51307.48	-60.26%
Gross Loan Portfolio (Ind As)	Rs. In Lakh	30,243.66	66618.52	-54.60%
Assets Under Management (Ind As)	Rs. In Lakh	32,312.17	72,041.59	-55.15%

The Company continues to maintain a strong presence in the microfinance sector by providing financial assistance to customers in rural and semi-urban areas primarily through its Joint Liability Group ("JLG") lending model.

During the Financial Year 2025–26, the Company undertook branch rationalization and network optimization measures through strategic splitting, consolidation and restructuring of branches across various locations with an objective to improve operational efficiency, strengthen monitoring mechanisms, optimize resource utilization and enhance customer servicing capabilities.

As on March 31, 2026, the Company had its geographical presence across the States of Bihar, Haryana, Himachal Pradesh, Jammu & Kashmir, Madhya Pradesh, Rajasthan, Uttar Pradesh and Uttarakhand, along with presence in 1 Union Territory.

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7. STATE OF THE COMPANY'S AFFAIR DURING THE YEAR

The directors wish to present the details of Company's Business operations and State of affairs during the year under review.

a) Segment-Wise position of Business and its operations:

During the Financial Year 2025–26, the Company primarily operated in the microfinance segment, which continued to remain its principal business vertical and major source of revenue. Further, during the year under review, the Company also commenced operations under the Small Business Loan ("SBL") segment as part of its business diversification and growth strategy.

b) Change in status of the Company:

There is no change in the status of the company during the financial year 2025-2026 and company remained an Unlisted Public Limited company.

c) Key business developments:

During the Financial Year 2025–26, the Company undertook various strategic, operational and technology-driven initiatives aimed at strengthening operational efficiency, enhancing customer experience, improving collection and recovery mechanisms and building a scalable business model for long-term growth.

During the year under review, the Company also commenced operations under the Small Business Loan ("SBL") segment as part of its business diversification strategy. The Company operationalized its first dedicated SBL branch at Jaipur with an objective to cater to the financing requirements of small businesses, self-employed individuals, traders and micro-enterprises. The Company believes that the SBL segment offers significant long-term growth opportunities and complements its existing microfinance operations.

The Company also continued its focus towards technology-led transformation and strengthening of digital infrastructure under its internally driven "Digitally Driven Digamber" initiative. In this regard, the Company significantly strengthened its in-house Information Technology ("IT") capabilities by developing a dedicated team of experienced software developers and technology professionals working under the supervision of the Chief Technology Officer ("CTO"). The objective of such in-house technology development is to create scalable and customized digital solutions, reduce dependency on third-party technology providers and improve operational flexibility, efficiency and monitoring capabilities.

During the year under review, the Company also undertook various operational efficiency and cost optimization initiatives including branch rationalization through strategic splitting and consolidation of branches, optimization of operational processes, strengthening of monitoring systems and enhanced deployment of technology-driven controls.

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Further, considering the stress prevailing in the microfinance industry, the Company undertook focused recovery and collection initiatives during the year, including special collection drives, strengthening field-level monitoring mechanisms and introduction of performance-based incentive structures for operational and field staff with an objective to improve collection efficiencies, recover delinquent accounts and strengthen portfolio quality.

The management believes that the above initiatives relating to technology development, digital transformation, operational optimization, recovery strengthening and business diversification will support sustainable growth, operational scalability and improved business performance in the coming years.

d) Change in the Financial Year:

The Financial Year of the Company commences on April 1 and ends on March 31 of the subsequent calendar year. During the Financial Year 2025–26, there was no change in the Financial Year of the Company.

e) Capital Expenditure Programmes:

During the Financial Year 2025–26, the Company incurred capital expenditure aggregating to Rs. 646.64 Lakhs towards acquisition of Property, Plant and Equipment, intangible assets, development/construction of office building(s) and technology-related assets, all of which were undertaken in connection with and for the purpose of the business operations of the Company.

Further, as part of its technology development initiatives and in-house digital infrastructure creation, the Company also incurred expenditure towards software development and creation of intellectual property rights ("IPR"), including development of various internal technology platforms and applications. Such eligible expenditure has been capitalized and disclosed under Capital Work-in-Progress ("CWIP") / intangible assets in accordance with the applicable accounting standards and policies of the Company.

The details of such capital expenditure, CWIP and additions to fixed assets are provided in the Financial Statements of the Company for the Financial Year ended March 31, 2026.

f) Details and status of acquisition, merger, expansion, modernization and diversification:

During the Financial Year 2025–26, there were no material events relating to acquisition, merger or amalgamation involving the Company. Further, except for the business developments, operational initiatives and diversification activities disclosed elsewhere in this Report, there were no significant expansion, modernization or diversification activities undertaken by the Company during the year under review.

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g) Developments, acquisition and assignment of material Intellectual Property Rights:

During the Financial Year 2025–26, the Company did not undertake any acquisition or assignment of any material Intellectual Property Rights ("IPRs"). However, as part of its ongoing technology development initiatives, the Company continued development of certain in-house software applications, digital platforms and technology solutions intended to strengthen its operational and business capabilities.

h) Future prospects including constraints affecting due to government policies:

The Company believes that the regulatory framework and policy measures introduced by the Reserve Bank of India ("RBI") are aimed at strengthening governance standards, compliance mechanisms, operational discipline and long-term sustainability within the financial services sector, particularly for NBFC-MFIs. The Company does not foresee any material adverse impact of the policies or regulatory measures introduced by the Government of India or the RBI on its business operations.

Further, the Company believes that the relaxation and changes introduced by the RBI in June 2025 with respect to the qualifying asset criteria applicable to NBFC-MFIs have created significant business opportunities for the sector. The revised framework provides enhanced operational flexibility and enables NBFC-MFIs to diversify and expand their lending portfolio beyond traditional microfinance products. The Company expects such regulatory developments to support the growth of its Small Business Loan ("SBL") segment and other emerging lending verticals, thereby contributing towards portfolio diversification, scalability and long-term business growth.

i) Resource mobilisation:

During the Financial Year 2025–26, the Company met its funding requirements through diversified borrowing sources including Public Sector Banks, Private Sector Banks, Financial Institutions, Non-Banking Financial Companies ("NBFCs"), External Commercial Borrowings ("ECBs") and other permissible financing arrangements. The Company continued to maintain diversified lender relationships with a view to ensure liquidity management and financial stability.

During the year under review, there was no default in repayment of principal amount or payment of interest in respect of any term loans, borrowings or Non-Convertible Debentures ("NCDs") availed/issued by the Company which had become due for payment.

During the financial year 2025-2026, the lending environment for the microfinance sector remained cautious due to elevated stress in the industry and concerns relating to asset quality. Despite these challenges, the Company continued to receive support from its lenders owing to its established operational track record, governance practices and focus on responsible lending.

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Further, the Company did not receive any grievances or complaints from holders of debt securities during the Financial Year 2025–26. The assets of the Company available by way of security in respect of secured borrowings and debt securities are adequate and sufficient to discharge the obligations of the Company towards the concerned lenders and debt security holders as and when such obligations become due.

8. CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY

During the Financial Year 2025–26, the Company did not discontinue, sell, dispose of or hive off any of its existing business operations, segments or divisions. Further, there was no change in the nature of the principal business activities of the Company during the year under review.

The microfinance business continued to remain the primary business segment and principal line of business of the Company. Further, during the year under review, the Company also commenced operations under the Small Business Loan ("SBL") segment as part of its business diversification and growth strategy.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY HAVING OCCURRED SINCE THE END OF THE FINANCIAL YEAR TILL DATE OF THIS BOARD REPORT

There have been no material changes or commitments affecting the financial position of the Company which have occurred between the end of the Financial Year 2025–26 and the date of this Board's Report.

10. DETAILED REASONS OR REPORT FOR REVISION OF FINANCIAL STATEMENT OR DIRECTOR'S REPORT IN THE RELEVANT FINANCIAL YEAR IN WHICH SUCH REVISION IS BEING MADE:

During the year under review, no revision was made in the Financial Statements or the Board's Report of the Company. Accordingly, disclosure under this clause is not applicable.

11. GENERAL INFORMATION

Adoption of Indian Accounting Standard (IND-AS): The Company adopted the Indian Accounting Standards ("Ind AS") with effect from the financial year ended March 31, 2022. The accompanying Standalone Financial Statements have been prepared in compliance with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules framed thereunder, and comply in all material respects with the applicable provisions of the Companies Act, 2013.

Marketing and Market Environment: During the Financial Year 2025-2026, the Company continued its operations in the States of Bihar, Haryana, Himachal Pradesh, Madhya Pradesh, Rajasthan, Uttar Pradesh and Uttarakhand, and the Union Territory of Jammu & Kashmir. During the year under review, the Company undertook rationalization of its branch network through consolidation, restructuring and re-alignment of branches in line

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with its business and operational requirements. As on March 31, 2026, the Company had 200 branches operating across the aforesaid States and Union Territory.

Induction of strategic and financial partners during the year: Nil

12. CAPITAL & DEBT STRUCTURE

A. **Changes in the capital structure of the company during the financial year 2025-26, including the following:**

a) Change in the authorised, issued, subscribed and paid up share capital; NIL

(Amount Rs. in Lakhs)

Particulars for Year ended March 31	2026		2025		Change in %
<u>Authorised Share Capital:</u> 1,50,00,000 Equity Shares of Rs. 10/- each 30,00,000 Preference Shares of Rs. 10/- each	1500.00	1800.00	1500.00	1800.00	No change
<u>Issued Capital:</u> 98,93,246 Equity Shares of Rs. 10/- each as on 31 st March, 2025 98,93,246 Equity Shares of Rs. 10/- each as on 31 st March, 2024	989.32	989.32	989.32	989.32	
<u>Subscribed Capital:</u> 98,93,246 Equity Shares of Rs. 10/- each as on 31 st March, 2025 98,93,246 Equity Shares of Rs. 10/- each as on 31 st March, 2024	989.32	989.32	989.32	989.32	
<u>Paid up Share capital:</u> 98,93,246 Equity Shares of Rs. 10/- each as on 31 st March, 2025 98,93,246 Equity Shares of Rs. 10/- each as on 31 st March, 2024	989.32	989.32	989.32	989.32	

b) Reclassification or subdivision of authorised share capital: **NIL**

c) reduction of share capital or buy back of shares: **NIL**

d) change in the capital structure resulting from restructuring: **NIL** and

e) Change in Voting Rights: **NIL**

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B. Issue of shares:

During the Financial Year 2025-2026, the Company did not issue any Bonus Shares, Sweat Equity Shares, Rights Issue, or Equity Shares with differential rights. Further, no Preference Shares were issued by the Company during the year under review.

The Equity Shares of the Company are not listed on any stock exchange in India or abroad

C. Details of Employees Stock Option Plan

The Board of Directors of the Company had approved the 'Digamber Capfin Limited Employees Stock Option Scheme – 2022 ("DCL ESOP 2022")' at its meeting held on May 26, 2022. The said Scheme was subsequently approved by the Members of the Company at the Extra-Ordinary General Meeting held on June 25, 2022.

The Scheme has been formulated with the objective of rewarding and retaining eligible employees and recognizing their contribution towards the growth and profitability of the Company. The Scheme aims to foster a sense of ownership and belongingness amongst employees by aligning their interests with the long-term objectives of the Company. The grant of stock options is intended to motivate employees to contribute effectively towards enhancing operational performance and sustainable growth of the Company.

The Scheme also provides employees with an opportunity to participate in the future growth and value creation of the Company, thereby encouraging greater engagement, commitment and long-term association with the Company.

The disclosures pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, as on March 31, 2026, are provided below:

S. No.	Particulars	Details for Financial Year 2025-2026	Details for Financial Year 2024-2025
	Number of options in force as on April 01, 2025	54000	36353
a)	No. of options granted during the year	37340	25686
b)	No. of options vested;	-	-
c)	No. of options exercised;	-	-
d)	The total number of shares arising as a result of exercise of option;	-	-
e)	No. of options lapsed*	21652	8039
f)	Exercise price per option (in Rs.);	NA	NA
g)	Variation of terms of options;	NIL	NIL
h)	money realized by exercise of options;	NIL	NIL
i)	total number of options in force;	69688	54000

Employee wise details of the options granted to various category of employees: -

i. Key Managerial Personnel

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S. No.	Name of Employee	Designation	No. of shares Granted	Exercise Price
NIL				

ii. Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year: NIL

Details of employees to whom options were granted under the DCL ESOP 2022 during the financial year 2025-2026:-

In Financial Year 2025-26			
S. No.	Name of Employee	Designation	No. of shares Granted
1.	Devendra Galav	National Business Head	7698
2.	Dhirendra Pratap	Chief Technology Officer	16430
3.	Shilpa H	Chief Information Security Officer	8993
4.	Ankit Shriram Patil	Senior Android Engineer	4219

iii. identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant;

In Financial Year 2025-26			
S. No.	Name of Employee	Designation	No. of shares Granted
NIL			

*Information regarding the employees who have left & whose options were lapsed during the financial year:

S. No.	Name of Employee	Designation	No. of shares Granted	Allotted during 1st Vesting	Options Lapsed	Date of Lapsed
1	Pradan Jangid	Senior Executive	555	167	388	10.10.2025
2	Rameshwar Singh	Regional Manager	1387	347	1040	10.10.2025
3	Sonu Saini	Assistant Manager	571	143	428	16.12.2025
4	Urmila Saini	Senior Executive	471	118	353	12.02.2026
5	Naveen Kumar Mallik	Chief Business Officer	16376	-	16376	01.12.2025
6	Satyendra Chauhan	Head HR	3067	-	3067	25.12.2025
Total			22427	775	21652	

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D. Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employee

Pursuant to the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Sections 62 and 67 of the Companies Act, 2013, the Company has not implemented the ESOP Scheme through the Trust Route for the benefit of employees. Accordingly, the relevant disclosure requirements in this regard are not applicable for the period under review.

Further, during the Financial Year 2025-2026, the Company did not issue any shares requiring disclosure under Section 67(3) of the Companies Act, 2013 and/or Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.

E. Details of Debentures, Bonds or any Non-Convertible Debentures or warrants

During the Financial Year 2025-2026, the Company did not undertake any transaction relating to the issuance of Debentures, Bonds, Non-Convertible Debentures or Warrants.

Further, during the Financial Year 2025-2026, the Company had not issued any Secured, Rated, Unlisted, Transferable, Redeemable Non-Convertible Debentures.

There was no delay or default in payment of interest on Debentures during the Financial Year 2025-2026 and up to the date of signing of this Report.

13. Debenture trustee:

Pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to appoint a Debenture Trustee for the protection of the interests of the Debenture Holders.

Accordingly, the Company has appointed the following Debenture Trustee:

Vardhaman Trusteeship Private Limited	
Registered Office: 3rd Floor, Room No - 15 6, Lyons Range, Turner Morrison House, Kolkata, West Bengal, India, 700001	Corporate Office: Unit No. 412, The Capital, C-70 G Block, Bandra Kurla complex, Bandra East-4000521, Mumbai
Tel: 022-42648335, Email: compliance@vardhmantrustee.com , Website: https://vardhmantrustee.com/	

14. CREDIT RATING

The Credit Rating status of the Company in respect of the loan facilities availed and/or securities issued by the Company, as on March 31, 2026, is provided below:

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J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018
CIN: U67120RJ1995PLC009862 Website: www.digamberfinance.com Contact No.: +911412700233-234
Email id: info@digamberfinance.com

Particulars	Rating Agencies	Date of Issue	Date of Revision	Rating
Term Loan Rating & Cash Credit Facility	CRISIL Rating Ltd	Dec 29, 2025	-	CRISIL BBB- / Stable
OD facility & Non- Fund Based Limit	CRISIL Rating Ltd	Dec 29, 2025	-	A3
Non-Convertible Debentures	CRISIL Rating Ltd	Dec 29, 2025	-	CRISIL BBB- / Stable

15. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the Financial Year 2025-2026, in compliance with the provisions of Section 125 of the Companies Act, 2013 read with the rules made thereunder, no amount was required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

16. MANAGEMENT

A. Directors & Key Managerial Personnel (KMP)

The composition of the Board of Directors of the company is in conformity with the applicable provisions of the Companies Act, 2013 and the relevant regulations/guidelines issued by the Reserve Bank of India ("RBI"). While appointing Directors, the Company ensures an appropriate mix of skills, experience, domain expertise, independence and knowledge so as to enable the Board to effectively discharge its fiduciary and governance responsibilities.

The details relating to the Board of Directors, its Committees, attendance of Directors, areas of expertise and other related information are provided in the Report on Corporate Governance forming part of this Annual Report as **Annexure A**.

The composition of the Board of Directors of the Company as on March 31, 2026, is as follows:

S. No.	Name of the Directors	DIN	Designation	Category
1.	Mr. Rajiv Jain	00416121	Chairman & Managing Director	Promoter & Executive Director & KMP
2.	Mr. Amit Jain	00416133	Whole Time Director & CTO	Promoter & Executive Director & KMP
3.	Mr. Lalit Kumar Jain	07517615	Independent Director	Independent Director
4.	Dr. Amita Gill	09066022	Independent Director	Independent Director
5.	Mr. Nayan Ambali	03312980	Non-Executive Director	Non-Executive Director
6.	Mr. Jatin Chhabra	08271333	Non- Executive Director	Non-Executive Director
7.	Mr. Chandramouli Coorg Subramanian	10619001	Independent Director	Independent Director

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S. No.	Name of the Directors	DIN	Designation	Category
8.	Mr. Bhanu Prakash Verma	07391257	Nominee Director representing SIDBI	Nominee Director (Independent Director)

Note: * Ms. Debleena Majumdar resigned from the position of Independent Director of the Company with effect from September 12, 2025.

* Mr. Om Prakash Verma (DIN: 11722286) was appointed as an Additional Director (Independent Director) of the company w.e.f. June 08, 2026

In compliance with the Reserve Bank of India (Non-Banking Financial Companies – Registration Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated November 28, 2025, as amended from time to time, issued by the Reserve Bank of India (“RBI”), the Company has adopted a Policy on Fit and Proper Criteria of Directors for evaluating the fit and proper status of Directors at the time of their appointment and on a continuing basis.

All the Directors of the Company have confirmed that they satisfy the prescribed fit and proper criteria and are not disqualified from being appointed or continuing as Directors of the Company. The Company has also carried out the necessary evaluation in this regard.

Further, as on March 31, 2026, the following persons were designated as Key Managerial Personnel (“KMPs”) of the Company in accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Name of KMP	Designation
1.	Mr. Rajiv Jain (00416121)	Chairman and Managing Director
2.	Mr. Amit Jain (00416133)	Whole-time Director
3.	Mr. Vivek Kumar Jain (see note 1)	Chief Financial Officer (CFO)
4.	Ms. Riddhi Sharma (see note 2)	Company Secretary and Compliance Officer

Notes:

1. Mr. Vivek Kumar Jain has resigned from the position of Chief Financial Officer (“CFO”) of the Company on 1st April 2026 and his last working day, in accordance with the applicable notice period, shall be on or before June 30, 2026.

2. Ms. Riddhi Sharma was appointed as the Company Secretary and Compliance Officer of the Company with effect from December 11, 2025.

The present term of Mr. Rajiv Jain as Chairman and Managing Director of the Company and Mr. Amit Jain as Whole-time Director of the Company expired on April

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13, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommended their re-appointment to the Members for a further term of five (5) years commencing from April 14, 2026 up to April 13, 2031. The Members approved their re-appointment at the 30th Annual General Meeting of the Company held on July 31, 2025.

CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the Financial year 2025-26, there were following changes in Directors and Key Managerial Personnel: -

1. Mrs. Debleena Majumdar Independent Director of company has resigned from the Board w.e.f. 12/09/2025.
2. Mr. Bhanu Prakash Verma Nominee Director nominated by SIDBI has appointed in the Board w.e.f. 21/07/2025.
3. Ms. Riddhi Sharma, has appointed as company secretary and compliance officer of company w.e.f 11.12.2025.

Status of disqualification under section 164(2) of the Companies Act, 2013

None of the Directors of the Company is disqualified for being appointed/re-appointed as Director or holding directorship in the company, as specified under section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Sitting Fee

The sitting fees payable to Non-Executive Directors and Independent Directors are in accordance with the Nomination, Remuneration & Compensation policy, which is available on the Company's website at https://digamberfinance.com/images/uploadimage/Nomination_Remuneration_&-Compensation-Policy.pdf

Form the date of end of financial year 2025-2026 and up to the date of this Board Report there are no changes in the composition of Board of Directors and KMP except Mr. Om Prakash Verma (DIN: 11722286) was appointed as an Additional Director (Independent Director) of the company w.e.f. June 08, 2026.

B. Retire by Rotation

As per the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Nayan Ambali (DIN: 03312980), Non-Executive Director of the company, is liable to retire by rotation at the ensuing 31st Annual General Meeting and being eligible, offers himself for re-appointment. Brief resume and other details of Mr.

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Nayan Ambali, who is proposed to be re-appointed as a Director of the Company are given in the notice of 31st Annual General Meeting and explanatory statement enclosed thereto.

C. Independent Directors

As on 1st April 2025, there were four Independent Directors as mentioned above.

Out of which Mrs. Debleena Majumdar, Independent director has resigned during the financial year 2025-2026.

Further, in the Board Meeting held on 08th June, 2026 Mr. Omprakash Verma has been appointed as Independent Director (Additional Director) of the company whose terms shall be till the ensuing 31st Annual General Meeting. The matter for his confirmation as Independent Director for 5 years is proposed item in AGM's Notice.

D. Declaration by Independent Director(s) and Statement on compliance of code of conduct

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. Based on such declarations, the Board is of the opinion that the Independent Directors possess the requisite integrity, expertise, experience, and proficiency (having regard to their qualifications and experience) to act as Independent Directors of the Company.

The declarations received from the Independent Directors are annexed to this Report as **Annexure B**.

Further, the Independent Directors have complied with the Code for Independent Directors as prescribed under Schedule IV to the Companies Act, 2013 and as adopted by the Company.

The Statement of Compliance with the Code of Ethics and Business Conduct, applicable to all Directors and employees of the Company, is also annexed to this Report as **Annexure C**.

E. Meetings of The Board of Directors and General Meetings

a) Meeting of Board of Directors

During the Financial Year 2025-2026, Seven (7) meetings of the Board of Directors were held and conducted in compliance with the provisions of Section 173 of the Companies Act, 2013. The details of the Board meetings held during the year along with the attendance of the Directors are disclosed in the Report on Corporate Governance, which is annexed to this Board's Report as Annexure A.

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The maximum interval between any two consecutive Board meetings did not exceed 120 days, as prescribed under the Companies Act, 2013.

b) General Meetings

Following are the details of the general meetings of shareholders held during the financial year 2025-26: -

S. No.	Type of Meeting (Annual/ Extra- Ordinary)	Date	No. of Special Resolution
1	30 th Annual General Meeting	31/07/2025	2
2	Extra Ordinary General Meeting	03/01/2026	3

F. Committees of Board of Directors

The Company has constituted various committees in accordance with the provisions of the Companies Act, 2013 & guidelines issued and prescribed by Reserve Bank of India. Details of all the above Committees including composition, terms of reference and number & meetings held during the financial year 2025-2026 are provided in Report on Corporate Governance annexed with Board Report as **Annexure A**.

G. Recommendations of Audit Committee.

The Audit Committee of the Company discusses various matters as per its Terms of Reference ("TOR") and, wherever necessary, makes appropriate recommendations to the Board of Directors for its consideration.

The Board of Directors, while deliberating on matters relating to which the Audit Committee has provided recommendations, duly considers the same before arriving at any decision.

During the period under review, all recommendations made by the Audit Committee were duly accepted and approved by the Board of Directors.

H. Company's Policy on Directors' Appointment & Remuneration

1. Salient feature of Nomination, Remuneration and Compensation Policy:

The Nomination, Remuneration & Compensation Policy of the company contains, inter-alia, selection, appointment and remuneration & Compensation structure including criteria for determining qualifications, positive attributes, independence, fit and proper etc. The compensation structure of KMP, Senior Management & other employees comprise fixed, variable and Long Term Pay along with Malus & Clawback provisions. The Nomination, Remuneration and Compensation Policy is annexed herewith as **Annexure D**. Also the policy is available at website of the company at [Nomination Remuneration & Compensation-Policy.pdf](#)

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2. Details of any change in the Nomination, Remuneration and Compensation Policy done during the Financial Year 2025-2026: There was no material change done in the Nomination, Remuneration and Compensation Policy during the Financial Year 2025-2026.

I. Board Evaluation

In accordance with the provisions of Section 178 of the Act, Schedule IV and Nomination, Remuneration & Compensation policy, the Company has devised a process and criteria for performance evaluation of Board as a whole, its committees, non-executive directors, executive directors, independent directors & Chairman as approved by the Nomination and Remuneration Committee (NRC). In line with the same the Independent Directors in their separate meeting held on March 07, 2026:

- (i) reviewed the performance of Non-Independent Directors and the Board of Directors as a whole;
- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of executive and non-executive Directors; and
- (iii) assessed the quality, quantity and timelines of flow of information between the Company management and the Board of Directors that was necessary for the Board of Directors to effectively and reasonably perform their duties

Details of the separate meeting of the Independent Directors held and attendance of Independent directors therein are disclosed in the Report on Corporate Governance which is annexed with this Board Report as **Annexure A**.

The provisions of Section 134(3)(p) of Companies Act, 2013 relating to formal annual evaluation by the Board of its own performance and that of its committees and individual directors are not applicable on the Company as the paid-up share capital of the company is below Rupees Twenty-Five Crores as specified in Rule 8 (4) of the Companies (Accounts) Rules, 2014.

Performance evaluation of Independent directors was done by the board of directors excluding the participation of the directors being evaluated. The evaluation included:

- (a) performance of the independent directors; and
- (b) fulfilment of the independence criteria as laid down in NRC policy and their independence from the management

The Board of Directors have expressed their satisfaction with the evaluation process and performance of Independent Directors.

J. Remuneration of Directors and Employees

A statement containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure E** to this report.

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Further as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employees of the company posted and working in a country outside India, not being directors or their relatives.

Further no employee other than Mr. Naveen Kumar Mallik, Chief Business Officer and Mr. Dharendra Pratap, Chief Technology Officer (details are given below) has received remuneration in excess of the limits set out in Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2024-25 except Managing Director, Whole Time Director, details of which is given in **Annexure E** to this report.

Details of employee who received remuneration in excess of the limits set out in Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2025-2026: -

S. No	Particulars	Employee Details	Employee Details
1	Name & designation of the employee	Mr. Naveen Kumar Mallik, Chief Business Officer	Mr. Dharendra Pratap, Chief Technology Officer
2	Remuneration received	Rs. 114 Lakhs	Rs. 83.47 Lakhs (From the date of joining to 31.03.2026)
3	Nature of employment, whether contractual or otherwise	Confirmed employee of the company	Confirmed employee of the company
4	Qualifications and experience of the employee	MBA (PG-DRM) from IRMA	Bachelors and Masters in Electrical Engineering from IIT Madras
5	Date of commencement of employment	15 th April 2024*	29 th May, 2025
6	The age of such employee	50 years	41 years
7	The last employment held by such employee before joining the company	Chief Operating Officer (East-1) of Bharat Financial Inclusion Limited	Director of Engineering at M2P Fintech
8	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	NIL (during the financial year 2024-2025, 16,376 options under Digamber Capfin Limited-Employee Stock Option Scheme 2022 were granted to Mr. Naveen Kumar Mallik, Chief Business Officer which got lapsed	NIL (during the financial year 2025-2026, 16,430 options under Digamber Capfin Limited-Employee Stock Option Scheme 2022 were granted to Mr. Naveen Kumar Mallik, Chief Business Officer

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S. No	Particulars	Employee Details	Employee Details
		due to his resignation.	
9	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:	Mr. Naveen Kumar Mallik, Chief Business Officer is not a relative of any director or manager of the company	Mr. Dharendra Pratap, Chief Technology Officer is not a relative of any director or manager of the company

*Mr. Naveen Kumar Mallik, Chief Business Officer resigned w.e.f. 28th February, 2026.

The brief details of remuneration (including salary/sitting fees/other allowances etc. paid/payable to the Directors and KMP are disclosed in the Report on Corporate Governance which is annexed with this Board Report as **Annexure A**.

K. Remuneration received by Managing Director/Whole Time Director from Holding or Subsidiary Company

There is no Holding or Subsidiary company of the company, hence disclosure under this heading is not applicable on the company.

L. Director's Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm:

- that in the preparation of the annual accounts for the financial year 2025-26, the applicable Indian accounting standards had been followed along with proper explanations relating to material departures,
- that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of Financial Year 2025-26 and of the profit & loss of the company for the period,
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- that the Directors had prepared the annual accounts for the financial year ended 31st March, 2026 on a 'going concern' basis,
- that the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively,
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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M. Internal Financial Controls

The Company has a sound Internal Financial Control System, commensurate with the nature, size, scale & complexity of its business activities and business operations which ensures that transactions are recorded, authorized and reported correctly. The Company has put in place policies and procedures for continuously monitoring and ensuring the orderly and efficient conduct of the business, including adherence to the Company's Policies, for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and prepare financial records in timely and reliable manner.

The company has in-house internal audit department along with branch audit department which conducts branch audits at all branches of the company as per the audit Schedule and scope approved by Audit committee.

The Audit Committee of the Board of Directors, comprising of Independent Directors and Non-Executive Directors, periodically reviews the internal audit reports and reports of Chief Compliance Officer covering findings along with the follow up actions, adequacy and effectiveness of internal financial controls, and ensure compliances. It provides valuable suggestions and keeps the Board of Directors informed about its major observations, from time to time. It also oversees the implementation of audit recommendations especially involving risk management measures.

The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and internal financial controls, compliance to accounting policies and procedures, adequacy and effectiveness of the internal financial controls and systems followed by the Company.

The objective is to assess the existence, adequacy and operation of financial and operating controls and internal financial controls set up by the Company and to ensure compliance with the Companies Act, 2013, Reserve Bank of India (Non-Banking Financial Companies – Registration Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated November 28, 2025 (as amended from time to time), and other applicable regulations and corporate policies.

The Audit Committee meets the Chief Compliance officer (CCO) once in a quarter without the presence of Executive Directors & other Senior Management officials to ensure the independence of compliance function

N. Frauds reported by the Auditor

During the period under review, no fraud has been noticed or reported by the Auditors which are reportable to the central government under sub-section (12) of Section 143 of Companies Act, 2013 and rules made thereunder.

Following amount and category of Fraud reported by the statutory auditors in their Independent Auditor Report: -

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Nature of Fraud	Number of instances	Amount Involved (in Rs. Lakhs)
Cash Embezzlement	37	4.38

The Company follows a robust system for prevention and detection and classification of fraudulent activities. In above instances, the company has taken appropriate action such as, issuing Show cause notices to these employees, terminating services of these employees, lodging police complaint/FIR, against the perpetrators and have initiated the necessary legal action against the perpetrators involved in above instances. The company has also reported the above instances related to concerned employees in Equifax Employment exchange. The company also reports the Fraud instances more than Rs. 1 Lakh to RBI as per the applicable guidelines issued by RBI from time to time and as per the policy of the company.

17. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any Subsidiary or Associate Company or Joint venture during the financial year 2025-2026. None of the Company have become a subsidiary, associate & Joint Venture during the financial year 2025-2026.

18. PARTICULARS OF DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Further, the company is Non-Banking Financial Company registered with Reserve Bank of India (RBI) as non-deposit taking NBFC-MFI, hence confirms that in future also, the company shall not accept any public deposit without prior approval of the RBI.

Since the company has not accepted any deposits as stated above hence disclosures related to Deposits as per the various applicable regulations and Directions are not applicable on the company.

19. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

As per Rule 11 (2) of the Companies (Meetings of Board and its Powers) Rules, 2014 provisions of Section 186 of the Companies Act, 2013 is not applicable on the company except sub-section (1) of Section 186

As a part of business operations of the company, the company is required to open fixed deposit account with various banks to provide collateral security against the fund borrowed by the company in compliance of Section 179 & 180 (1) (a) & (c) of Companies Act, 2013 along with rules provided for this purpose & modifications thereafter, if any.

The outstanding balance as on 31st March, 2026 of Fixed Deposits and mutual funds are duly disclosed in the financial statements of the Company. Other than this the company is

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also required to park the funds on temporary basis in various securities/ mutual funds. Details of these are also been disclosed in the financial statements for the financial year ended 31st March, 2026.

The above investments are done as per the provisions of Investment Policy of the company as approved by the Board of Directors of the company.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has formulated a policy on related party transactions in line with applicable provisions of Companies Act, 2013 and rules made thereunder (as amended from time to time) and which is available on Company's website at https://digamberfinance.com/images/uploadimage/Related_Party-Transaction_Policy.pdf and also enclosed herewith as **Annexure: F**.

This policy deals with the review and approval of related party transactions. The Board of Directors of the Company had approved the criteria for making the omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. All related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis esp. which are to be done as per the approval of Shareholders of the company are approved and noted by Audit Committee on quarterly basis.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions done by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company. The details of the related party transactions are disclosed as per Indian Accounting Standard (IND AS) – 24 and set out in the note 40 to the Standalone Financial Statements forming part of this annual report.

Contracts / arrangements / transactions entered by the Company during the year under review with related parties under Section 188 of the Act were in ordinary course of business and on arm's length basis and are approved by Shareholders of the company (wherever required). Particulars of such Contracts / arrangements / transactions are contain enclosed herewith in **Form No. AOC-2** as **Annexure: G**.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a Corporate social responsibility policy formulated and approved by the Board of Directors on the recommendation of Corporate Social Responsibility Committee ("CSR Committee").

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Corporate Social Responsibility Policy of the company covers broad aspects with related to the CSR Implementation, CSR Committee Composition, CSR Expenditure, CSR Reporting, Transfer of Unspent CSR amount, CSR Fund, Role & responsibility of Board and CSR Committee, Activities under CSR etc. and the complete policy is available on the website of the company at https://digamberfinance.com/images/uploadimage/Corporate_Social_Responsibility.pdf

The CSR expenditure has been incurred from time to time in the projects recommended by the CSR Committee and approved by the Board of Directors in accordance with the CSR Policy and the Annual Action Plan and Schedule VII of Companies Act 2013. The details of the CSR initiatives taken during the financial year are disclosed in the Annual report on Corporate Social Responsibility as per the Annexure II of Companies (Corporate Social Responsibility Policy) Rules, 2014 which is enclosed with this report as **Annexure H**.

Details of the Corporate Social Responsibility Committee are provided separately in the Corporate Governance Report enclosed with this Annual Report as **Annexure A**.

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

- **CONSERVATION OF ENERGY**

- (i) **The steps taken or impact on conservation of energy:**

As the Company is engaged in the financial services business, its operations do not involve intensive consumption of energy. Nevertheless, the Company continues to undertake adequate measures for conservation and efficient utilization of energy. During the year under review, the Company continued to use LED lighting at its Head Office premises to reduce electricity consumption, as LED lights are more energy-efficient compared to conventional lighting systems. Further, employees are regularly encouraged to adopt responsible practices relating to the usage of electrical and electronic equipment, including switching off devices when not in use, with a view to promoting energy conservation.

- (i) **The steps taken by the company for utilizing alternate sources of energy:** The Company is in the service industry and using basic energy sources.

- (ii) **The capital investment on energy conservation equipment's:** In view of the nature of the activities carried on by the Company, there is no capital investment on energy conservation equipment. The Company may access the requirement of the same in coming years.

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- **TECHNOLOGY ABSORPTION**

- (i) **The efforts made towards technology absorption:**

The Company continued to strengthen its technology-driven operations during the year under review through enhancement of its in-house technology infrastructure and expansion of its dedicated Information Technology team. In line with its digitally driven "Digamber" initiative, the Company focused on development and implementation of customer-centric and process-oriented digital solutions aimed at improving operational efficiency, service delivery, data security and overall customer experience.

The Company has developed and implemented various technology-enabled systems and digital platforms to automate operational processes, reduce manual intervention and enhance monitoring and control mechanisms across its branch network and corporate functions. The continued investment in in-house technological capabilities has enabled the Company to efficiently manage business operations, strengthen risk management practices and improve scalability of its services.

Further, the Company is maintaining AUA/KUA License for Aadhaar-based authentication and e-KYC services, enabling secure, paperless and seamless customer onboarding and verification processes. This has significantly improved turnaround time, operational efficiency and customer convenience while ensuring compliance with applicable regulatory requirements.

The Company also continued to strengthen its cyber security framework and digital infrastructure through implementation of enhanced security controls and monitoring mechanisms for safeguarding customer information and organizational data against evolving cyber threats.

The Company remains committed towards continuous technological advancement, digital innovation and strengthening of secure and efficient technology systems to support sustainable business growth and improved stakeholder experience.

- (ii) **The benefits derived like product improvement, cost reduction, product development or import substitution:**

The technology-driven initiatives undertaken by the Company are expected to result in significant operational and strategic benefits, including improvement in products and service delivery, ease and efficiency in customer onboarding processes, reduction in manual intervention, enhanced operational scalability and optimization of turnaround time ("TAT") across various business functions. These initiatives are also expected to strengthen process efficiency, improve customer experience and support sustainable business growth through increased digitization and automation of operations.

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(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** Not Applicable

(iv) **The expenditure incurred on Research and Development:** NIL

FOREIGN EXCHANGE INFLOW/ EARNINGS AND OUTGO

1. **The Foreign Exchange inflow during the year:** NIL
2. **The Foreign Exchange earned in terms of actual inflows during the year:** NIL
3. **The Foreign Exchange outgo during the year in terms of actual outflows:**
Interest payment for the External Commercial Borrowings: EURO 343928.61
(Amounting to Rs. 3,08,02,251)

23. RISK MANAGEMENT

The Company has established a comprehensive and well-defined Risk Management Framework designed to identify, assess, monitor and mitigate various risks associated with its business operations. The framework encompasses structured practices relating to identification, analysis, evaluation, treatment, mitigation and continuous monitoring of key risks including Credit Risk, Market Risk, Liquidity Risk, Financial Risk, Operational Risk, Compliance Risk, Information Technology & Cyber Security Risk, Human Resource Risk and other emerging business risks, with the objective of ensuring sustainable business growth and achievement of the Company's strategic and operational objectives.

The Company continuously endeavors to strengthen its risk management culture by enhancing risk awareness and responsiveness across all levels of the organization. The risk management practices adopted by the Company are aimed at minimizing operational volatility, ensuring prudent decision-making, aligning business strategies with the defined risk appetite and maintaining an optimal balance between risk and return.

The risk management structure of the Company has been designed to provide reasonable assurance regarding achievement of organizational objectives while safeguarding the interests of stakeholders and protecting the reputation and long-term sustainability of the Company. The framework facilitates identification of potential events and circumstances that may adversely impact the business and enables timely implementation of appropriate mitigation measures. The Company also focuses on maintaining acceptable risk-adjusted returns, adherence to defined risk tolerance limits and effective utilization of capital within the overall risk-bearing capacity of the organization.

Considering the increasing reliance on technology-enabled operations and digital platforms under the Company's digitally driven "Digamber" initiative, the Company has also strengthened its technology risk management and cyber security monitoring mechanisms. The Company continues to enhance its internal controls, IT infrastructure safeguards and data

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protection practices to address evolving cyber threats and ensure security, confidentiality and integrity of customer and organizational information.

The Company has constituted a robust governance mechanism for effective oversight and monitoring of risks across the organization. In order to frame, implement and monitor the Enterprise Risk Management Plan and to ensure compliance with various risk parameters and regulatory requirements, the Board of Directors has constituted a Risk Management Committee ("RMC").

The Risk Management Committee has been constituted by the Board of Directors in such a manner as to ensure adequate representation of personnel responsible for managing and monitoring risks across various functional and operational areas of the Company. The composition of the Committee is designed to facilitate comprehensive oversight of key business risks and effective implementation of the Company's risk management framework.

As on March 31, 2026, the composition of the Risk Management Committee was as under:

S. No.	Name & Designation	Role in Committee	Area
1	Mr. Amit Jain, WTD	Chairman	Business and Technology
2	Mr. Dilip Kumar Morwal, Chief Compliance Officer	Member	Compliance
3	Mr. Dharendra Pratap, Chief Technology Officer	Member	Technology
4	Mr. Dharmendra Kumar Jangid, Vice President	Member	Business and operations
5	Mr. Devendra Galav, National Business Head	Member	Business
6	Mr. Shashank Y. Kumar, Head-Accounts & finance	Member	Finance
7	Ms. Shilpa H, Chief Information Security Officer	Member	Cyber and Information Security
8	Ms. Kamini Sharma, Senior Manager-HR	Member	Human Resource

The Risk Management Committee is entrusted with the responsibility of reviewing and monitoring the effectiveness of the risk management framework, evaluating risk exposures, recommending mitigation measures and ensuring that the Company's risk profile remains within the approved risk appetite and tolerance limits. The detailed terms of reference and responsibilities of the Risk Management Committee are provided in the Corporate Governance Report forming part of this Board's Report as **Annexure A**.

Further, a detailed discussion on the Company's risk management processes, key risk areas and mitigation strategies forms part of the Management Discussion and Analysis Report annexed separately to this Board's Report as **Annexure I**.

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The Company has also adopted a Risk Management Policy in line with the applicable regulatory requirements and industry practices. The said Policy is available on the website of the Company at:

<https://digamberfinance.com/images/uploadimage/Risk Management Policy.pdf>

24. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with the rules framed thereunder, the Company has established a Vigil Mechanism / Whistle Blower Policy to promote ethical conduct, transparency and accountability in its operations.

The Policy, inter alia, provides a mechanism for:

- a. Directors and employees of the Company to report genuine concerns relating to suspected or actual occurrence of illegal, unethical, improper or inappropriate acts, conduct or practices by any Director, employee or other person associated with the Company, without fear of retaliation, victimization or unfair treatment. The mechanism enables reporting of concerns relating to irregularities, fraud, malpractices, misuse of authority or any other misconduct observed within the organization;
- b. providing adequate safeguards and protection to Directors and employees who report instances of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct, policies or applicable laws and regulations;
- c. ensuring direct access to the Chairman of the Audit Committee in appropriate or exceptional cases where the complainant believes that the concern requires immediate attention at a higher level.

The Vigil Mechanism / Whistle Blower Policy is aimed at fostering a culture of integrity, transparency and ethical business practices across the organization.

Vigil Mechanism/Whistle Blower Policy is available on the website of the company at https://digamberfinance.com/images/uploadimage/VIGIL_MECHANISM_WHISTLE--BLOWER%20POLICY.pdf

Details of the same are also stated in Corporate Governance Report enclosed as **Annexure A**.

25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the Financial Year 2025-2026 no significant & material orders passed by the regulators or Courts or Tribunals which may impact the going concern status and company's operations in future.

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 Email id: info@digamberfinance.com

26. AUDITORS AND THEIR REPORT THEREON

• STATUTORY AUDITOR

M/s Jain Paras Bilala & Company, Chartered Accountants, (FRN: 011046C), were appointed as Statutory Auditor of the company at 29th Annual General Meeting for a term of 3 consecutive years to hold office till the conclusion of 32nd Annual General Meeting in accordance with the RBI Guidelines for Appointment of Statutory Auditors dated April 27, 2021, ('RBI Guidelines') and provisions of Section 139 read with Section 141 of the Act and such other applicable provisions.

Further, there are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors in their report on the Annual Financial Statements for Financial Year 2025-26.

Their report and the notes to the accounts referred to in the Auditor's Report self-explanatory hence do not require any further clarification.

• SECRETARIAL AUDITORS

In compliance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed CS Sanjay Kumar Jain, Practicing Company Secretaries, Jaipur as the Secretarial Auditor of the Company for the financial year 2025-2026.

The Secretarial Audit Report for the financial year 2025-2026 issued by the Secretarial Auditors in the prescribed form - MR-3 is annexed as **Annexure J**. There are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditors in their Report. The report is self-explanatory hence does not require any further clarification.

The Company follows policy of 100% compliance of all applicable norms, rules and standards strictly.

• COST AUDITORS

As the Company is engaged in the business of a Non-Banking Financial Company (NBFC), the provisions relating to maintenance of cost records and appointment of Cost Auditors under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company.

• INTERNAL AUDITORS

The Internal Audit function plays an important role in strengthening the Company's internal control systems and governance framework.

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The Company has an Internal Audit Department which carries out audits of branch offices and Head Office departments on a regular basis. All operating branches are audited at least once every quarter to ensure compliance with internal policies, regulatory requirements and operational procedures. The audits also help in safeguarding the assets of the Company and ensuring accuracy and reliability of financial and operational information.

The Internal Audit Department conducts audits based on approved audit plans, standard operating procedures and audit checklists to assess compliance with applicable laws, regulations, guidelines and internal policies.

The findings and observations of the Internal Audit Department are placed before the Audit Committee on a quarterly basis. The audit processes and procedures are also reviewed periodically to align them with changing business requirements and regulatory expectations.

The Board of Directors in its meeting held on 08/06/2026 has appointed M/s N. Singhal & Co., Chartered Accountant as an Internal Auditor of the Company for 1 year w.e.f. June 08, 2026.

- **INFORMATION SYSTEMS AUDITOR**

In accordance with the applicable directions issued by the Reserve Bank of India and UIDAI, the Company is required to conduct periodic Information System (IS) Audits to assess the adequacy of its information technology systems, controls and processes.

As the Company holds an AUA/KUA License, its Aadhaar authentication systems and related operations are also required to be audited annually by an STQC/CERT-In certified Information System Auditor and the audit report is required to be submitted to UIDAI within the prescribed timelines.

During the year under review, the information system audit was conducted by Entersoft Information Systems Pvt. Ltd., an STQC/CERT-In certified auditor, based on the audit requirements and checklist prescribed by UIDAI.

The Information System Audit report confirmed compliance with the applicable UIDAI requirements and the audit report was duly submitted to UIDAI before the due date i.e. March 31, 2026.

The above report was placed before IT Strategy Committee and Audit Committee of Board of Directors.

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27. COMPLIANCE OF SECRETARIAL STANDARDS

The Company is committed to maintaining high standards of corporate governance and secretarial compliance. During the Financial Year 2025-2026, the Company has complied with the applicable provisions of Secretarial Standard-1 (SS-1) on Meetings of the Board of Directors and Secretarial Standard-2 (SS-2) on General Meetings, as issued by the Council of the Institute of Company Secretaries of India ("ICSI") and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

The Company has established appropriate systems and procedures to ensure compliance with the aforesaid Secretarial Standards in the conduct of Board Meetings, Committee Meetings and General Meetings, including matters relating to convening of meetings, agenda and notes, recording of minutes, statutory disclosures and maintenance of records. The Company continuously reviews its secretarial practices to ensure adherence to evolving regulatory requirements and best governance standards.

28. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the Financial Year 2025-2026, no application was made by the Company, nor was any proceeding initiated or pending against the Company under the Insolvency and Bankruptcy Code, 2016.

29. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the period under review, no such event took place. Therefore, reporting under this point is not applicable on the Company.

30. FAIR PRACTICES CODE

The Company has adopted a Fair Practices Code ("FPC"), duly approved by the Board of Directors, in accordance with the guidelines issued by the Reserve Bank of India. The FPC sets out the principles and practices to be followed by the Company in its dealings with customers and is aimed at ensuring transparency, fairness and ethical business conduct. It also enables customers to make informed decisions by providing them with adequate and timely information relating to the Company's products and services.

The Fair Practices Code is available on the website of the Company at:

[https://digamberfinance.com/images/uploadimage/Fair_Practice Code_%20\(FPC\).pdf](https://digamberfinance.com/images/uploadimage/Fair_Practice%20Code_(FPC).pdf)

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The Internal Audit Department periodically reviews compliance with the Fair Practices Code and submits its observations to the Audit Committee. In addition, the Board of Directors reviews the implementation and effectiveness of the Fair Practices Code on an annual basis to ensure continued adherence to the regulatory requirements and customer-centric practices.

The company also follows the Code of Conduct as prescribed by SRO Sa-dhan.

31. CUSTOMER GRIEVANCE

The Company has established a dedicated Customer Grievance Redressal Mechanism for receiving, monitoring and resolving customer complaints and grievances in a timely and effective manner. The mechanism is designed to ensure that customers are treated fairly, transparently and without any bias in all their interactions with the Company.

All customer grievances are acknowledged promptly and are addressed with due care, courtesy and diligence. The Company continuously endeavors to ensure expeditious resolution of complaints and to enhance customer satisfaction through an efficient and responsive grievance redressal framework.

The Customer Grievance Redressal Policy is available on the website of the Company at https://digamberfinance.com/images/uploadimage/Client_Grievance_Redressal_Policy.pdf

32. ANNUAL RETURN

Pursuant to section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the draft annual return of the Company for the financial year 2025-26 in the prescribed Form MGT-7 is available on the Company's website at <https://www.digamberfinance.com/disclosure.php#financial-info> under tab Annual Returns.

33. KEY INITIATIVES WITH RESPECT TO STAKEHOLDER RELATIONSHIP, CUSTOMER RELATIONSHIP, ENVIRONMENT, SUSTAINABILITY, HEALTH AND SAFETY

The Company believes that its long-term success is driven by the trust of its customers, the commitment of its employees and its contribution towards society. Over the years, the Company has built a reputation as a responsible and transparent financial institution by adhering to ethical business practices, maintaining high standards of governance and placing customer interests at the centre of its operations.

As part of its commitment towards social responsibility and financial inclusion, the Company continues to undertake various initiatives aimed at creating awareness amongst its customers and local communities. In support of the financial literacy initiatives promoted by the Reserve Bank of India, the Company has developed and distributed educational

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materials, including booklets, stickers and other awareness resources, to enhance financial awareness and promote responsible borrowing practices among its customers.

The Company remains focused on leveraging technology as a key enabler of operational excellence, customer convenience and business sustainability. During the year, the Company continued to strengthen its dedicated Information Technology team and expand its in-house technology capabilities under its digitally driven "Digamber" initiative. Various technology-enabled solutions have been implemented to improve operational efficiency, automate processes, enhance customer experience and strengthen risk management practices across the organization.

One of the significant technology initiatives undertaken by the Company is the implementation of the LoanBook application across all branches, enabling seamless and efficient loan processing, improved monitoring and faster service delivery to customers. The Company has also launched its customer-facing B2C application, "LoanMitra", which provides borrowers with convenient access to various loan-related services, including EMI payment reminders, digital payment facilities, loan account statements and online grievance registration with ticket-based tracking of complaint status.

The Company is also a licensed AUA-KUA entity authorized by the Unique Identification Authority of India (UIDAI). The Aadhaar-based authentication and e-KYC facilities enabled through the AUA-KUA framework have significantly streamlined customer onboarding and verification processes by making them secure, paperless and efficient, thereby improving customer convenience and operational effectiveness.

The Company recognizes the importance of robust information security and cyber resilience in an increasingly digital environment. Accordingly, it continues to invest in strengthening its technology infrastructure, cyber security framework and data protection mechanisms to safeguard customer information and business systems against evolving cyber threats.

The Company is committed to responsible and sustainable business practices and endeavors to integrate Environmental, Social and Governance (ESG) considerations into its business operations. The Company seeks to create sustainable value for all stakeholders by promoting ethical conduct, responsible lending, customer protection, employee welfare and environmental consciousness. As part of its environmental initiatives, the Company continues to encourage digitization, reduction in paper-based processes and minimal use of plastic across its offices and branches. The ESG Report is enclosed as **Annexure K**.

The Company maintains a strong compliance and control culture and adopts a zero-tolerance approach towards fraud, misconduct and unethical practices. Robust internal control systems, risk management processes and monitoring mechanisms have been established to identify, assess and mitigate potential risks and ensure compliance with applicable laws, regulations and internal policies.

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The Company considers its employees to be its most valuable asset and remains committed to providing a safe, healthy, inclusive and growth-oriented work environment. Various initiatives relating to employee welfare, learning and development, health and safety continue to be undertaken with the objective of enhancing employee engagement, productivity and overall well-being.

34. DISCLOSURE WITH RESPECT TO MAINTENANCE OF FUNCTIONAL WEBSITE

The Non-Convertible Debentures of the Company were listed on BSE Limited up to April 21, 2023. Accordingly, during the period of listing, the Company had complied with the website disclosure requirements prescribed under Regulation 62 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and had maintained a functional website containing all requisite disclosures.

The disclosures made during the period of listing continue to be available on the Company's website at <https://www.digamberfinance.com/disclosure.php>.

Further, the Company continues to maintain a functional website at <https://www.digamberfinance.com> and ensures compliance with all applicable website disclosure requirements prescribed under the Companies Act, 2013, the rules made thereunder, the directions and guidelines issued by the Reserve Bank of India and other applicable laws and regulations.

35. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report, highlighting the important aspects of the business, economy and market is enclosed as **Annexure: L** and forms part of this Report.

36. CORPORATE GOVERNANCE

The Company remains committed to maintaining the highest standards of Corporate Governance and believes that good governance is fundamental to enhancing stakeholder value, ensuring transparency, promoting ethical business conduct and achieving sustainable business growth. The Company's governance framework is built on the principles of accountability, integrity, transparency, fairness and compliance with applicable laws and regulatory requirements.

The Board of Directors provides strategic direction to the Company, oversees the implementation of its business objectives and monitors management performance while ensuring compliance with applicable legal, regulatory and governance requirements. The Board actively guides the Company in creating long-term value for all stakeholders and fostering a culture of responsible business conduct.

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Code of Conduct and Ethical Business Practices

The Company places significant emphasis on ethical conduct, integrity and professionalism in all aspects of its business operations. The Company has adopted a comprehensive Code of Conduct applicable to its Directors and employees, which sets out the standards of ethical behaviour, integrity and accountability expected across the organization. The Code promotes a culture of transparency, honesty, fairness and responsible decision-making, while ensuring that actual or potential conflicts of interest are appropriately identified and managed. The Company is committed to conducting its business in compliance with all applicable laws, regulations and internal policies and strives to uphold the highest standards of corporate ethics and governance.

Board Committees and Governance Oversight

To strengthen governance and ensure effective oversight of various aspects of its operations, the Company has constituted several statutory and non-statutory committees comprising Directors and senior management personnel possessing relevant expertise and experience. These Committees assist the Board in discharging its responsibilities through focused review and oversight of specific functional areas.

The key committees constituted by the Company include the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Asset Liability Management Committee (ALCO), IT Strategy Committee, Information Security Committee, ESG Committee, IT Steering Committee, Credit Committee, Client Grievance Redressal Committee, Executive Committee, Manpower Planning and Appraisal Committee, New Product Committee, Project Advisory Committee, Internal Committee and Committee of Executives for Fraud Risk Management, among others.

These Committees play a vital role in strengthening governance practices, enhancing internal controls, monitoring risks, ensuring regulatory compliance and supporting effective decision-making across the organization.

Transparency and Disclosure Practices

Transparency and timely disclosure form an integral part of the Company's governance philosophy. The Company is committed to providing accurate, timely and meaningful information to its stakeholders through its financial statements, annual reports, regulatory filings and other disclosures. The Company ensures compliance with applicable accounting standards, statutory requirements, regulatory guidelines and disclosure norms. Continuous efforts are made to enhance the quality, clarity and transparency of disclosures to facilitate informed decision-making by stakeholders.

The Board functions either directly or through its various Committees constituted for overseeing specific operational, governance, risk management and strategic matters. The composition of the Board reflects an appropriate balance of Executive, Non-Executive and Independent Directors, ensuring diversity of perspectives, effective oversight and independence in decision-

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making. The Company believes that such a balanced Board structure contributes significantly to strengthening its governance framework and protecting the interests of all stakeholders.

A report on Corporate Governance is annexed separately in this Board Report as **Annexure A**.

37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has put in place a policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under the policy. During the Financial Year 2025-26, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of Sexual Harassment complaints received and disposed of during the financial year 2025-26:

No. of complaints pending at the beginning of the year	No. of complaints received during the year	No. of complaints resolved during the year	No. of complaints pending at the end of the year
NIL	NIL	NIL	NIL

38. DEMATERIALIZATION OF SHARES OF THE COMPANY:

Pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inserted by the Ministry of Corporate Affairs vide notification dated September 10, 2018, every unlisted public company is required to issue securities only in dematerialized form and facilitate dematerialization of all its existing securities in accordance with the provisions of the Depositories Act, 1996 and the regulations made thereunder.

In compliance with the aforesaid requirements, the Company has obtained International Securities Identification Number (ISIN) INE02QN01014 for its Equity Shares with both Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL), and the same has been duly communicated to the shareholders.

The Company has appointed CDSL Ventures Limited as its Registrar and Share Transfer Agent for providing depository and related shareholder services.

Further, in accordance with the applicable regulatory requirements, the entire shareholding of the promoters has been converted into dematerialized form. As on March

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31, 2026, all 98,93,246 (Ninety-Eight Lakh Ninety-Three Thousand Two Hundred Forty-Six) Equity Shares of the Company were held in dematerialized form, representing 100% of the Company's paid-up Equity Share Capital.

During the Financial Year 2025-2026, dematerialization requests in respect of 1,68,670 Equity Shares were received and processed by the Company. Consequently, as on March 31, 2026, the entire share capital of the Company was held in dematerialized form.

39. PARTICULARS OF RBI COMPLIANCES

The Company is registered with RBI as a NBFC-MFI. The Company has complied with and continues to comply with all applicable Laws, Rules, Circulars, Regulations, etc. including Directions of RBI for NBFC-MFIs and it doesn't carry on any activities other than those specifically permitted by RBI for NBFC.

40. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

During the period under review, there are no shares in the demat suspense account or unclaimed suspense account.

41. HUMAN RESOURCES

As on March 31, 2026, the Company had 1258 employees on its rolls across various levels of the organizational structure.

The Company firmly believes that its employees are its most valuable asset and the key drivers of its continued growth and success. The workforce comprises a balanced mix of experienced professionals and young talent, bringing together domain expertise, innovation and commitment. The Company's achievements are built upon the capability, dedication, integrity and passion of its employees.

The Company remains committed to fostering a safe, healthy, inclusive and growth-oriented work environment. As part of its employee welfare initiatives, the Company has obtained an Accidental Insurance Policy to provide financial protection and support to its employees and their families in the event of unforeseen circumstances.

The Company places significant emphasis on employee engagement, development and well-being and continuously endeavors to create a workplace that encourages learning, collaboration and professional growth. Various human resource policies and practices have been designed to attract, retain and nurture talent while promoting a culture of performance, accountability and mutual respect.

The Company also focuses on providing adequate training and development opportunities to enhance employees' skills, knowledge and leadership capabilities. Through continuous learning initiatives and structured career development programs, the Company seeks to enable employees to realize their full potential and contribute

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meaningfully towards the achievement of organizational goals. The Company believes that a motivated and empowered workforce is essential for delivering sustainable business growth and creating long-term value for all stakeholders.

42. ACKNOWLEDGEMENTS

The Directors place on record their sincere appreciation and gratitude to the Members of the Company for their continued trust, confidence and support. The Directors also acknowledge with gratitude the valuable guidance, cooperation and support received from the Reserve Bank of India, the Registrar of Companies, Credit Rating Agencies, Banks, Financial Institutions, Debenture Trustees, Depositories, Central and State Governments and other regulatory and statutory authorities associated with the Company.

The Directors further express their heartfelt appreciation to the customers, business associates and all other stakeholders for their continued confidence in the Company.

The Board places special appreciation on record for the dedication, commitment and hard work demonstrated by the employees at all levels of the organization. Their unwavering support, professionalism and contribution have been instrumental in the Company's growth and progress and in furthering its vision of becoming one of the leading microfinance institutions in the country.

**For & on behalf of the Board of Directors of
Digamber Capfin Limited**

**Date: 08.06.2026
Place: Jaipur**

**Sd/-
Rajiv Jain
Chairman and Managing Director
DIN: 00416121**

**Sd/-
Amit Jain
Whole Time Director
DIN: 00416133**

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ANNEXURE “A”: CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

Good governance is founded on the principle of establishing appropriate structures, systems, and processes that enable an organization to achieve its objectives effectively, responsibly, and ethically. It is not merely about compliance with laws and regulations, but about fostering accountability, transparency, integrity, and sustainable value creation for all stakeholders.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Digamber Capfin Limited (“the Company” or “DCL”) was incorporated as a Public Limited Company on April 17, 1995 under the provisions of the Companies Act, 1956. The Company commenced its operations in 1995 and was granted a Certificate of Registration as a Non-Banking Financial Company (“NBFC”) by the Reserve Bank of India (“RBI”) on September 9, 1999. Initially engaged in asset financing activities, the Company subsequently expanded into the microfinance sector and was granted an NBFC-MFI licence by RBI in 2013.

Presently, the Company is classified as a Middle Layer Non-Banking Financial Company – Microfinance Institution (“NBFC-ML”) and operates under Registration No. B-10.00099 dated September 6, 2013 issued by the Reserve Bank of India. As on March 31, 2026, the Company had established its presence across seven States and one Union Territory through a network of 200 branches.

In addition to its microfinance operations, the Company holds a Corporate Agency (Composite) Licence issued by the Insurance Regulatory and Development Authority of India (“IRDAI”), enabling it to distribute insurance products. The Company is also a licensed Authentication User Agency and Authentication User KYC User Agency (“AUA/KUA”) registered with the Unique Identification Authority of India (“UIDAI”) and remains among the select NBFCs in India with an active and operational AUA/KUA licence.

During the Financial Year 2025–26, the Company commenced operations under the Small Business Loan (“SBL”) segment as part of its strategic initiative to diversify its lending portfolio and deepen its commitment towards financial inclusion. The introduction of the SBL segment assumes particular significance in view of the regulatory changes introduced by the Reserve Bank of India in June 2025 concerning the qualifying asset criteria applicable to NBFC-MFIs. The revised framework has provided enhanced operational flexibility to NBFC-MFIs, facilitating the expansion of credit offerings to underserved and emerging borrower segments, including micro, small and medium enterprises (“MSMEs”), thereby creating substantial growth opportunities for institutions with established outreach and operational capabilities.

The Company's corporate governance framework is built upon the following four pillars:

1. Governance by Shareholders;
2. Governance by the Board of Directors;
3. Governance through Board Committees; and

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4. Governance through Management Processes.

The Company firmly believes that robust corporate governance is achieved through the adoption of sound management practices, strict adherence to applicable laws and regulations, and unwavering commitment to ethical business conduct and transparency. This commitment originates at the highest levels of leadership and permeates throughout the organization, shaping its culture, decision-making processes, and stakeholder relationships.

The Company's governance framework represents a balanced integration of statutory requirements, regulatory expectations, and voluntary best practices. It enables the Company to attract financial and human capital, operate efficiently, manage risks prudently, and create sustainable long-term value for its shareholders while simultaneously safeguarding the interests of customers, employees, regulators, business partners, communities, and other stakeholders.

The Company has consistently complied with all applicable governance requirements and continues to strengthen its governance practices through continuous improvement, effective oversight mechanisms, and responsible business conduct. Through its governance framework, the Company seeks to maintain the highest standards of accountability, transparency, fairness, and integrity in all its operations.

KEY CORPORATE GOVERNANCE PRINCIPLES AND APPROACH

Material Aspect	Company's Approach
Board Structure and Composition	The Company has established a comprehensive governance framework governing the composition, roles, responsibilities, tenure, remuneration, induction, succession, and evaluation of Directors. The Board comprises experienced professionals from diverse backgrounds, bringing varied expertise, perspectives, geographical insights, and industry knowledge, thereby enhancing the quality of strategic decision-making and oversight.
Values, Ethics and Integrity	The Company is committed to conducting its business with the highest standards of integrity, ethics, fairness, and professionalism. It upholds a culture of trust, accountability, and responsible business conduct while ensuring that all actions are aligned with its core values and stakeholder expectations.
Responsibility	Clear roles, responsibilities, and authority levels are defined across the organization. The Board and its Committees discharge their responsibilities in accordance with applicable statutory and regulatory requirements while ensuring effective oversight of the Company's affairs.
Accountability	Accountability forms a cornerstone of the Company's governance framework. Management remains accountable to the Board, while the Board remains accountable to the shareholders. Defined accountability structures ensure ownership of responsibilities, promote operational excellence, and facilitate timely corrective action wherever required.
Business Continuity and Succession Planning	The Company recognizes business continuity and succession planning as critical governance imperatives. Comprehensive business continuity plans have been implemented across operational

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Material Aspect	Company's Approach
	functions, while succession planning mechanisms are established at various organizational levels to ensure continuity of leadership and critical business functions.
Compliance and Internal Controls	The Company maintains a robust compliance management framework supported by effective internal control systems to ensure adherence to all applicable laws, regulations, guidelines, and internal policies. Governance practices are reinforced through regular monitoring, periodic reviews, vigilance mechanisms, and oversight by the Board and its Committees.
Sound Management Structure	The Company has established an effective management structure aligned with its strategic objectives. The leadership team possesses expertise across finance, accounting, operations, information technology, compliance, cybersecurity, risk management, human resources, sales, marketing, and regulatory affairs. Clearly defined reporting structures and accountability mechanisms support efficient decision-making and governance.
Disclosure and Transparency	The Company is committed to maintaining high standards of disclosure and transparency. It follows a transparent corporate structure and ensures timely, accurate, and comprehensive dissemination of information to stakeholders in accordance with applicable regulatory requirements and best governance practices.
Stakeholder Engagement	The Company recognizes the legitimate rights and interests of all stakeholders, including shareholders, employees, customers, business partners, regulators, and communities. It is committed to fair treatment, open communication, and responsible engagement with stakeholders while integrating stakeholder interests into strategic and operational decision-making processes.

REGULATORY COMPLIANCE

The Company has complied with all applicable corporate governance requirements prescribed under various laws, regulations, and regulatory frameworks, including but not limited to:

- A. The Companies Act, 2013 and rules made thereunder;
- B. Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 dated November 28, 2025;
- C. Reserve Bank of India (Non-Banking Financial Companies – Microfinance Institution) Directions, 2025, as amended from time to time;
- D. Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, as amended from time to time; and
- E. Other applicable laws, regulations, circulars, notifications, and guidelines governing the Company's operations.

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STRUCTURE OF CORPORATE GOVERNANCE

1. COMPOSITION OF BOARD OF DIRECTORS ("THE BOARD")

The Company has a bouquet of high-powered and experienced leaders who comprise the Board of the Company. The Board is the focal point and custodian of corporate governance of the Company. The Board of the Company comprises of persons of immense expertise and skills and rich experience across a wide spectrum of functional areas such as Banking and Finance, Strategy, Information Technology, Rural Development, Risk Management, Corporate Governance & ESG, etc. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also ensures that the policies and practices of the Company encourages Board diversity and balance of skills at the same time, to ensure the effective address of complex corporate issues and decision making.

As per the delegation given by the Board to the Nomination and Remuneration Committee ("NRC") of the Company, the NRC screens and selects the suitable candidates, based on the defined criteria and makes recommendations for new appointments to the Board accordingly. The Board appoints all the directors of the Company subject to shareholders' approval as may be applicable i.e. Apart from the Appointment of Additional Director and Nominee Director, all the directors are appointed by the Board, subject to approval of the shareholders of the Company.

Also, the Company has in place a Policy on Fit and Proper Criteria of Directors which defines the fit & proper criteria of Directors as per the prescribed guidelines by RBI.

The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

The Board of DCL ensures that no Director of the company is:

- a) In the list of willful defaulters as published by the Credit Information Bureau (India) Limited pursuant to the directions of the Reserve Bank of India from time to time; and
- b) Disqualified to discharge his duties as a director with respect of any Applicable Law.
- c) Disqualified to fulfill the Fit & Proper Criteria as defined by the Reserve Bank of India

In the event if any Director appears on the list of willful defaulters or does not full fill the Fit & Proper Criteria, the Board (including the committees and shareholder approval as may be applicable) shall take necessary corrective action, including, if necessary, replacement of such Director, within 30 (thirty) Days of receipt of such notice.

The maximum tenure of the Independent Directors is in compliance with the applicable provisions of Companies Act, 2013 ("the Act"). The Independent Directors have registered their names with the Independent Directors Data Bank maintained by the Indian Institute of

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Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Independent Directors do not have any such pecuniary relationship or transactions with the Company, Promoters and Management, which may affect independence or judgment of the Directors in any manner and the same are disclosed in the Board's Report and Financial statements for FY 2025-2026.

None of the Directors on the Board hold directorship in more than ten public companies. Further, as per the disclosures & declarations received from Independent Directors, none of them serve as an Independent director in more than seven listed entities or in more than three listed entities where he/she is a Whole Time Director / Managing Director. As per RBI Master Directions / Guidelines, none of the Independent Directors is on the Board of more than three NBFCs. Also, none of the Key Managerial Personnel (KMPs) holds office in any other NBFC-ML or NBFC-UL. The offices held by the Directors are in compliance with the applicable provisions of the Companies Act, 2013 and relevant RBI Master Directions / Guidelines. Detailed profile of the Directors is available on the website of the Company at <https://digamberfinance.com/about.php>

Composition & category of the Board of Directors

As per the provisions of the Companies Act, 2013 and under the powers confirmed under Article of Association of the Company, the Board of the Company will have at all times a minimum of 3 (three) Directors and the maximum number of Directors shall not be exceeding at any time beyond such limit as prescribed in the Companies Act, 2013.

During the year under review, the Board of the Company had a prime combination of Directors with exceptional knowledge, skills and experience in various fields relating to the business activities of the Company. To ensure to implement good corporate governance practices, company already have two women directors at board level. The Company recognizes that gender diversity is a significant aspect of diversity which can play an important role in contributing to diversity of perspective at the Board.

Therefore, the Company has one women directors out of Nine (09).

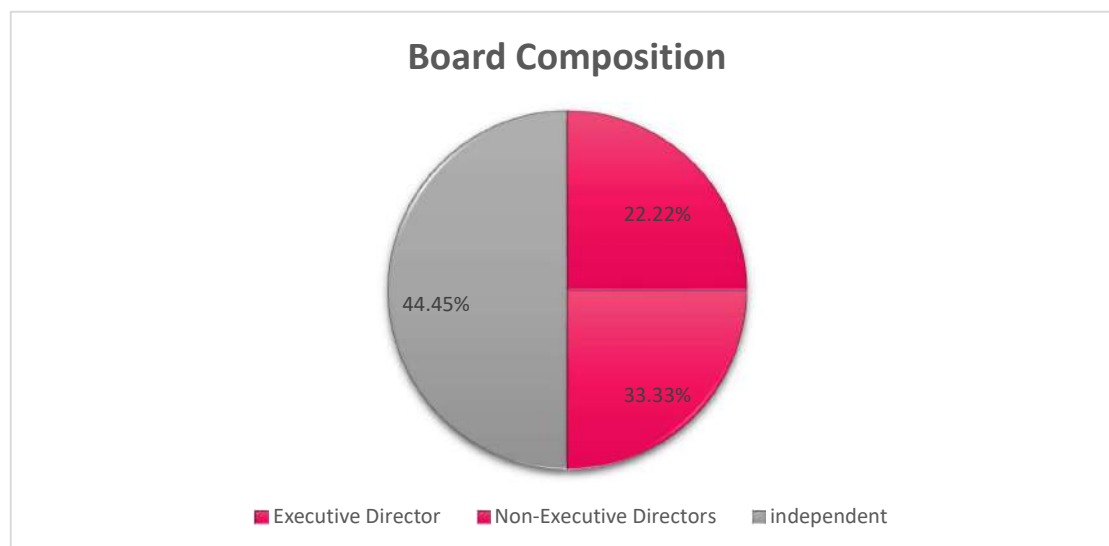
According to the RBI guidelines, as on the date of signing of this report, the Board comprised of Nine (09) Directors out of which one (1) is women Independent Director shown as under:

Category	No. of Directors	% to the total number of Directors	% of women Directors to the total number of Directors
Executive Director	02	22.22 %	-
Non-Executive Directors	03	33.33%	-
Independent Directors	04	44.45%	11.11%

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Board of Directors



Mr. Rajiv Jain is the Chairman and Managing Director of the Company.

The composition of the Board of Directors of the Company is in conformity with the provisions of the Companies Act, 2013 and also in terms of applicable Guidelines as issued by the Reserve Bank of India in this regard as stipulated from time to time.

Description of the Directors comprising the Board as on 31.03.2026 are listed below:

S. No.	Name of the Director	DIN	Category (Promoter /Executive/ Non-Executive Director)	Position on the Board as on 31 st March 2026 and after the 31 st March, 2026 till the date of signing of this report
1.	Mr. Rajiv Jain	00416121	Promoter & Executive Director	Chairman & Managing Director
2.	Mr. Amit Jain	00416133	Promoter & Executive Director	Whole Time Director
3.	Mr. Lalit Kumar Jain	07517615	Non-Executive & Director	Independent Director
4.	Dr. Amita Gill	09066022	Non-Executive Director	Independent Director
5.	Mr. Nayan Ambali	03312980	Non-Executive Director	Non-Executive Director
6.	Mr. Jatin Chhabra	08271333	Non-Executive Director	Non-Executive Director
7.	Mr. Chandramouli Coorg Subramanian	10619001	Non-Executive Director	Independent Director
8.	Mr. Bhanu Prakash Verma	07391257	Non-Executive Director	Nominee Director representing SIDBI

Note: Mr. Om Prakash Verma was appointed as the Independent Director (Additional Director) in the Board Meeting held on 08.06.2026 and shall be regularized in the ensuing 31st Annual General Meeting.

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(a) Change of composition of Board of Directors:

The Board periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company. During the Financial Year 2025-2026, there were following changes in the composition of Board of Directors including after 31st March, 2026 till the date of signing of this report: -

S. No.	Name of Director	DIN	Capacity	Nature of Change	Effective Date of Appointment/Resignation
1.	Mr. Ashok Kumar Pandey	03007456	Nominee Director -SIDBI	Resignation	09/04/2025
2.	Ms. Debleena Majumdar	07663430	Independent Director	Resignation	12/09/2025
3.	Mr. Bhanu Prakash Verma	07391257	Nominee Director -SIDBI	Appointment	21/07/2025
4.	Mr. Om Prakash Verma	11722286	Independent Director	Appointment	08/06/2026

(b) Meetings of the board of directors

The Board Meetings are convened by giving notice as well as information in the form of detailed agenda notes in advance to the Directors in a timely manner, to enable them to deliberate on each agenda item and make an informed decision in accordance to it. While conducting the meeting, the Board has duly complied with the Secretarial Standards-I & II issued by the Institute of Company Secretaries of India (ICSI), Applicable provisions of the Companies Act, 2013 and RBI guidelines. The Board meets at least once in every quarter to review the quarterly results and other agenda matters and further additional meetings are held to address specific needs and business requirements of the Company. In case of business exigencies, the Board approvals are taken either by passing resolutions through circulation or convening meetings at shorter notice, as permitted by the law.

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(c) Attendance of each director at the meeting of the board of directors and the last Annual General Meeting of the Company for FY 2025-26

S. No.	Name of Director	Director Since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	DIN	Number of Board Meetings		Whether attended Annual General Meeting (AGM) held on 31/07/2025	No. of other Directorships and membership in committees of Public Companies	No. of other Directorship in private limited companies, LLP, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013.	Remuneration			No. of shares or convertible instruments of the company held by them as on 31.03.2026
					Held	Attended				Salary and other compensation (Rs. In lakh)	Sitting Fees (Rs. In lakh)	Commission (Rs. In lakh)	
1.	Mr. Rajiv Jain	17/04/1995	Promoter & Executive Director	00416121	7	7	✓	NIL	NIL	240.00	-		2559277
2.	Mr. Amit Jain	17/04/1995	Promoter & Executive Director	00416133	7	6	✓	NIL	NIL	240.00	-		2368113
3.	Mr. Lalit Kumar Jain	30/09/2016	Non-Executive & Independent Director	07517615	7	7	✓	NIL	4	-	2.25	-	0
4.	Mr. Nayan Ambali	27/05/2022	Non-Executive Director	03312980	7	4	*	NIL	2	-	1.08	-	0
5.	Mr. Jatin Chhabra	21/01/2019	Non-Executive Director	08271333	7	6	✓	NIL	NIL	-	1.50	-	103300
6.	Dr. Amita Gill	12/02/2021	Non-Executive & Independent Director (Woman Director)	09066022	7	5	✓	NIL	NIL	-	1.47	-	0
7.	Mr. Bhanu Prakash Verma	21/07/2025	Nominee Director-SIDBI, Non-Executive & Non-Independent Director	07391257	5	0	*	Nil	3	-	0	-	0
8.	Mr. Chandra mouli Coorg Subramanian	07/05/2024	Non-Executive & Independent Director	10619001	7	7	✓	NIL	NIL	-	1.65	-	0
9.	Ms. Debleena Majumdar	07/05/2024	Non-Executive & Independent Director (Woman Director)	07663430	3	1	*	Nil	3	-	0.15	-	0

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Notes:

1. The limit of the committees on which a director may serve in all public limited companies, whether listed or not, is included. For the purpose of determination of limit, chairpersonship and membership, the Audit Committee and the Stakeholders Relationship Committee only are considered.
2. None of the Directors of the Company hold directorship in any Listed Company.

(d) Number of meetings of the board of directors held during the Financial year 2025-2026

During the Financial Year 2025-26, there were 07 meetings held of Board of Directors of the company. The meetings are generally held at the Registered Office of the Company situated at Jaipur. The meetings were held at least once in quarter and the gap between two meetings has been less than one hundred and twenty days. The required quorum was present at all the above meetings. During the year, the Board also transacted some of the business by passing resolutions by circulation. The details of the meetings of Board of Directors are mentioned below:

Sr. No	Date of Meeting	Name of Board of Directors								
		Mr. Rajiv Jain (Chairman Managing Director) DIN: 00416121	Mr. Amit Jain (Whole- time Director) DIN: 00416133	Mr. Lalit Kumar Jain (Independent Director) DIN: 07517615	Dr. Amita Gill (Independent Director) DIN:09066022	Mr. Nayan Ambali (Non- Executive Director) DIN:03312980	Mr. Jatin Chhabra (Non- Executive Director) DIN:08271333	Mr. Chandramouli Coorg Subramanian (Independent Director) DIN: 10619001	Ms. Debleena Majumdar (Independent Director) DIN: 07663430	Mr. Bhanu Prakash Verma (Nominee Director) DIN: 07391257
1	21.05.2025	👤	👤	👤	👤	👤	L	👤	L	NA
2	21.07.2025	👤	👤	👤	L	L	👤	👤	👤	NA
3	05.09.2025	👤	👤	👤	👤	👤	👤	👤	L	L
4	26.11.2025	👤	👤	👤	👤	L	👤	👤	NA	L
5	11.12.2025	👤	L	👤	👤	👤	👤	👤	NA	L
6	29.12.2025	👤	👤	👤	👤	👤	👤	L	NA	L
	03.01.2026 (Adjourned meeting of Board of Directors)	👤	👤	👤	👤	L	L	👤	NA	L
7	13.03.2026	👤	👤	👤	L	L	👤	👤	NA	L
Held during the tenure		7	7	7	7	7	7	7	3	5
Meetings attended		7	6	7	5	4	6	7	1	0

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(e) Disclosure of relationships between directors inter-se

Mr. Rajiv Jain, Chairman and Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director (DIN: 00416133) are Brothers. Apart from the above, there are no relationships between directors inter-se.

(f) Number of shares and Convertible instruments held by Non- Executive Directors and Independent Directors as on March 31, 2026

Mr. Jatin Chhabra (DIN: 08271333) Non- Executive Director of the Company holds 1,03,300 equity shares (1.04% of total paid-up share capital) of the Company as on March 31, 2026. Apart of him, no other Non-Executive Directors hold shares in the company. Further, None of the Non-Executive Directors hold convertible instruments of the company.

Mr. Chandramouli Coorg Subramanian (DIN: 10619001) Independent Director of the Company holds 14,285 equity shares (0.14% of total paid-up share capital) of the Company as on March 31, 2026. Apart of him, no other Independent Directors hold shares in the company. Further, None of the Independent Directors hold convertible instruments of the company.

(g) Familiarization for Independent Directors

The program aims to familiarize the Independent Directors with various aspects of the Company including the nature of financial services industry, operations and performance of the Company and its subsidiaries, roles, rights and responsibilities of the Independent Directors; and other relevant information required by Independent Directors to discharge their functions as well as with the nature of industry and business model of the Company. The Independent Directors are familiarized about nature of the industry in which the Company operates, business model of the Company, legal updates, etc. In this regard, the Company follows a structured familiarization programme for the Independent Directors.

(h) Skills/expertise/competence of the Board of Directors

The Board possess requisite qualification, competence, experience and provides strategic guidance and independent view to the Company's management while actively participating in the meeting and discharging their fiduciary responsibilities and thereby ensuring that the management adheres to high standards of ethics and transparency. The below matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual directors, which are key to corporate governance and Board effectiveness:

AREA OF EXPERTISE	SPECIFICATION
Banking and Finance	Knowledge of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a financial officer, accounting officer, auditor and other person performing similar functions.

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AREA OF EXPERTISE	SPECIFICATION
Information Technology	It involves leadership support, organizational structure and processes to ensure that the company have IT System in its place sustains which enable to extend support in business strategies and objectives of the company. Possess significant knowledge about IT Governance, Information technology, Information Security, Cyber Security, IT Enabled Management Information System, Business Continuity Planning (BCP) and Disaster Recovery, IT Services Outsourcing and Science & Technology resulting in knowledge of how to anticipate in assessing and managing risks and implementing policies, procedures and strategies accordingly.
Business & Product Strategy	Ability to outline the company's goals for a product or service. It helps guide the development, marketing, and business goals of a product. It includes target market, value proposition, product differentiation, pricing, product features.
Risk Management	Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage the risk.
Rural Development	Guidance over the CSR initiatives for enhancing the quality of life and financial well-being of individuals, specifically living in populated and remote areas.
Corporate Governance and Environmental, social and Governance (ESG)	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the company and protecting stakeholder's interest. To align ESG approach with strategic goals to enhance environmental and social prosperity. To drive the governance practices in such a manner that growth of environment and society drives parallel to the growth and sustainability of the Company through various strategies.

Name of Directors	Area of Expertise
Mr. Rajiv Jain	Banking & Finance, Risk Management and Corporate Governance & ESG
Mr. Amit Jain	Banking & Finance, Information Technology, Legal, Risk Management and Corporate Governance & ESG
Mr. Lalit Kumar Jain	Banking & Finance and Risk Management
Mr. Nayan Ambali	Finance and Information Technology
Mr. Jatin Chhabra	Finance and Rural Development
Dr. Amita Gill	Finance and Technology
Mr. Chandramouli Coorg Subramanian	Information Technology and Product Strategy
Mr. Bhanu Prakash Verma	Banking Sector
Mr. Om Prakash Verma **	Banking & Finance and Risk Management

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** Appointed as Additional Director (Independent Director w.e.f. 8th June 2026).

In the table above, the specific areas of focus or expertise of individual Board of Directors as on March 31, 2026 and till the date of signing of this report have been highlighted. However, the above is only an indicative list and the Board of Directors are possessing other expertise and skills as well.

(i) None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such statutory authority.

(j) Confirmation regarding Independence of Independent Directors

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013 read with the rules framed thereunder. Based on the disclosures received from all the Independent Directors, the Board is of the opinion that the Independent Directors, continue to meet the criteria of independence as specified in the Companies Act, 2013 & RBI Master Directions/ guidelines and are independent of the Management. Declaration received from Independent Directors is annexed as **Annexure "A"**.

Further, the Independent Directors have declared that they are not appointed as an Independent Director on the Board of more than three NBFCs (NBFC-ML or NBFC-UL) pursuant to guidelines of Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 (as amended from time to time).

(k) Detailed reasons for the resignation of an Independent Director

During the financial year 2025-26, Mrs. Debleena Majumdar, having DIN No. 07663430 Independent Director of the Company has resigned on 12th September, 2025 due to pre-occupation and other professional priorities.

(l) Independent Directors Meeting

Section 149(8) and Schedule IV of the Companies Act, 2013 require that the Independent Directors of the Company to hold at least one meeting as per regulatory requirements without the presence of non-independent directors and members of the management. In view of the aforesaid requirements, the meeting of Independent Directors of the Company held on 07.03.2026, and all the Independent Directors entitled to attend the meeting were present in the meeting. The matters considered and discussed thereat, inter-alia included matters pertaining to the Company's affairs and prescribed in Schedule IV of the Act: -

- Evaluate the performance of non-independent directors and the Board as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of executive and non-executive directors;

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- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board.
- To hold a separate discussion with the Chief Compliance Officer and Internal Auditor.

(m) Performance Evaluation of Board Members

In accordance with the provisions of Section 178 of the Act, the Company has devised a process and criteria for performance evaluation. The evaluation process is conducted through a structured questionnaire, devised separately for each of the categories - Chairman, Independent Directors, Non-Executive Directors, Executive Directors, Board as a whole and Committees of the Board.

The performance evaluation of Independent Directors was carried out as per the policies of the Company based on various criteria such as participation at the board/ Committee meetings, knowledge and skills, personal attributes, contribution to bring independence during board deliberations on strategy, performance, risk management etc. The Directors expressed their satisfaction on the parameters of evaluation, the implementation of the evaluation exercise and the outcome of the evaluation process.

(n) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

The company have in place Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time adopted by Board of Directors of the Company, available on the website <https://digamberfinance.com/images/uploadimage/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-Unpublished-Price-Sensitive-Information-jn24.pdf>

2. REMUNERATION OF DIRECTORS

The Nomination, Remuneration and Compensation Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Company's strategy, thereby enhancing the business value and maintaining a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

(a) Remuneration of the Non-Executive Directors & Independent Directors:

None of the Non-Executive Directors of the Company are drawing/ taking any salary, benefit, bonuses, stock options & pension from the Company as on the date of signing of report. The Company pays only sitting fee for attending the Board or Committee meetings and there is no fixed component and performance linked incentives involved therein.

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The Company has not signed any service contracts, notice period or severance fees contract with any of the Non-Executive Directors and independent directors as on the date of signing of this report.

There are no other pecuniary relationships or transactions by Non-Executive Directors, Independent Directors or Nominee Director with the Company except as stated in Note No. 40 of the Financial Statements and Annexure G (Form AOC-2). However, it may not affect independence or judgment of the Directors in any manner.

(b) Remuneration of the Executive Directors:

There are two Executive Directors in the company. The Company is paying remuneration to both the Directors subject to the compliance of provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the said act and rules prescribed for this purpose and same is revised subject to the approval of shareholders in its meeting and as per recommendation of Nomination & Remuneration committee and Board of Directors in compliance with the provisions of the Companies Act, 2013 along with its rules and as per the guidelines provided by Reserve bank of India for this purpose.

Further the remuneration paid to the Executive Directors has a blend of fixed component and variable components forming the part of remuneration of Executive Directors. The ceiling limits for the remuneration to be paid to the Executive Directors along with other terms and conditions and payment tenure is fixed subject to the approval of shareholders in compliance with provisions of the Companies Act, 2013 along with its rules and as per the guidelines provided by Reserve bank of India for this purpose.

None of the Executive Directors of the Company are taking any sitting fee for attending the Board or Committee meetings.

Terms of Appointment & Remuneration:

1. Mr. Rajiv Jain (DIN: 00416121), was appointed as Chairman and Managing Director of the company for a period of 5 years w.e.f. 14th April, 2026 to 13th April, 2031.

In the Extra-Ordinary General Meeting (EoGM) held on Saturday, 29th June, 2024, the members of company approved the revised remuneration of Mr. Rajiv Jain (DIN: 00416121), Chairman and Managing Director of the company at Rs. 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms, with effect from 29.06.2024 to 13.04.2026.

Since the remuneration of Mr. Rajiv Jain (DIN: 00416121), Chairman and Managing Director of the company is fixed till 13.04.2026, the members of the company in its 30th AGM held on Thursday, 31.07.2025, upon the recommendation of the Nomination and Remuneration Committee and Board of Directors have approved to keep his remuneration at the present level with effect from 14.04.2026 to 13.04.2029 i.e. till his present tenure as Chairman and Managing Director i.e. upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other

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allowances as per company norms and commission not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit, with effect from 14.04.2026 to 13.04.2029.

2. Mr. Amit Jain (DIN: 00416133) was appointed as Whole-time Director of the Company for a period of 5 years w.e.f. 14th April, 2026 to 13th April, 2031.

In the Extra-Ordinary General Meeting (EoGM) held on Saturday, 29th June, 2024, the members of company approved the revised remuneration of Mr. Amit Jain (DIN: 00416133), Whole time Director of the company at Rs. 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms, with effect from 29.06.2024 to 13.04.2026.

Since the remuneration of Mr. Amit Jain (DIN: 00416133), Whole time Director of the company is fixed till 13.04.2026, the members of the company in its 30th AGM held on Thursday, 31.07.2025, upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, have approved to keep his remuneration at the present level with effect from 14.04.2026 to 13.04.2029 i.e. till his present tenure as Whole time Director i.e. upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms and commission not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit, with effect from 14.04.2026 to 13.04.2029.

(c) Stock options granted:

During the Financial Year 2025-26, the Company has not granted Stock Options under Employees Stock Option Plan to any of its directors.

(d) Details of the remuneration paid to the Directors/Key Managerial Personnel for the Financial Year ended on March 31, 2026 is as follows:

During the year Directors did not receive any other benefits from the Company apart from the benefits as mentioned below-

(Amount in Rs. in Lakhs)									
S. No	Name	Designation	Gross Salary	Commis sion	Pensions	Sitting Fee	Stock Option/ Sweat Equity/ Bonus	Other Perqui site	Total Amount
Executive Directors									
1.	Mr. Rajiv Jain DIN: 00416121	Chairman and Managing Director	240	-	-	-	-	-	240
2.	Mr. Amit Jain DIN: 00416133	Whole Time Director	240	-	-	-	-	-	240
Non – Executive Directors									

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S. No	Name	Designation	Gross Salary	Commission	Pensions	Sitting Fee	Stock Option/ Sweat Equity/ Bonus	Other Perquisite	Total Amount
3.	Mr. Nayan Ambali DIN: 03312980	Non-Executive Director	-	-	-	1.08	-	-	1.08
4.	Mr. Jatin Chhabra DIN: 08271333	Non-Executive Director	-	-	-	1.50	-	-	1.50
5.	Mr. Bhanu Prakash Verma DIN: 07391257	Nominee Director - SIDBI	-	-	-	0	-	-	0
Non – Executive and Independent Directors									
6.	Mr. Lalit Kumar Jain DIN: 07517615	Independent Director	-	-	-	2.25	-	-	2.25
7.	Dr. Amita Gill DIN: 09066022	Independent Director	-	-	-	1.47	-	-	1.47
8.	Mr. Chandramauli Coorg Subramanian DIN: 10619001	Independent Director	-	-	-	1.65	-	-	1.65
9.	Ms. Debleena Majumdar DIN: 07663430	Independent Director	-	-	-	0.15	-	-	0.15

* As per Nomination Letter received from SIDBI, Mr. Ashok Kumar Pandey ceased to be Nominee director and Mr. Bhanu Prakash Verma was appointed as Nominee Director in place of him w.e.f. 21/07/2025 by board of Directors upon recommendation of Nomination & Remuneration Committee by way of resolution by circulation.

The Non-Executive Directors (NEDs) and Independent Directors (IDs) were paid sitting fees for attending the Board and Committee meetings attended during the period under review.

Details for remuneration of Key Managerial Personnel other than MD/WTD for FY 2025-26

(Amount in Rs in Lakhs)

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity/ Bonus	Total
1	Mr. Vivek Kumar Jain	Chief Financial Officer	31.57	-	-	31.57
2	Ms. Riddhi Sharma	Company Secretary and Compliance Officer	2.45	-	-	2.45

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Note:

1. Mr. Vivek Kumar Jain, CFO has resigned on 1st April 2026 and according to applicable notice period his last working day will be on or before 30th June 2026.

2. Ms. Riddhi Sharma, is appointed as Company Secretary and Company Officer with effect from December 11, 2025.

The Company has a separate policy in accordance with the provisions of the Companies Act, 2013 and other applicable laws and regulations named "Nomination, Remuneration & Compensation Policy" (Formerly known as Nomination, and Remuneration Policy) which is framed as per the rules and regulations of Companies Act, 2013 including amendments thereof and as per the various regulation and directions applicable on the company.

This policy covers the remuneration and compensation structure of the Executive Director, Non- Executive Director, KMP's, Senior Management and other employees.

The '**NOMINATION, REMUNERATION AND COMPENSATION POLICY**' of the company is mentioned in **Annexure "D"**

Further this policy is available on website of company at [https://digamberfinance.com/images/uploadimage/Nomination Remuneration &-Compensation-Policy.pdf](https://digamberfinance.com/images/uploadimage/Nomination_Remuneration_-Compensation-Policy.pdf)

(e) Code of Business Conduct and Ethics:

The Board has laid down a Code of Ethics and Business Conduct (the "Code") for the Board of Directors and employees of the Company. All the Board of Directors and employees of the Company have affirmed compliance with Code of Ethics and Business Conduct for the financial year 2025-2026. A declaration signed by the Managing Director to this effect, is attached to this report as **Annexure C**.

The Board has also adopted a separate code of conduct with respect to duties of Independent Directors as per the provisions of the Act, available on the website of the Company at <https://digamberfinance.com/images/uploadimage/Code-of-Conduct-for-Independent-Director-jn24.pdf>

3. COMPOSITION OF COMMITTEES FORMED BY BOARD OF DIRECTORS (BOARD)

The Board has constituted various committees to delegate particular matters that require greater and more focused attention in the affairs of the Company. All decisions pertaining to the constitution of committees, appointment of members and fixing of terms of reference for committee members is taken by the Board. There are certain roles and responsibilities delegated to the committees by the Board referred in the name and style of "Terms of Reference".

The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required.

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Further, during the Financial year 2025-26, no instances have been observed where the Board has not accepted the recommendations of any of its Committee(s).

The committee structure is divided into two parts Statutory and Non-Statutory Committees as described below:



STATUTORY COMMITTEES

a) AUDIT COMMITTEE

The Audit committee assists the Board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The Audit Committee provides direction to the audit function and monitors the quality of internal and statutory audit. The Audit committee take cares of all matters specified in Section 177 of the Companies Act, 2013 and rules made thereunder and as per the guidelines and directions prescribed by RBI from time to time.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director	Designation
1.	Mr. Lalit Kumar Jain - (Independent Director) DIN: 07517615	Chairman of the Committee
2.	Dr. Amita Gill - (Independent Director) DIN: 09066022	Member
3.	Mr. Nayan Ambali- (Non-Executive Director) DIN: 03312980	Member

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2. Change in Composition:

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this report.

3. Terms of Reference:

The terms of reference broadly include review of internal audit reports and action taken reports, assessment of the efficacy of the internal control systems/ financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the company. The audit committee reviews the compliance with legal and statutory requirements, the Quarterly, Half Yearly and Annual Financial Statements and related party transactions and reports its findings to the Board. The Committee also recommends the appointment of Auditors of the Company. The Committee also oversees the vigil mechanism of the company and ensuring its effective implementation & functioning. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-2026:

S. No.	Date of Meeting	Name of Members/ Directors		
		Mr. Lalit Kumar Jain (Chairman)	Dr. Amita Gill (Member)	Mr. Nayan Ambali (Member)
1	19.05.2025	👤	🖥️	L
	*20.05.2025 (Adjourned Meeting of Audit Committee)	👤	🖥️	L
2	27.08.2025	👤	👤	L
3	21.11.2025	👤	👤	L
4	07.03.2026	👤	L	🖥️
Held during the tenure		4	4	4
Meetings attended		4	3	1
👤 - Physically Present		L- Leave of Absence		
🖥️ - Attended through Video Conferencing		N.A.- Not Applicable		

*The meeting of the committee was originally held on 19/05/2025 with the consent of members who were present during the meeting, the meeting of the committee was adjourned not due to want of Quorum and then resumed on 20/05/2025.

b) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee covers all matters specified in Section 178 of the Companies Act, 2013 and rules made thereunder and as per the guidelines and directions prescribed by RBI from time to time. The committee oversees formation of criteria for determining qualifications, positive attributes and independence of a director to ensure 'Fit and Proper' status of proposed/existing Directors & Senior Management. The Committee ensures evaluations of Director's performance and recommends to the Board appointment/removal based on his/her performance and other matters related to remuneration for Directors, Key Managerial Personnel and Senior Management etc.

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1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director	Designation
1.	Mr. Lalit Kumar Jain- (Independent Director) DIN: 07517615	Chairman of the Committee
2.	Dr. Amita Gill- (Independent Director) DIN: 09066022	Member
3.	Mr. Jatin Chhabra- (Non-Executive Director) DIN: 08271333	Member
4.	Mr. Nayan Ambali- (Non- Executive Director) DIN: 03312980	Member

2. Change in Composition:

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this report.

3. Terms of Reference:

The Committee formulates the criterion for determining qualifications, positive attributes and independence of a Director. It is responsible for ensuring 'fit and proper' status of proposed/existing Directors. The Committee carries out the evaluations of Director's performance and recommend to the Board appointment/removal based on his/her performance. The committee make recommendations to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and Executive Directors' remuneration and incentive. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

Meetings and Attendance during the Financial year 2025-26:

S. No	Date of Meeting	Name of Members/ Directors			
		Mr. Lalit Kumar Jain (Chairman)	Mr. Jatin Chhabra (Member)	Dr. Amita Gill (Member)	Mr. Nayan Ambali (Member)
1.	16.05.2025	👤	👤	👤	👤
2.	05.06.2025	👤	👤	👤	👤
3.	11.12.2025	👤	👤	👤	L
Held during the tenure		3	3	3	3
Meetings attended		3	3	3	2

Note: The Company has passed the resolution through circulation on 19th July, 2025. The resolution by circulation dated 16th July, 2025 was noted by the committee members in the committee meeting held on 11.12.2025.

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c) **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee ("CSR Committee") has been constituted as per the provisions of Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 (including any amendment thereto or re-enactment thereof). The Committee has been constituted to formulate and recommend to the Board of Directors, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company, recommend the amount of expenditure to be incurred on such activities and monitor the corporate social responsibility policy of the company from time to time.

1. **Composition, Name of Members and Chairperson:**

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director	Designation
1.	Mr. Rajiv Jain- (Managing Director) DIN: 00416121	Chairman of the Committee
2.	Mr. Lalit Kumar Jain- (Independent Director) DIN: 07517615	Member
3.	Mr. Jatin Chhabra- (Non-Executive Director) DIN: 08271333	Member




2. **Change in Composition:**

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this report.

3. **Terms of Reference:**

The Committee is responsible for reviewing and recommending the Board the amount of expenditure to be incurred on CSR activities. The Committee formulates and recommends to the Board, the Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as per Companies Act, 2013 and rules made thereunder. The Committee monitors and reviews the CSR activities of the Company on regular intervals. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by Board of Directors of Company.

4. **Meetings and Attendance during the Financial Year 2025-2026:**

S. No.	Date of Meeting	Name of Members/ Directors		
		Mr. Rajiv Jain (Chairman)	Mr. Lalit Jain (Member)	Mr. Jatin Chhabra (Member)
1.	16.05.2025			
Held during the tenure		1	1	1
Meetings attended		1	1	1

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Note:

The Company has passed the resolution through circulation on 11th February, 2026 and 27th February, 2026. The resolution by circulation dated 11th February, 2026 and 26th February, 2026 respectively was noted by the committee members in the committee meeting held on 03.06.2026.

d) ASSETS LIABILITY MANAGEMENT (“ALCO”) COMMITTEE

NBFCs are exposed to credit and market risks in view of the asset-liability transformation or transactions. Competition for business; involving both the assets and liabilities has brought pressure on the management to maintain a good balance among spreads, profitability and long-term viability. Imprudent liquidity management can put earnings and reputation at risk. The management have to base their business decisions on a dynamic and integrated risk management system and process, driven by corporate strategy.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director/ Member	Designation
1.	Mr. Rajiv Jain- (Managing Director) DIN: 00416121	Chairman of the Committee
2.	Mr. Amit Jain- (Whole Time Director) DIN: 00416133	Member
3.	Mr. Devendra Kumar Galav, National Business Head	Member
4.	Mr. Dharmendra Kumar Jangid (Vice - President)	Member
5.	Mr. Shashank Y. Kumar (Head – Accounts & Finance)	Member

2. Change in Composition:

Mr. Naveen Kumar Mallik, Chief Business officer ceased to be the members of the committee w.e.f. 28th February, 2026.

Mr. Devendra Kumar Galav, National Business Head was appointed as the member of the committee w.e.f. 13th March, 2026.

Mr. Vivek Kumar Jain, Chief Financial officer ceased to be the members of the committee w.e.f. 04th April, 2026.

3. Terms of Reference:

The Committee is responsible for reviewing, updating and approving asset liability management policies and procedures. The Committee reviews major capital-based ratios along with ALM on quarterly basis. The Committee is responsible for determining the appropriate mix of available funding sources utilized to ensure company liquidity is managed prudently and appropriately. The Committee overviews the concerns regarding asset liability mismatches, Liquidity Risk Management and liquidity positions of all branches of the company. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

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Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors					
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Naveen Kumar Mallik	Mr. Vivek Kumar Jain (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Shashank Y. Kumar (Member)
1.	16.05.2025	👤	👤	👤	👤	👤	👤
2.	28.08.2025	👤	👤	👤	👤	👤	👤
3.	17.11.2025	👤	👤	👤	👤	👤	👤
4.	24.02.2026	👤	👤	👤	👤	👤	👤
Held during the tenure		4	4	4	4	4	4
Meetings attended		4	4	4	4	4	4

e) CLIENT GRIEVANCE REDRESSAL COMMITTEE (FORMALLY KNOWN AS OMBUDSMAN COMMITTEE)

Digamber Capfin Limited is engaged in micro finance activity and has a huge client base. Therefore, to comply with the rules and regulation issued under Fair Practice Code issued by Reserve Bank of India (as amended from time to time) and to put focus on the Client Grievance Redressal Mechanism. It is necessary to have a dedicated team for timely redress various grievances of borrowers. So to provide the highest quality of services to its borrowers and ensure day to day protection and redress grievances of all its borrowers, the Company has formed Client Grievance Redressal Committee (formally known as Ombudsman Committee) with the approval of Board of Directors.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Member	Designation
1.	Mr. Dilip Kumar Morwal, Chief Compliance Officer	Chairman of the Committee
2.	Mr. Dharmendra Kumar Jangid, Vice President	Member
3.	Mr. Srikant Bohara, Head-Branch Audit	Member
4.	Mr. Jugal Kishore Jangid, Manager - MIS	Member

2. Change in Composition:

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this report.

3. Terms of Reference:

The Committee is responsible for taking notes on Client Grievance Mechanism and for developing, reviewing and approving the principles guidelines Client Grievance Mechanism. The Committee is also responsible for appointing Ombudsman or/ authorize any member of committee or to other person as mutually agreed by the committee to investigate the

DIGAMBER CAPFIN LIMITED

complaint, if required, at the option of members in the committee. The Committee monitors all other activities as mentioned in the Terms of Reference approved by Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members			
		Mr. Dilip Kumar Morwal (Chairman)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Srikant Bohara (Member)	Mr. Jugal Kishor Jangid (Member)
1.	03.06.2025	👤	👤	👤	👤
2.	22.09.2025	👤	👤	👤	👤
3.	30.10.2025	👤	👤	👤	👤
4.	21.11.2025	👤	👤	👤	👤
5.	28.01.2026	👤	👤	👤	👤
6.	26.02.2026	👤	👤	👤	👤
7.	25.03.2026	👤	👤	👤	👤
Held during the tenure		7	7	7	7
Meetings attended		7	7	7	7
		👤 - Physically Present		L- Leave of Absence	
		🗺 - Attended through Video Conferencing		N.A. - Not Applicable	

f) IT STEERING COMMITTEE

The Company is engaged in micro finance activity since 2009, having huge client base. The company being a Middle Layer NBFC-MFI, and in pursuant to Reserve Bank of India ("RBI") Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 07, 2023, the Company constituted IT Steering Committee to oversee and monitor IT Governance, Risk, Controls, Assurance Practices and Business Continuity/ Disaster Recovery Management.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director/ Member	Designation
1.	Mr. Amit Jain- (Whole-Time Director) DIN: 00416133	Chairman of the Committee
2.	Mr. Dharendra Pratap (Chief Technology Officer)	Member
3.	Mr. Devendra Kumar Galav- (National Business Head)	Member
4.	Mr. Dharmendra Kumar Jangid- (Vice President)	Member
5.	Mr. Shashank Y. Kumar- (Head Accounts & Finance)	Member

2. Change in Composition:

Mr. Dharendra Pratap (Chief Technology Officer) was appointed as member of the Committee w.e.f. 05/09/2025.

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Mr. Naveen Kumar Mallik, Chief Business Officer ceased to be member of the Committee w.e.f. 28/02/2026.

Mr. Devendra Kumar Galav- (National Business Head), was appointed as member of the Committee w.e.f. 13/03/2026.

Mr. Shashank Y. Kumar- (Head Accounts & Finance) was appointed as member of the Committee w.e.f. 04/04/2026.

Mr. Vivek Kumar Jain, Chief Financial Officer ceased to be member of the Committee w.e.f. 04/04/2026.

3. Terms of Reference:

The IT steering Committee is framed to assist the IT Strategy Committee in strategic IT planning, and oversees the IT performance to ensure that IT Activities are aligned with business needs. It ensures implementation of a robust IT architecture meeting statutory and regulatory compliance and provides Updates to IT Strategy Committee periodically on the activities of IT Steering Committee. The Committee Oversee that the processes are put in place for business continuity and disaster recovery and ensure any other responsibility as may be entrusted to it by Board of the company from time to time. The Committee monitors all other activities as mentioned in the Terms of Reference approved by Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-26:

S. No	Date of Meeting	Name of Members/ Directors				
		Mr. Amit Jain (Chairman)	Mr. Vivek Kumar Jain (Member)	Mr. Naveen Kumar Mallik (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Dharendra Pratap (Member)
1.	05.05.2025	L	👤	👤	👤	NA
2.	13.08.2025	👤	👤	👤	👤	NA
3.	04.11.2025	👤	👤	👤	👤	👤
4.	10.02.2026	👤	L	L	👤	👤
Held during the tenure		4	4	4	4	2
Meetings attended		3	3	3	4	2
		👤 - Physically Present		L- Leave of Absence		
		👤 - Attended through Video Conferencing		N.A.- Not Applicable		

g) IT STRATEGY COMMITTEE

Pursuant to Reserve Bank of India Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 07, 2023 and guidelines for Information Technology Framework for the NBFC sector ("Guidelines"), the company constituted IT Strategy Committee to oversee Information Technology (IT) IT Governance, Risk, Controls, Assurance Practices, Business Continuity, Disaster Recovery Management and Information Systems Audit to consist of three directors of the company as members of the

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committee. The Chairman of the IT Strategy Committee is an independent director with substantial IT expertise (over 20 years of pioneering expertise in technology, artificial intelligence, product management, and consulting) and members are technically competent persons.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director/Member	Designation
1.	Mr. Chandramauli Coorg Subramanian (Independent Director) DIN: 10619001	Chairman of the Committee
2.	Mr. Amit Jain (Whole-time Director) DIN: 00416133	Member
3.	Mr. Nayan Ambali (Non-Executive Director) DIN: 03312980	Member












2. Change in Composition:

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this report.

3. Terms of Reference:

The IT strategy Committee is responsible for ensuring that the management has put an effective strategic planning process in its place. The Committee also monitors and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives. Committee ensure that IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the Company. The committee review the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company. The Committee monitors all other activities as mentioned in the Terms of Reference approved by Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors		
		Mr. Chandramauli Coorg Subramanian (Chairman)	Mr. Amit Jain (Member)	Mr. Nayan Ambali (Member)
1.	05.05.2025			
2.	14.08.2025			L
3.	05.11.2025			L
4.	12.02.2026			L
Held during the tenure		4	4	4
Meetings attended		4	4	1
 - Physically Present  - Attended through Video Conferencing L- Leave of Absence N.A. - Not Applicable				

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h) INTERNAL COMMITTEE

This Committee has been constituted as per the provisions laid down in the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as "Act") as well as the terms of employment.

The purpose of this committee is to provide protection against sexual harassment of women at workplace and for the prevention and Redressal of complaints of sexual harassment and for matters connected therewith. Sexual harassment results in violation of the fundamental rights of a woman to equality under Articles 14 and 15 of the Constitution of India and her right to life and to live with dignity under Article 21 of the Constitution and right to practice any profession or to carry on any occupation, trade or business with includes a right to a safe environment free from sexual harassment.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Member	Designation
1.	Mrs. Riddhi Sharma (Senior Manager –Compliance)	Presiding Officer
2.	Mr. Shashank Y. Kumar (Head- Accounts & Finance)	Internal Member
3.	Ms. Kamini Sharma (Senior Manager - HR)	Internal Member
4.	Ms. Charu Gupta	External Member

2. Change in Composition:

Mr. Satyendra Chauhan (Head-Human Resource) ceased to be the member of the Committee w.e.f. 24.03.2026.

3. Terms of Reference:

The Committee is responsible for implementing the policy relating to prevention of sexual harassment at workplace and investigating every formal written complaint of sexual harassment. The Committee is also responsible for taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

4. Meetings and Attendance during the financial year 2025-26:

No meeting was held during the financial year 2025-2026.

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i) **NEW PRODUCT COMMITTEE**

The New Product Committee has been constituted as per the Reserve Bank's guidelines on 'Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs' dated October 22, 2021 and RBI Circular on Compliance Function and Role of Chief Compliance Officer (CCO) – NBFCs dated April 11, 2022 to Conduct intensive monitoring of all the new products and ensure that the indicative parameters of compliance risk are adequately monitored.

1. **Composition, Name of Members and Chairperson:**

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director/ Member	Designation
1.	Mr. Rajiv Jain (Chairman & Managing Director) DIN: 00416121	Chairman of the Committee
2.	Mr. Amit Jain (Whole-time Director) DIN: 00416133	Member
3.	Mr. Dilip Kumar Morwal (Chief Compliance Officer "CCO")	Member (Only on Advisory Role)
4	Mr. Dharmendra Kumar Jangid (Vice President)	Member
5.	Mr. Shashank Y. Kumar (Head Accounts & Finance)	Member

2. **Change in Composition:**

Mr. Vivek Kumar Jain, Chief Financial Officer ceases to be member of the Committee w.e.f. 04/04/2026.

Mr. Shashank Y. Kumar (Head Accounts & Finance) was appointed as member of the Committee w.e.f. 04/04/2026.

3. **Terms of Reference:**

The Committee thorough analysis and risk mitigation for the compliance risks in all new products and processes by way of necessary checks and balances before launching, making decisions in respect of product proposals, conduct intensive monitoring of all the new products and develop a streamlined, focused and controlled procedure for initial assessment, development, testing and deployment of bank products. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

4. **Meetings and Attendance during the Financial year 2025-26:**

S. No.	Date of Meeting	Name of Members/ Directors					
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Vivek Kumar Jain (Member)	Mr. Dilip Kumar Morwal (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Shashank Y. Kumar (Member)
1.	11.04.2025	👤	👤	👤	👤	👤	NA
2.	18.09.2025	👤	👤	👤	👤	👤	NA

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S. No.	Date of Meeting	Name of Members/ Directors					
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Vivek Kumar Jain (Member)	Mr. Dilip Kumar Morwal (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Shashank Y. Kumar (Member)
	Held during the tenure	2	2	2	2	2	NA
	Meetings attended	2	2	2	2	2	NA
		👤 - Physically Present			L- Leave of Absence		
		📺 - Attended through Video Conferencing			N.A.- Not Applicable		

j) COMMITTEE OF EXECUTIVES FOR FRAUD RISK MANAGEMENT (COMMITTEE OF EXECUTIVES)

The Committee of Executives for Fraud Risk Management "COE" was constituted on August 21, 2024 as per the Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) dated July 15, 2024. The primary purposes of this committee are aimed at enhancing fraud prevention, early detection, and timely reporting the same to the RBI. The Committee shall also enforce strict accountability measures for staff involved in fraudulent activities, ensure timely reporting of incidents to law enforcement agencies and RBI, and adhere to penal measures for entities and individuals involved in fraudulent activities.

1. Composition, Name of Members and Chairperson:

As on the date of signing of this report, the Committee comprises of the following:

S. No.	Name of the Member	Designation
1.	Mr. Amit Jain, Whole Time Director	Chairman of the Committee
2.	Mr. Dilip Kumar Morwal, Chief Compliance Officer	Member
3.	Mr. Devendra Kumar Galav, National Business Head	Member
4.	Mr. Shashank Y. Kumar (Head Accounts & Finance)	Member
5.	Ms. Kamini Sharma (Senior Manager-HR)	Member

2. Change in Composition:

Mr. Naveen Kumar Mallik, Chief Business Officer ceased to member of the Committee w.e.f. 28/02/2026.

Mr. Satyendra Chauhan, Head – Human Resource ceased to member of the Committee w.e.f. 24/03/2026.

Mr. Vivek Kumar Jain, Chief Financial Officer ceased to member of the Committee w.e.f. 04/04/2026.

Mr. Devendra Kumar Galav, National Business Head and Ms. Kamini Sharma (Senior Manager-HR) were appointed as member of the Committee w.e.f. 13/03/2026

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Mr. Shashank Y. Kumar (Head Accounts & Finance) was appointed as member of the Committee w.e.f. 04/04/2026.

3. Terms of Reference:

The terms of reference of this committee is aimed at enhancing fraud prevention, early detection, and timely reporting the same to the RBI; to oversee the effectiveness of the fraud risk management in the company; to review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimizing the incidence of frauds; to identify suitable indicators and parameter for effective EWS system to monitor and prevent fraudulent activities. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors						
		Mr. Amit Jain (Chairman)	Mr. Vivek Kumar Jain (Member)	Mr. Naveen Kumar Mallik (Member)	Mr. Dilip Kumar Morwal (Member)	Mr. Satyendra Chauhan (Member)	Mr. Devendra Kumar Galav (Member)	Ms. Kamini Sharma (Member)
1.	28.11.2025	👤	👤	👤	👤	👤	N.A.	N.A.
2.	20.03.2026	👤	L	N.A.	👤	L	👤	👤
Held during the tenure		2	2	1	2	2	1	1
Meetings attended		2	1	1	2	1	1	1
👤 - Physically Present					L- Leave of Absence			
🗺️ - Attended through Video Conferencing					N.A.- Not Applicable			

k) INFORMATION SECURITY COMMITTEE

The Information Security Committee "ISC" has been constituted on 20th July, 2024 as per the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 07, 2023. The primary purposes of formation of this committee is to manage information and cyber security under the oversight of the Information Technology Strategy committee.

1. Composition, Name of Members and Chairperson:

As on the date of signing of this report, the Committee comprises of the following:

S. No.	Name of the Member	Designation
1.	Ms. Shilpa H (Chief Information Security Officer)	Chairman of Committee
2.	Mr. Amit Jain (Whole Time Director)	Member
3.	Mr. Devendra Kumar Galav (National Business Head)	Member

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S. No.	Name of the Member	Designation
4.	Mr. Dharmendra Kumar Jangid (Vice President)	Member

2. Change in Composition:

Mr. Dilip Kumar Morwal, Chief Compliance Officer, ceased to be a member of the committee w.e.f. 19.05.2025 and Mr. Amardeep Kumar, Chief Information Security Officer was appointed as Chairman of the Committee w.e.f. 19.05.2025 respectively.

Mr. Amardeep Kumar, Chief Information Security Officer ceased to be a member of the committee w.e.f. 20.08.2025.

Ms. Shilpa H, Chief Information Security Officer was appointed as Chairman of the Committee w.e.f. 05.09.2025.

Mr. Naveen Kumar Mallik, Chief business Officer ceased to be a member of the committee w.e.f. 28.02.2026.

Mr. Devendra Kumar Galav (National Business Head), was appointed as member of the Committee w.e.f. 13/03/2026.

3. Terms of Reference:

The term of reference of this committee is aimed to manage information and cyber security under the oversight of the IT Strategy Committee; development of information/ cyber security policies, implementation of policies, standards and procedures to ensure that all identified risks are managed within the company's risk appetite; Reviewing cyber incidents, information systems audit observations, monitoring and mitigation activities; Updating IT Strategy Committee and CEO periodically on the activities of ISC. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the IT Strategy Committee of the Company.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors				
		Mr. Shilpa H (Chairman)	Mr. Amit Jain (Member)	Mr. Naveen Kumar Mallik (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Devendra Kumar Galav (Member)
1.	25.09.2025	👤	👤	👤	👤	N.A.
2.	10.02.2026	👤	👤	👤	👤	N.A.
Held during the tenure		2	2	2	2	N.A.
Meetings attended		2	2	2	2	N.A.
		👤 - Physically Present			L- Leave of Absence	
		📺 - Attended through Video Conferencing			N.A.- Not Applicable	

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I) RISK MANAGEMENT COMMITTEE

In the normal course of business, the company is exposed to face different types risk like reputational risk, credit risk, interest rate risk, liquidity risk, operational risk, compliance risk and various others. The management of the company have to base their business decisions on a dynamic and integrated risk management system and process, driven by corporate strategy. Therefore, the Board of Directors constituted Risk Management Committee for effective risk management systems that address the issues relating above risks and to take steps to monitor and mitigate them. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director/ Member	Designation
1.	Mr. Amit Jain- (Whole Time Director)	Chairman of the Committee
2.	Mr. Dilip Kumar Morwal (Chief Compliance Officer)	Member (Advisory Role)
3.	Mr. Dharendra Pratap (Chief Technology Officer)	Member
4.	Mr. Devendra Kumar Galav (National Business Head)	Member
5.	Mr. Dharmendra Kumar Jangid- (Vice- President)	Member
6.	Ms. Shilpa H (Chief Information Security Officer)	Member
7.	Ms. Shashank Y Kumar (Head- Accounts& Finance)	Member
8.	Ms. Kamini Sharma (Senior Manager-HR)	Member

2. Change in Composition:

Mr. Dharendra Pratap, Chief Technology Officer and Ms. Shilpa H, Chief Information Security Officer of the Company was appointed as member of the Committee w.e.f. September 05, 2025.

Mr. Naveen Kumar Mallik, Chief Business Officer of the company ceased to be member of the Committee w.e.f. February 28, 2026;

Mr. Satyendra Chauhan, Head – Human Resource ceased to be member of the Committee w.e.f. March 24, 2026;

Mr. Vivek Kumar Jain ceased to be member of the Committee w.e.f. April 04, 2026

Mr. Devendra Kumar Galav, National Business Head and Ms. Kamini Sharma, Senior Manager-HR were appointed as member of the Committee w.e.f. March 13, 2026.

Mr. Shashank Y. Kumar was appointed as member of the committee w.e.f. April 04, 2026

DIGAMBER CAPFIN LIMITED

3. Terms of Reference:

The term of reference of this committee is aimed to assist the Board in setting risk strategy policies in liaison with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and reporting; to review and assess the quality, integrity and effectiveness of the risk management systems and ensure that the risk policies and strategies are effectively managed and the nature, role, responsibility and authority of the risk management function within the company and outline the scope of risk management work. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors							
		Mr. Amit Jain (Chairman)	Mr. Dilip Kumar Morwal (Member)	Mr. Naveen Kumar Mallik (Member)	Mr. Vivek Kumar Jain (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Satyendra Chauhan (Member)	Mr. Dhirendra Pratap (Member)	Ms. Shilpa H (Member)
1.	28.05.2025	👤	👤	👤	👤	👤	👤	N.A.	N.A.
2.	28.08.2025	👤	👤	👤	👤	👤	👤	N.A.	N.A.
3.	18.11.2025	👤	👤	👤	👤	👤	👤	🖥️	🖥️
4.	10.12.2025	👤	👤	👤	👤	👤	👤	L	L
5.	12.01.2026	👤	👤	L	L	👤	👤	L	L
6.	25.02.2026	👤	👤	👤	👤	👤	L	🖥️	🖥️
Held during the tenure		6	6	6	6	6	6	4	4
Meetings attended		6	6	5	5	6	5	2	2
👤 - Physically Present						L- Leave of Absence			
🖥️ - Attended through Video Conferencing						N.A.- Not Applicable			

NON-STATUTORY COMMITTEES

m) CREDIT COMMITTEE (MICRO-FINANCE)

The Company has a dedicated team for approving or disapproving request of clients for credit depending upon the credit-worthiness of the clients. The Board of Directors provides guidelines and procedure to approve loan to members as per the RBI guidelines and as may be required from time to time. The Committee is responsible for approving the member's requests for credit. This Committee also ensures regular compliance of loan policies and procedures. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

1. Composition, Name of Members and Chairperson:

As on the date of signing of this report, the Committee comprises of the following:

DIGAMBER CAPFIN LIMITED

J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018
 CIN: U67120RJ1995PLC009862 Website: www.digamberfinance.com Contact No.: +911412700233-234
 Email id: info@digamberfinance.com

S. No.	Name of the Member	Designation
1.	Mr. Dharmendra Kumar Jangid- (Vice President)	Chairman of the Committee
2.	Mrs. Preeti Chopra- (Assistant Head-Credit)	Member
3.	Mr. Subhash Kumawat -(Manager-Credit)	Member
4.	Mr. Manoj Kumar Jat (Manager-Credit)	Member







2. Change in Composition:

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this Report.

3. Terms of Reference:

The term of reference of this committee is aimed to assist the Board in regularly compliance and review loan policies; approve or disapprove the request of clients for credit as per creditworthiness of the clients as per policy of the company; recommend changes in policy, procedures and underwriting guidelines to the board of directors and grant sound loans as per overall financial stability of clients.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors			
		Mr. Dharmendra Kumar Jangid (Chairman)	Ms. Preeti Chopra (Member)	Mr. Subhash Kumawat (Member)	Mr. Manoj Kumar Jat (Member)
1.	15.05.2025				
Held during the tenure		1	1	1	1
Meetings attended		1	1	1	1
		 - Physically Present		L- Leave of Absence	
		 - Attended through Video Conferencing		N.A.- Not Applicable	

n) MANPOWER PLANNING AND APPRAISAL COMMITTEE (formerly known as Staff Appraisal Committee)

Along with the growth of the operations of the company, the requirement for human resource also increases. Recruitment of staff for both corporate office and branches along with their appraisal, forms an integral part of day-to-day operations of the Company. The Company's human resource numbers have increased significantly. Now, the Company is a family of 1800+ employees. Accordingly, the Company has constituted a separate committee called a Manpower Planning and Appraisal Committee (Formally known as Staff Appraisal Committee) for governing all matters related to personnel other than Directors and Senior Management.

The Committee is responsible for reviewing the recruitment and selection process of all staff except Directors, key managerial personal and senior management of the Company. The

DIGAMBER CAPFIN LIMITED

Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director/Member	Designation
1.	Mr. Rajiv Jain- (Managing Director) DIN: 00416121	Chairman of the Committee
2.	Mr. Amit Jain- (Whole Time Director) DIN: 00416133	Member
3.	Mr. Shashank Y. Kumar (Head Accounts & Finance)	Member
4.	Mr. Dharmendra Kumar Jangid (Vice – President)	Member
5.	Ms. Kamini Sharma (Senior Manager - Human Resource)	Member

2. Change in Composition:

Ms. Kamini Sharma was appointed as member of the committee w.e.f. 13.03.2026.

Mr. Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026 and Mr. Satyendra Chauhan ceased to be member of the Committee w.e.f. 24.03.2026

Mr. Shashank Y. Kumar was appointed as member of the committee w.e.f. 04.04.2026.

3. Terms of Reference:

The term of reference of this committee is aimed to assist the Board in formulating and reviewing the criteria for determining qualifications, attributes of staff based on their designation requirement; review all appointments made for the corporate office and branch offices; to carry out evaluations of staff performance and determine their appointment/promotion based on his/her performance and to approve yearly appraisal/promotion/ increment, whenever occurred of all staff based on their performance during the period.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors				
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Vivek Kumar Jain (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Satyendra Chauhan (Member)
1.	30.04.2025	👤	👤	👤	👤	👤
2.	08.08.2025	👤	👤	👤	👤	👤
3.	16.10.2025	👤	👤	👤	👤	👤
4.	06.03.2026	👤	👤	👤	👤	👤
Held during the tenure		4	4	4	4	4
Meetings attended		4	4	4	4	4

DIGAMBER CAPFIN LIMITED

S. No.	Date of Meeting	Name of Members/ Directors				
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Vivek Kumar Jain (Member)	Mr. Dharmendra Kumar Jangid (Member)	Mr. Satyendra Chauhan (Member)
		👤 - Physically Present			L- Leave of Absence	
		🖥️ - Attended through Video Conferencing			N.A.- Not Applicable	

o) PROJECT ADVISORY COMMITTEE (PAC)

The Company is primarily engaged in providing micro-finance to low-income households in India. These individuals are predominantly located in rural areas which have no or very limited access to loans from other financial institutions. The Company extends loans to them mainly for use in small businesses or for other income generating activities. For this purpose of on-lending, the company has availed financial assistance from various banks and Financial Institutions. One such Lender is SIDBI from which company was availed financial assistance under PRAYAAS SCHEME. As per the guidelines of SIDBI's PRAYAAS SCHEME the company have to constitute committee in the name and style of "Project Advisory Committee" to review the operations and progress of arrangement availed under the scheme. One of the member from SIDBI is part of this committee to guide the committee for implementation of PRAYAAS SCHEME. The objective of the committee is to review the operations and progress of arrangement availed under the SIDBI PRAYAAS SCHEME.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director/Member	Designation
1.	Mr. Dharmendra Kumar Jangid (Vice-President)	Chairman of the Committee
2.	Mrs. Preeti Verma (Assistant Head-Credit)	Member
3.	Authorised Person/Nominee of SIDBI	Member

2. Change in Composition:

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this Report.

3. Terms of Reference:

The terms of reference of this committee is aimed to review the operations and progress of arrangement availed under the SIDBI Prayaas Scheme; to oversee the compliance status of terms & conditions of limit sanctioned by SIDBI; to review the progress of the livelihood of the borrower(s) after the assistance under the PRAYAAS Scheme and to act as a tool to monitor the progress and other operational related matters under the arrangement.

DIGAMBER CAPFIN LIMITED

4. Meetings and Attendance during the Financial year 2025-26:

No meeting was held during the Financial year 2025-2026.

p) STAKEHOLDER RELATIONSHIP COMMITTEE

This Committee has been constituted as a good corporate governance practice for taking care of the grievances of all the stakeholders such as shareholders, debenture holders, banks etc. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director	Designation
1.	Mr. Rajiv Jain (Chairman & Managing Director) DIN: 00416121	Chairman of the Committee
2.	Mr. Amit Jain (Whole time Director) DIN: 00416133	Member
3.	Mr. Jatin Chhabra (Non- Executive Director) DIN: 08271333	Member
4.	Mr. Lalit Kumar Jain (Independent Director) DIN: 07517615	Member

2. Change in Composition:

There was no change in the composition of the Committee during the Financial Year 2025-2026 and as on the date of signing of this report.

3. Terms of Reference:

The terms of reference broadly include to look into various aspects of interest of shareholders, debentures holder and other security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividend, issue of new/ duplicate share certificates, measures taken for effective exercise of voting rights by shareholders. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors			
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Lalit Kumar Jain (Member)	Mr. Jatin Chhabra (Member)
1.	07.03.2026	👤	👤	👤	👤
Held during the tenure		1	1	1	1
Meetings attended		1	1	1	1
		👤 - Physically Present		L- Leave of Absence	
		📺 - Attended through Video Conferencing		N.A.- Not Applicable	

DIGAMBER CAPFIN LIMITED

q) ENVIRONMENTAL, SOCIAL & GOVERNANCE (ESG) COMMITTEE

The Company is committed towards carrying out its operations in line with the ESG framework. To frame a transparent monitoring mechanism for implementation of ESG projects or programs or activities undertaken by the Company, the Board of Directors constituted the Environmental, Social & Governance (ESG) Committee. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director / Member	Designation
1.	Mr. Amit Jain (Whole time Director) DIN: 0041 6133	Chairman of the Committee
2.	Ms. Shweta Jain (Head- CSR Activities)	Member
3.	Ms. Shilpa Ajmera (Head- ESG Activities)	Member
4.	Mr. Chandramouli Coorg Subhramaian (Independent Director)	Member
5.	Mr. Dilip Kumar Morwal (Chief Compliance Officer)	Member

2. Change in Composition:

Mr. Chandramouli Coorg Subhramaian, Independent Director and Shareholder was appointed as member of the Committee w.e.f. January 12, 2026.

3. Terms of Reference:

The terms of reference of this committee broadly includes to carry on activities related to Environmental, social and governance; to frame a transparent monitoring mechanism for implementation of ESG projects, programs or activities; to monitor the functioning of the ESG policy to ensure effective performance and to track the recent developments and updates under ESG and Periodical review of the policies and its implementation.

4. Meetings and Attendance during the Financial year 2025-26:

S. No.	Date of Meeting	Name of Members/ Directors				
		Mr. Amit Jain (Chairman)	Ms. Shweta Jain (Member)	Ms. Shilpa Ajmera (Member)	Mr. Dilip Kumar Morwal (Member)	Mr. Chandramouli Coorg Subhramaian (Member)
1.	26.05.2025	👤	👤	👤	👤	NA
2.	12.02.2026	👤	👤	👤	👤	L
Held during the tenure		2	2	2	2	1
Meetings attended		2	2	2	2	0
		👤 - Physically Present 📺 - Attended through Video Conferencing		L- Leave of Absence N.A.- Not Applicable		

DIGAMBER CAPFIN LIMITED

r) EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors has been constituted as per Clause 94 of Article of Association of the Company and pursuant to the provisions of Section 179 (3) of the Companies Act, 2013 and rules provided for this purpose to assist the Board for the matters specified in clauses (d) to (f) of sub-section (3) of Section 179 of Companies Act, 2013 and other matters for smooth working of day-to-day affairs of the Company. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

1. Composition, Name of Members and Chairperson:

As on the date of this report, the Committee comprises of the following:

S. No.	Name of the Director	Designation
1.	Mr. Rajiv Jain (Managing Director) DIN: 00416121	Chairman of the Committee
2.	Mr. Amit Jain (Whole time Director) DIN: 00416133	Member
3.	Mr. Dharmendra Kumar Jangid (Vice President)	Member

2. Change in Composition:













Mr. Dharmendra Kumar Jangid, Vice President was appointed as member of the Committee w.e.f. April 04, 2026.

Mr. Vivek Kumar Jain, Chief Financial Officer ceased to be a member of the Committee w.e.f. April 04, 2026.

3. Terms of Reference:

The terms of reference broadly include borrowing power under the authority provided by Board/ shareholders; invest funds of the company subject to guidelines provided by Reserve Bank of India for this purpose, account opening both in terms of borrowings & for operational functioning of the company, any authorization for regular business affairs, approval/ review of Operational policies of the company necessary for conducting operations of the company. The Committee monitors all other activities as mentioned in the Terms of Reference as approved by the Board of Directors of Company.

4. Meetings and Attendance during the Financial year 2025-26:

Sr. No.	Date of Meeting	Name of Members/ Directors		
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Vivek Kumar Jain (Member)
1.	07.04.2025			
2.	09.05.2025			
3.	20.06.2025			
4.	24.06.2025			

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Sr. No.	Date of Meeting	Name of Members/ Directors		
		Mr. Rajiv Jain (Chairman)	Mr. Amit Jain (Member)	Mr. Vivek Kumar Jain (Member)
5.	16.07.2025	👤	👤	👤
6.	28.07.2025	👤	👤	👤
7.	02.08.2025	👤	👤	👤
8.	13.08.2025	👤	👤	👤
9.	25.08.2025	👤	👤	👤
10.	23.09.2025	👤	👤	👤
11.	30.09.2025	👤	👤	👤
12.	07.10.2025	👤	👤	👤
13.	29.10.2025	👤	👤	👤
14.	03.11.2025	👤	👤	👤
15.	15.11.2025	👤	👤	👤
16.	26.11.2025	👤	👤	👤
17.	09.12.2025	👤	👤	👤
18.	23.12.2025	👤	👤	👤
19.	23.01.2026	👤	👤	👤
20.	20.02.2026	👤	👤	👤
21.	02.03.2026	👤	👤	👤
Held during the tenure		21	21	21
Meetings attended		21	21	21

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 CIN: U67120RJ1995PLC009862 Website: www.digamberfinance.com Contact No.: +911412700233-234
 Email id: info@digamberfinance.com

DETAILED COMPOSITION OF ALL THE COMMITTEES OF THE BOARD OF THE COMPANY AS ON 31ST MARCH, 2026

Committee	Sl. No.	Name of Director/ Management Personnel	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC	
					Held	Attended		
1	Executive Committee	1.	Mr. Rajiv Jain	27/04/2017	Chairperson	21	21	2559277
		2.	Mr. Amit Jain	27/04/2017	Member	21	21	2368113
		3.	Mr. Vivek Kumar Jain	25/02/2025	Member	21	21	0
		4.	Mr. Dharmendra Kumar Jangid	04/04/2026	Member	NA	NA	25754
		❖ Mr. Vivek Kumar Jain ceased to be member of the Committee w.e.f 04.04.2026. ❖ Mr. Dharmendra Kumar Jangid was appointed as member of the committee w.e.f. 04.04.2026.						
2	Audit Committee	1.	Mr. Lalit Kumar Jain	03/10/2016	Chairperson of Committee	4	4	0
		2.	Dr. Amita Gill	05/07/2022	Member	4	3	0
		3.	Mr. Nayan Ambali	05/07/2022	Member	4	1	0
3	Nomination and Remuneration Committee	1.	Mr. Lalit Kumar Jain	03/10/2016	Chairperson of Committee	3	3	0
		2.	Mr. Jatin Chhabra	21/01/2019	Member	3	3	103300
		3.	Dr. Amita Gill	05/07/2022	Member	3	3	0
		4.	Mr. Nayan Ambali	20/07/2024	Member	3	2	0
4	Corporate Social Responsibility Committee	1.	Mr. Rajiv Jain	02/07/2018	Chairperson of Committee	1	1	2559277
		2.	Mr. Jatin Chhabra	18/07/2019	Member	1	1	103300
		3.	Mr. Lalit Kumar Jain	02/07/2018	Member	1	1	0
5	Credit Committee	1.	Mr. Dharmendra Kumar Jangid	03/10/2016	Chairperson of Committee	1	1	25754
		2.	Mrs. Preeti Chopra	03/10/2016	Member	1	1	619
		3.	Mr. Subhash Kumawat	03/10/2016	Member	1	1	301
		4.	Mr. Manoj Kumar Jat	29/08/2023	Member	1	1	299
6	Asset-Liability Management Committee	1.	Mr. Rajiv Jain	15/03/2019	Chairperson of Committee	4	4	2559277
		2.	Mr. Amit Jain	15/03/2019	Member	4	4	2368113
		3.	Mr. Vivek Kumar Jain	25/02/2025	Member	4	4	0
		4.	Mr. Dharmendra Kumar Jangid	25/02/2025	Member	4	4	25754
		5.	Mr. Naveen Kumar Malik	07/05/2024	Member	4	4	0
		6.	Mr. Shashank Y. Kumar	20/07/2024	Member	4	4	332
		7.	Mr. Devendra Kumar Galav	13/03/2026	Member	NA	NA	0
		❖ Mr. Naveen Kumar Malik (Chief Business officer) ceased to be the member of the committee w.e.f 28.02.2026. ❖ Mr. Devendra Kumar Galav was appointed as member of the committee w.e.f. 13.03.2026. ❖ Mr. Vivek Kumar Jain, Chief Financial Officer, ceased to be the members of the committee w.e.f 04.04.2026.						
7	Internal Committee	1.	Ms. Riddhi Sharma	09/02/2024	Presiding Officer	0	0	225
		2.	Mr. Satyendra Chauhan	29/08/2023	Member	0	0	0
		3.	Mr. Shashank Y. Kumar	29/08/2023	Member	0	0	332
		4.	Ms. Kamini Sharma	08/11/2024	Member	0	0	370
		5.	Ms. Charu Gupta	24/08/2021	Member	0	0	0
		❖ Mr. Satyendra Chauhan, Head-Human Resource ceased to be the member of the committee w.e.f. 24.03.2026.						
8	IT Steering Committee	1.	Mr. Amit Jain	05/01/2021	Chairperson of Committee	4	3	2368113

DIGAMBER CAPFIN LIMITED

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Email id: info@digamberfinance.com

Committee	Sl. No.	Name of Director/ Management Personnel	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC	
					Held	Attended		
	2.	Mr. Vivek Kumar Jain	25/02/2025	Member	4	3	0	
	3.	Mr. Dharmendra Kumar Jangid	05/01/2021	Member	4	4	25754	
	4.	Mr. Naveen Kumar Malik	20/07/2024	Member	4	3	0	
	5.	Mr. Dharendra Pratap	05/09/2025	Member	2	2	0	
	6.	Mr. Devendra Kumar Galav	13/03/2026	Member	NA	NA	0	
	7.	Mr. Shashank Y. Kumar	04/04/2026	Member	NA	NA	332	
	<ul style="list-style-type: none"> ❖ Mr. Dharendra Pratap, Chief Technology Officer, was appointed as member of the committee w.e.f. 05/09/2025. ❖ Mr. Devendra Kumar Galav, National Business Head, was appointed as member of the committee w.e.f. 13/03/2026. ❖ Mr. Shashank Y. Kumar, Head Accounts & Finance was appointed as member of the committee w.e.f. 04/04/2026. ❖ Mr. Vivek Kumar Jain, Chief Financial Officer ceased to be member of the Committee w.e.f. 04.04.2026. ❖ Mr. Naveen Kumar Malik, Chief Business Officer ceased to be member of the Committee w.e.f. 28.02.2026. 							
9	IT Strategy Committee	1.	Mr. Chandramauli Coorg Subramanian	20/07/2024	Chairperson of Committee	4	4	14285
		2.	Mr. Amit Jain	05/01/2021	Member	4	4	2368113
		3.	Mr. Nayan Ambali	05/07/2022	Member	4	1	0
10.	Risk Management Committee	1.	Mr. Amit Jain	28/04/2016	Chairperson of Committee	6	6	2368113
		2.	Mr. Dilip Kumar Morwal	20/07/2024	Member	6	6	0
		3.	Mr. Vivek Kumar Jain	25/02/2025	Member	6	5	0
		4.	Mr. Dharmendra Kumar Jangid	28/04/2016	Member	6	6	25754
		5.	Mr. Naveen Kumar Malik	07/05/2024	Member	6	5	0
		6.	Mr. Satyendra Chauhan	20/07/2024	Member	6	5	0
		7.	Mr. Dharendra Pratap	05/09/2025	Member	4	2	0
		8.	Ms. Shilpa H	05/09/2025	Member	4	2	0
		9.	Mr. Devendra Kumar Galav	13/03/2026	Member	NA	NA	0
		10.	Mr. Shashank Y. Kumar	04/04/2026	Member	NA	NA	332
		11.	Ms. Kamini Sharma	13/03/2026	Member	NA	NA	370
<ul style="list-style-type: none"> ❖ Mr. Naveen Kumar Malik, Chief Business Officer and Mr. Satyendra Chauhan, Head HR of the Company ceased to be member of the Committee w.e.f. 28/02/2026 and 24.03.2026. ❖ Mr. Devendra Kumar Galav was appointed as the member of the Committee w.e.f. 13/03/2026. ❖ Mr. Vivek Kumar Jain ceased to be member of the Committee w.e.f. 04.04.2026. ❖ Mr. Dharendra Pratap and Ms. Shilpa H was appointed as the member of the Committee w.e.f. 05/09/2025 ❖ Mr. Shashank Y. Kumar, was appointed as the member of the Committee w.e.f. 04/04/2026. ❖ Ms. Kamini Sharma was appointed as the member of the Committee w.e.f. 13/03/2026. 								
11	Manpower Planning and Appraisal Committee (Staff Appraisal Committee)	1.	Mr. Rajiv Jain	18/07/2019	Chairperson of Committee	4	4	2559277
		2.	Mr. Amit Jain	18/07/2019	Member	4	4	2368113
		3.	Mr. Dharmendra Kumar Jangid	18/07/2019	Member	4	4	25754
		4.	Mr. Vivek Kumar Jain	25/02/2025	Member	4	4	0
		5.	Mr. Satyendra Chauhan	20/07/2024	Member	4	4	0
		6.	Mr. Shashank Y. Kumar	04/04/2026	Member	NA	NA	332
		7.	Ms. Kamini Sharma	13/03/2026	Member	NA	NA	370

DIGAMBER CAPFIN LIMITED

Committee	Sl. No.	Name of Director/ Management Personnel	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC	
					Held	Attended		
	8.	Ms. Kamini Sharma	13/03/2026	Member	1	1	370	
	<ul style="list-style-type: none"> ❖ Mr. Naveen Kumar Malik, Chief Business Officer and Mr. Satyendra Chauhan, Head-HR ceased to be member of the Committee w.e.f. 28/02/2026 and 24/03/2026 respectively. ❖ Mr. Vivek Kumar Jain ceased to be member of the committee w.e.f. 04/04/2026 ❖ Mr. Devendra Kumar Galav was appointed as the member of the Committee w.e.f. 13/03/2026. ❖ Mr. Shashank Y. Kumar, was appointed as the member of the Committee w.e.f. 04/04/2026. ❖ Ms. Kamini Sharma was appointed as the member of the Committee w.e.f. 13/03/2026. 							
18.	Information Security Committee	1.	Ms. Shilpa H	05/09/2025	Chairperson of Committee	2	2	0
		2.	Mr. Amit Jain	20/07/2024	Member	2	2	2368113
		3.	Mr. Dharmendra Kumar Jangid	20/07/2024	Member	2	2	25754
		4.	Mr. Naveen Kumar Mallik	20/07/2024	Member	2	2	0
		5.	Mr. Devendra Kumar Galav	13/03/2026	Member	NA	NA	0
		<ul style="list-style-type: none"> ❖ Mr. Dilip Kumar Morwal, Chief Compliance Officer, ceased to be a member of the committee w.e.f. 19.05.2025 and Mr. Amardeep Kumar, Chief Information Security Officer was appointed as Chairman of the Committee w.e.f. 19.05.2025 respectively. ❖ Mr. Amardeep Kumar, Chief Information Security Officer ceased to be a member of the committee w.e.f. 20.08.2025. ❖ Ms. Shilpa H, Chief Information Security Officer was appointed as Chairman of the Committee w.e.f. 05.09.2025. ❖ Mr. Naveen Kumar Mallik, Chief business Officer ceased to be a member of the committee w.e.f. 28.02.2026. 						

DIGAMBER CAPFIN LIMITED

5. GENERAL BODY MEETINGS

Financial Year and Type of Meeting	Location of the Meeting	Day, Date & Time	Special Resolutions
2025-26 30 th Annual General Meeting	Through Audio Visual Mode at deemed venue registered office /of the Company	Thursday, 31 st July 2025	<ol style="list-style-type: none"> To approve the Re-appointment and remuneration of Mr. Rajiv Jain, Chairman and Managing Director (DIN:00416121) of the company To approve the Re-appointment and remuneration of Mr. Amit Jain, Whole Time Director (DIN: 00416133) of the company
2025-26 1 st Extra-Ordinary General Meeting	Through Audio Visual Mode at deemed venue registered office of the Company	Saturday 03 rd January, 2026	<ol style="list-style-type: none"> To consider and approve the issue of non-convertible debentures (NCD) or any other instruments up to rs. 1,000 crores on private placement basis Re-appointment of Dr. Amita Gill (DIN:09066022) as an Independent Director of the Company for second term for a period of five years To approve the Alteration of the Articles of Association of the Company
2024-25 29 th Annual General Meeting	Through Audio Visual Mode at deemed venue registered office of the Company	Saturday, June 29, 2024 at 11:30 A.M.	<ol style="list-style-type: none"> To approve the regularization of Mrs. Debleena Majumdar (DIN: 07663430) as an Independent Director of the company for the period of five years. To approve the regularization of Mr. Chandramouli Coorg Subramanian (DIN: 10619001) as an Independent Director of the company for the period of five years. To approve remuneration of Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director of the Company. To approve revision in the remuneration of Mr. Rajiv Jain, Chairman cum Managing Director (DIN:00416121) of the Company. To approve the revision in the remuneration of Mr. Amit Jain, Whole Time Director cum CFO (DIN: 00416133) of the Company.
2023-24: 1 st Extra-Ordinary General Meeting	Through Audio Visual Mode at deemed venue registered office of the Company	Tuesday, January 16, 2024 at 11:45 A.M.	<ol style="list-style-type: none"> To approve the amendment in the object clause of Memorandum of Association (MoA) of the company.
2023-24: 28 th Annual General Meeting	Through Physical Mode	Tuesday, September 26, 2023 at 11:30 A.M.	<ol style="list-style-type: none"> To re-designate Ms. Shweta Jain as the Chief Advisor Business and Head-CSR Activities of the company To re-designate Ms. Shilpa Ajmera as the Head-ESG Activities of the company

6. SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT

During the Financial year 2025-26 and as on date of signing of this report, no resolution was passed through postal ballot process by the Company.

DIGAMBER CAPFIN LIMITED

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7. Details of the meeting convened in pursuance of the order passed by the National Company Law Tribunal (NCLT):

During the Financial year 2025-26, no meeting was convened in pursuance of any order passed by the National Company Law Tribunal (NCLT). Hence, reporting under this clause is not applicable.

8. MEANS OF COMMUNICATION

The Board recognizes the importance of communication with its stakeholders. To ensure that all the important information are provided to its stakeholders, the Company has a website (<https://www.digamberfinance.com/>) which contains required information for the stakeholders. Further mentioned herewith are the means of communication:

(a) Address for correspondence

The Company's registered office situated at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018.

E-mail ID: compliance@digamberfinance.com

Phone No. 0141-2700233, 2700234

(b) Website

The Company's website <https://www.digamberfinance.com/> contains a separate section 'Investors' for use of investors.

(c) Corporate Identification Number (CIN):

Corporate Identification Number (CIN) of the Company is U67120RJ1995PLC009862.

9. GENERAL SHAREHOLDER INFORMATION

(a) Ensuing Annual General Meeting (AGM)

31st AGM of the company for the Financial year 2025-2026 is scheduled to be held on 15th July, 2026 at 11:30 A.M. through physical mode and Other Audio Visual Means (OAVM) at the registered office of the Company.

(b) Financial Year

The Company follows the Financial Year starting from 01st April to 31st March every year.

DIGAMBER CAPFIN LIMITED

(c) Dividend Payment Date

Keeping in view of the losses incurred by the company, the Board of Directors do not recommend any dividend for the year under consideration on Equity Shares of the Company.

(d) Stock Exchanges name and annual listing fee payment

1. The equity Shares of the company are not listed on any stock exchange in India or abroad.
2. The outstanding amount as on March 31, 2026 of the Unlisted Non-Convertible Debentures (NCDs) issued and allotted by the Company through Private Placement is as follows:

Sr. No.	Details of Trustee	ISIN	No. of Debentures	Principal outstanding Amount (In Rs. in Lakhs.)
1.	Vardhaman Trusteeship Private Limited The Capital, 412A, Bandra Kurla Complex, Bandra, East, Mumbai-400051	INE02QN07045	1000	450.00

The company has paid timely interest payment for the Unlisted Non-Convertible Debentures (NCDs), disclosure respect to it is provided in the Board Report.

(e) Market Price Data

The equity shares of the company are not listed in any stock exchange in India or abroad. Therefore, this disclosure is not applicable on the Company.

(f) Performance in comparison to broad-based indices

The equity shares of the company are not listed in any stock exchange in India or abroad. Hence, this disclosure is not applicable on the Company.

(g) Information related to suspension of the securities from trading during the Financial Year 2025-26

The equity shares of the company are not listed in any stock exchange in India or abroad. Therefore, this disclosure is not applicable on the Company.

(h) Registrar and Share Transfer Agent**CDSL Ventures Limited**

Address: Marathon Futurex, A Wing, 25th Floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai-400013

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Email id: info@digamberfinance.com

SEBI Registration No. INR000004200

Authorised Person: Mr. Milind Saraf (Senior Manager-RTA Operations)

Contact Details: milinds@cdslindia.com Mobile +91 9822274968

(i) Share Transfer System

After completion of prescribed process, the dematerialized shares are transferred directly to the beneficiaries by the depositories. Dealing and transactions in equity shares of the Company is permitted only in dematerialized form. The Ministry of Corporate Affairs (MCA) has mandated that securities of unlisted public companies can be transferred only in dematerialized form. Accordingly, the Company & its Registrar and Transfer Agent have stopped accepting any fresh lodgment for transfer of shares in physical form.

The Members holding the shares of the Company in physical form are advised to convert their shareholding in de-mat form. Further, All the Non-Convertible Debentures of the Company are in dematerialized form, hence there was no transfer of debentures in physical form.

(j) Shareholding Pattern/Distribution of shareholding of Equity shares (including ESOP) as on March 31, 2026:

Sr. No	Category	Equity	
		No. of Shares	%
1.	Promoters		
	(i) Individual/HUF	8086285	81.74%
	(ii) Non-resident Indian (NRI)	0	0
2.	Non Promoters Public Shareholding		
	(i) Government	0	0
	(ii) Insurance Companies	0	0
	(iii) Banks	0	0
	(iv) Financial Institution	0	0
	(v) Foreign institutional investors	0	0
	(vi) Mutual Fund	0	0
	(vii) Venture Capital	0	0
	(viii) Body Corporate (Not mentioned above)	1043800	10.55
	(ix) Individuals	763161	7.71
	Total	9893246	100

(k) Distribution of shareholding of Equity shares

Category/No. of Shares	No. of Shareholders	% of total no. of shareholders	Total shares	% of total no. of shares
1-100,000	64	85.53%	1028781	10.40%
100001-200000	3	3.95%	336949	3.41%
200001-300000	0	0.00%	0	0%
300001-400000	2	2.63%	735903	7.44%

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Category/No. of Shares	No. of Shareholders	% of total no. of shareholders	Total shares	% of total no. of shares
400001-500000	2	2.63%	972330	9.83%
500001-600000	0	0.00%	0	0%
600001-700000	0	0.00%	0	0%
700001-800000	0	0.00%	0	0%
800001-900000	0	0.00%	0	0%
900001-1000000	1	1.32%	914044	9.24%
1000001-2000000	1	1.32%	1077849	10.89%
2000001-3000000	2	2.63%	4827390	48.79%

(l) Top 5 Equity Shareholders of the Company as on March 31, 2026

SR. NO.	NAME OF SHAREHOLDER	TOTAL HOLDINGS	% TO PAID UP CAPITAL
1.	Mr. Rajiv Jain	2559277	25.87%
2.	Mr. Amit Jain	2368113	23.94%
3.	Ms. Shweta Jain	1077849	10.89%
4.	Ms. Shilpa Ajmera	914044	9.24%
5.	M/s Unibloom Mancon Private Limited	491530	4.97%

(m) Details of Equity Shares in dematerialised and physical form as on March 31, 2026:

The Company's shares are compulsorily traded in dematerialised form and are available for trading through both the Depositories in India viz. NSDL and CDSL. The details of number of equity shares of the Company which are in dematerialised and physical form are given below:

Particulars of Shares	Shares		Shareholders	
	Number	% Total	Number	% Total
Dematerialised form				
NSDL	846213	8.55	24	31.58
CDSL	9047033	91.45	52	68.42
Sub total	9893246	100%	76*	100
Physical	0	0	0	0
Total	9893246	100	76	100

*Mr. Rajiv Jain, Mr. Amit Jain and Mr. Jatin Chhabra has shares in both NSDL and CDSL. Therefore, they are counted twice while calculating the percentage and number of shareholders.

(n) Dematerialization of Equity shares/Non-Convertible Debentures and liquidity

During the Financial Year 2025-2026:

1. The Company has received demat request of 1,68,670 shares from the shareholder of the company during the Financial Year 2025-2026. The detailed information for dematerialization of Equity shares are provided in the Board Report forming a part of this Annual Report.
2. The company has not allotted shares to its employees under "DCL ESOP 2022".
3. The company has issued 63026 shares to its employees under "DCL ESOP 2022".

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(o) Outstanding GDRs/ADRs/Warrants or any Convertible instruments

The Company does not have any outstanding Global Depository Receipt or American Depository Receipt or any other convertible instruments.

(p) Plant Locations

The Company is a Non-Banking Finance Company-Micro Finance Institution (NBFC-MFI), hence this provision is not applicable on the Company.

(q) Credit Rating

The disclosures with regard to the Credit ratings is duly disclosed in the Board Report's point no. 14 and is also disclosed in Note No. 62 of the Financial Statements.

(r) Asset Liability Management (ALM) Policy:

The Company has a Board approved Asset Liability Management (ALM) Policy as per guidelines and directions issued by RBI which is reviewed and amended by the Board from time to time.

(s) Accounting Treatment:

The Company has adopted accounting policies which are in line with the Accounting Standards. Further the Financials statements are prepared in adherence to the Accounting policies, Accounting Standards and applicable provisions of Companies Act, 2013 and Master Directions of Reserve Bank of India.

(t) Description of voting rights:

All Equity shares issued by the Company carry equal voting rights.

10. OTHER DISCLOSURES**(a) Related Party Transactions**

The related party transactions that were entered during the Financial Year were in the ordinary course of business and on an arm's length basis. There were no materially significant transactions made by the Company with the related parties either individually or taken together with the previous transactions which may have a potential conflict with the interest of the Company at large.

All the related party transactions are placed before the Audit Committee and subsequently before the Board of Directors and/or Shareholders, as may be applicable for approval.

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Further, as per the requirements of Ind-AS the transactions with related parties are disclosed in the Note No. 40 of the Financial Statements.

(b) Changes in Senior Management Personnel/Key Managerial Personnel (KMP)

1. Mr. Naveen Kumar Mallik, Chief Business Officer resigned from the Company with effect from February 28, 2026.
2. Mr. Dharendra Pratap is appointed as Chief Technology Officer with effect from June 11, 2025.
3. Ms. Riddhi Sharma, is appointed as Company Secretary and Company Officer with effect from December 11, 2025.
4. Mr. Satyendra Chauhan, Head – Human Resource resigned from the Company with effect from 24th March, 2026.
5. Mr. Nitin Mohan Verma is appointed as Head- Human Resource with effect from March 23, 2026 (appointed as an SMP w.e.f. March 23, 2026).
6. Mr. Devendra Kumar Galav, was promoted and appointed as National Business Head with effect from 01st January, 2026 (appointed as an SMP w.e.f. March 13, 2026).
7. Mr. Vipul Mittal, Incharge Internal Auditor resigned from the Company with effect from 21st November, 2025 and in his place Mr. Amar Singh Jadoun, Assistant Head Internal Audit is appointed with effect from 25th December, 2025 and resigned from the Company with effect from 03.04.2026.
8. Mr. Vivek Kumar Jain, Chief Financial Officer resigned from the Company with effect from 04.04.2026 and his last working day is 30.06.2026.

(c) Details of penalties and strictures imposed by the Reserve Bank or any other statutory authority or regulator

The Company has complied with the applicable requirements of the Companies Act, 2013 ('the Act') and its rules and amendments thereof, and guidelines and directions issued by the Reserve Bank of India (as amended from time to time) and other applicable provisions to the Company.

No fines, penalties or strictures were imposed on the company by ~~stock exchange(s)~~ or the board or any statutory authority or regulatory authority on any matter related to capital markets during the financial year 2025-2026.

Further, during the last three years, there has been no penalties or stricture imposed on the company by stock exchange(s) or the board or any statutory authority except fines imposed on company.

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(d) Details of establishment of vigil mechanism/whistle blower policy

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and the Rules made there under, the Company has established a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct.

The Company has also adopted a Code of Conduct named "Code of Ethics and Business Conduct" for Board of Directors and & employees of the company, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

The vigil mechanism shall provide for adequate safeguards against victimization of directors and employees to avail such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in appropriate or exceptional cases.

Further vigil mechanism/whistle blower policy is available on website of company at https://digamberfinance.com/images/uploadimage/VIGIL_MECHANISM_WHISTLE--BLOWER%20POLICY.pdf in compliance of section 177 (10) of the Companies Act, 2013.

Further the Board of Directors affirm that no personnel have been denied access to the Audit Committee and no complaints were made during the Financial year 2025-2026 under vigil mechanism/whistle blower policy of the company.

(e) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company is complying with all the mandatory requirements of Companies Act, 2013, Reserve Bank of India various Master Direction (as Applicable) and its rules and amendments thereof.

Further, the Company has complied with the mandatory provisions of Corporate Governance complying with the applicable requirements of the Companies Act, 2013 ('the Act'), and its rules and amendments thereof, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') to the extent applicable, Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions dated November 28, 2025, Reserve Bank of India (Non-Banking Financial Companies – Microfinance Institution) Directions, 2025 dated November 28, 2025, Reserve Bank of India (Non-Banking Financial Companies– Credit Facilities) Directions, 2025 dated November 28, 2025, Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated November 28, 2025 and other guidelines and directions issued by the Reserve Bank of India, as amended from time to time and other applicable provisions to the Company.

However, the Company has not adopted any of the non-mandatory requirements stipulated under the said regulations except in compliance to the process of Good Corporate Governance.

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(f) Material Subsidiaries/ Associates/Joint Ventures

During the Financial year 2025-26, the Company does not have any material subsidiary, associates and Joint Ventures.

(g) Web link where policy on dealing with related party transactions uploaded

The web link for policy on dealing with related party transactions is given below: -

https://digamberfinance.com/images/uploadimage/Related_Party-Transaction_Policy.pdf

(h) Disclosure of commodity price risks and commodity hedging activities

The Company has hedged 100% of its foreign exchange risk for the payment of interest and principal amount for the External Commercial Borrowing (ECB) raised during the period under review. However, the entire amount of principal and interest has been repaid on 17.04.2026.

(i) Details of utilization of funds raised through preferential allotment or qualified institutions placement

During the Financial year 2025-26, the company has not raised funds through preferential allotment or qualified institutional placement.

(j) We hereby confirm 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 the Board/Ministry of Corporate Affairs or any such statutory authority. However, since the equity shares of the company are not listed with any Stock Exchange hence requirement of obtaining the certificate from Practicing Company Secretary on the matter is not applicable on the company.

(k) Recommendations of the Committees

During the Financial year 2025-26, the Board has accepted all the recommendation received from various Committees.

(l) Total Fee Paid to the Statutory Auditor

The details of total fees paid to M/s Jain Paras Bilala & Co., Chartered Accountants (FRN: 011046C) Statutory Auditors of the Company during the Financial Year 2025-26 is given below:

Particulars	Amount (Rs. In Lakh)
Audit Fees (including Limited Review and Tax Audit)	17.27
Non- audit service (including Company Law Matters and Certification fees)	1.71
Total	18.97

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(m) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The company has complied with the provisions of policy adopted as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year 2025-26, no complaint was received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of Sexual Harassment complaints received and disposed of during the financial year 2025-26:

No. of complaints pending at the beginning of the year	No. of complaints received during the year	No. of complaints resolved during the year	No. of complaints pending at the end of the year
NIL	NIL	NIL	NIL

(n) Disclosure by the company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested

This clause is not applicable to the company as no Loans and advances was given to the any firms/companies in which directors are interested.

➤ **The Board:**

The Company has an Executive Chairman and hence, the need for implementing this requirement does not arise.

➤ **Shareholder Rights:**

Annual financial performance of the Company was sent to all the Members whose e-mail IDs are registered with the Company / Depositories. The results are also made available on the Company's website <https://www.digamberfinance.com/disclosure.php> .

➤ **Modified opinion in Audit Report:**

During the Financial Year 2025-26, there was no modified audit opinion provided by the Auditors in the Audit Report of the Company's Annual financial statements which is self-explanatory. The Company continues to adopt best practices to ensure a regime of unmodified audit opinions in its financial statements.

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➤ **Separate posts of Chairperson and CEO:**

The Company has appointed Mr. Rajiv Jain (DIN: 00416121) as Chairman and Managing Director and No Chief Executive Officer being appointed by the Company.

➤ **Reporting of Internal Auditor:**

The Internal Auditor of the Company as invitee attends the Meetings for reporting their findings of the internal audit to the Audit Committee Members. The Internal Audit Reports are also placed before the members of Audit Committee.

(o) Declaration signed by Mr. Rajiv Jain (DIN: 00416121), Chairman and Managing Director regarding compliance with the Code of Ethics and Business Conduct is enclosed herewith as **Annexure "C"**

(p) **Disclosures with respect to Demat suspense account/ unclaimed suspense account**

The company do not have any Equity shares in Demat suspense account/ unclaimed suspense account.

(q) **Any query on Annual Report**

The members can write an email on compliance@digamberfinance.com or send their query on mentioned address: J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018, addressed to the Chairman of the Company.

(r) **Others:**

During the period under review for financial year 2025-26:

1. No major observations were received in the Statutory Audit Report and Secretarial Audit Report.
2. All the applicable Accounting Standards which were mandatorily required have been followed without exception in preparation of the financial statements.
3. No show- cause notice was issued by any regulatory authority.
4. No legal proceedings are pending against the Company.
5. The Company has not raised any money through public issue, rights issue etc. in the last financial year.
6. All pecuniary relationships or transactions, if any, of the Non-Executive Directors with the Company has been duly disclosed in the Annual Report.
7. There were no material financial & commercial transactions by Senior Management where they have any personal interest that may have a potential conflict with the interests of the Company at large requiring disclosure by them to the Board of Directors of the Company.
8. The Company has complied with the applicable Secretarial Standards issued by Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118 of the Companies Act 2013.

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9. None of the Directors on the Board of the Company has 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 statutory authority.
10. The Company has paid the requisite Custodial Fees to the Depositories viz. CDSL & NSDL, for the financial years 2025-26.
11. The Company has in place an Information Technology Framework that ensure proper utilization of IT resources.
12. The Company has not made any contributions to / spending for political campaigns, political organizations, lobbyists or lobbying organizations, trade associations and other tax-exempt groups.
13. The KYC (DIR-3 KYC) of all the Directors have been filed with the MCA Portal for the F.Y 2025-2026.
14. As on the date of signing of the report, Mr. Rajiv Jain, DIN: 00416121 (Chairman and Managing Director), Mr. Amit Jain, DIN: 00416133 (Whole Time Director) and Ms. Riddhi Sharma (Company Secretary and Compliance Officer) are the Key Managerial Personnel of the Company.
15. We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The policies are reviewed periodically by the Board and updated as needed. Key policies that have been approved by Board of Directors of the company are available on the web link <https://digamberfinance.com/code.php>
16. During the reporting period, the Company has breached certain financial covenants under its borrowing arrangements with 10 lenders. However, in all such cases, either the respective lenders have provided waivers for the said breaches or no penal action/penalty has been invoked by them. The Company continues to service all its debt obligations in a timely manner, and these breaches have not resulted in any demand for immediate repayment or any adverse impact on the Company's operations or financial position.
17. Divergence in Asset Classification and Provisioning: RBI has not conducted inspection for the F.Y. 2024-25, hence no comments can be given on this point.

11. CLIENT GRIEVANCE REDRESSAL MECHANISM

The Company is dedicated for providing the highest quality of services to its clients. To accomplish this, DCL have started a dedicated client Grievance Cell to timely and efficiently address their grievances. The Company has developed the mechanism to solve the client grievances on the priority basis. The Company gives Toll Free No. "18001806365" for its customers for faster resolution.

A summary of all such complaints is summarized and presented before Client Grievance Redressal Committee formally known as Ombudsman Committee so that they can appraise and guide the management on best practice. Further this mechanism is available on website of company at https://digamberfinance.com/images/uploadimage/Client_Grievance_Redressal_Policy.pdf

12. ADOPTION OF FAIR PRACTICE CODEs

With the approval of board, the Company has adopted guidelines as provided by Reserve bank of India regarding **FAIR PRACTICE CODE for NBFCs** which provides operating guidelines for effective dissemination and implementation of responsible business practices and to

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constantly review the functioning of working staff of the company for day-to-day business activities. Based on the guidelines provided by the RBI, the company has framed a policy on Fair Practice Code, which is duly approved by the Board of Directors of the Company.

Further this Policy is available on website of company at [https://digamberfinance.com/images/uploadimage/Fair Practice Code %20\(FPC\).pdf](https://digamberfinance.com/images/uploadimage/Fair_Practice_Code_%20(FPC).pdf)

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR DIGAMBER CAPFIN LTD**

Place: Jaipur	Rajiv Jain	Amit Jain
Date:08.06.2026	Chairman and Managing Director	Whole time Director
	DIN: 00416121	DIN: 00416133

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ANNEXURE "B": DECLARATION BY INDEPENDENT DIRECTOR**DECLARATION FROM INDEPENDENT DIRECTOR PURSUANT TO SUB SECTION (7) OF SECTION 149
OF THE COMPANIES ACT, 2013**

To,

The Board of Directors

Digamber Capfin Limited

J-54-55, Anand Moti, Himmat Nagar, Gopalpura,

Tonk Road, Jaipur-302018, Rajasthan

Subject: Declaration of Independence under sub-section (6) of section 149 of the Companies Act, 2013

Dear Sir,

I, Lalit Kumar Jain (DIN: 07517615), Son of Shri Hemant Kumar Jain, resident of 302, Pearl Ish Niwas, C-40 Tarun Marg, Tilak Nagar, Jawahar Nagar, Jaipur-302004, Rajasthan do hereby declare that I am not disqualified to act as an Independent Director of Digamber Capfin Limited and further declares that: -

A. I am a person of integrity and possesses relevant expertise and experience in the opinion of the Board;

B.(i) I am/was not a promoter of the company or its holding, subsidiary or associate company;

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;

C. I have/had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten percent of my total income or such amount as may be prescribed with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

D. (i) None of my relatives is holding any security of or interest in the company, its holding, subsidiary or associate company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed, during the two immediately preceding financial years or during the current financial year;

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(ii) None of my relatives is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors of such amount as may be prescribed at any time during the two immediately preceding financial years or during the current financial year;

(iii) None of my relatives has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company for an amount as may be prescribed at any time during the two immediately preceding financial years or during the current financial year; or

(iv) None of my relatives has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

E.(i) Neither myself nor any of my relatives holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

(ii) Neither myself nor any of my relatives is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year, of-

a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) I do not hold together with my relatives two per cent or more of the total voting power of the company; or

(iv) I am not a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

F. I have possessed appropriate skills, experience and knowledge in the fields of Banking finance, credit or other disciplines related to the company's business

G. I have complied the provisions of sub rule (1) and (2) of rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014

H. I am not holding directorship in more than three (3) NBFC- Middle Layer or NBFC – Upper Layer.

DIGAMBER CAPFIN LIMITED

I hereby confirm that the information given above is true to the best of my knowledge and belief.

Place: Jaipur
Date: 13.04.2026

Sd/-
Lalit Kumar Jain
Independent Director
DIN: 07517615

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**DECLARATION FROM INDEPENDENT DIRECTOR PURSUANT TO SUB SECTION (7) OF SECTION 149
OF THE COMPANIES ACT, 2013**

To,
The Board of Directors
Digamber Capfin Limited
J-54-55, Anand Moti, Himmat Nagar, Gopalpura,
Tonk Road, Jaipur-302018, Rajasthan

Subject: Declaration of Independence under sub-section (6) of section 149 of the Companies Act, 2013

Dear Sir,

I, Chandramouli Coorg Subramanian (DIN: 10619001), Son of Mr. Subramanian C R, resident of D1104, Tower D, Nikoo Homes, Phase-2, Bharatiya City, 6/2 off Thanisandra Main Road, Hedge Nagar, Jakkur, Bengaluru, Karnataka-560064, do hereby declare that I am not disqualified to act as an Independent Director of Digamber Capfin Limited and further declares that: -

A. I am a person of integrity and possesses relevant expertise and experience in the opinion of the Board;

B.(i) I am/was not a promoter of the company or its holding, subsidiary or associate company;

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;

C. I have/had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten percent of my total income or such amount as may be prescribed with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

D.(i) None of my relatives is holding any security of or interest in the company, its holding, subsidiary or associate company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed, during the two immediately preceding financial years or during the current financial year;

(ii) None of my relatives is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors of such amount as may be prescribed at any time during the two immediately preceding financial years or during the current financial year;

DIGAMBER CAPFIN LIMITED

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Email id: info@digamberfinance.com

(iii) None of my relatives has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company for an amount as may be prescribed at any time during the two immediately preceding financial years or during the current financial year; or

(iv) None of my relatives has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

E.(i) Neither myself nor any of my relatives holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

(ii) Neither myself nor any of my relatives is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year, of-

a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) I do not hold together with my relatives two per cent or more of the total voting power of the company; or

(iv) I am not a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

F. I have possessed appropriate skills, experience and knowledge in Data, Information technology, fintech and Product Strategy as related to the company's business

G. I have complied the provisions of sub rule (1) and (2) of rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014

H. I am not holding directorship in more than three (3) NBFC- Middle Layer or NBFC – Upper Layer.

DIGAMBER CAPFIN LIMITED

I hereby confirm that the information given above is true to the best of my knowledge and belief.

Place: Bangalore

Date: 10.04.2026

Sd/-

Chandramouli Coorg Subramanian

Independent Director

DIN: 10619001

DIGAMBER CAPFIN LIMITED

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**DECLARATION FROM INDEPENDENT DIRECTOR PURSUANT TO SUB SECTION (7) OF SECTION 149
OF THE COMPANIES ACT, 2013**

To,

The Board of Directors

Digamber Capfin Limited

J-54-55, Anand Moti, Himmat Nagar, Gopalpura,

Tonk Road, Jaipur-302018, Rajasthan

Subject: Declaration of Independence under sub-section (6) of section 149 of the Companies Act, 2013

Dear Sir,

I, Dr. Amita Gill (DIN: 09066022) Wife of Om Prakash Gill, resident of D-79, Pawan Path, Hanuman Nagar, Near Gurudwara, Vaishali Nagar, Jaipur- 302021 Rajasthan do hereby declare that I am not disqualified to act as an Independent Director of Digamber Capfin Limited and further declares that: -

A. I am a person of integrity and possesses relevant expertise and experience in the opinion of the Board;

B.(i) I am/was not a promoter of the company or its holding, subsidiary or associate company;

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;

C. I have/had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten percent of my total income or such amount as may be prescribed with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

D.(i) None of my relatives is holding any security of or interest in the company, its holding, subsidiary or associate company of face value not exceeding fifty lakh rupees or two per cent of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed, during the two immediately preceding financial years or during the current financial year;

(ii) None of my relatives is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, of such amount as may prescribed at any time during the two immediately preceding financial years or during the current financial year;

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(iii) None of my relatives has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company for an amount as may be prescribed at any time during the two immediately preceding financial years or during the current financial year; or

(iv) None of my relatives has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

E.(i) Neither myself nor any of my relatives holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

(ii) Neither myself nor any of my relatives is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year, of-

a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) I do not hold together with my relatives two per cent or more of the total voting power of the company; or

(iv) I am not a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

F. I have possessed appropriate skills, experience and knowledge in the fields of Finance and technology or other disciplines related to the company's business;

G. I have complied the provisions of sub rule (1) and (2) of rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

H. I am not holding directorship in more than three (3) NBFC- Middle Layer or NBFC – Upper Layer.

DIGAMBER CAPFIN LIMITED

I hereby confirm that the information given above is true to the best of my knowledge and belief.

Place: Jaipur
Date: 06.04.2026

Sd/-
Dr. Amita Gill
Independent Director
DIN: 09066022

DIGAMBER CAPFIN LIMITED

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**DECLARATION FROM INDEPENDENT DIRECTOR PURSUANT TO SUB SECTION (7) OF SECTION 149
OF THE COMPANIES ACT, 2013**

To,

The Board of Directors

Digamber Capfin Limited

J-54-55, Anand Moti, Himmat Nagar, Gopalpura,

Tonk Road, Jaipur-302018, Rajasthan

Subject: Declaration of Independence under sub-section (6) of section 149 of the Companies Act, 2013

Dear Sir,

I, Om Prakash Verma (DIN: 11722286), Son of Mr. Kalu Ram Verma, resident of D 39, Sundar Kunj, Kardhani, Near Water Tank, Kalwar Road, Jhotwara, Jaipur, 302012, Rajasthan, India, do hereby declare that I am not disqualified to act as an Independent Director of Digamber Capfin Limited and further declares that: -

A. I am a person of integrity and possesses relevant expertise and experience in the opinion of the Board;

B.(i) I am/was not a promoter of the company or its holding, subsidiary or associate company;

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;

C. I have/had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten percent of my total income or such amount as may be prescribed with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

D.(i) None of my relatives is holding any security of or interest in the company, its holding, subsidiary or associate company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed, during the two immediately preceding financial years or during the current financial year;

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(ii) None of my relatives is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors of such amount as may be prescribed at any time during the two immediately preceding financial years or during the current financial year;

(iii) None of my relatives has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company for an amount as may be prescribed at any time during the two immediately preceding financial years or during the current financial year; or

(iv) None of my relatives has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

E.(i) Neither myself nor any of my relatives holds or has held the position of key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

(ii) Neither myself nor any of my relatives is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year, of-

a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) I do not hold together with my relatives two per cent or more of the total voting power of the company; or

(iv) I am not a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

F. I have possessed appropriate skills, experience and knowledge in Data, Information technology, fintech and Product Strategy as related to the company's business

G. I have complied the provisions of sub rule (1) and (2) of rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014

H. I am not holding directorship in more than three (3) NBFC- Middle Layer or NBFC – Upper Layer.

DIGAMBER CAPFIN LIMITED

I hereby confirm that the information given above is true to the best of my knowledge and belief.

Sd/-

Place: Jaipur

Om Prakash Verma

Date: 25.05.2026

Independent Director (Additional Director)

DIN: 11722286

DIGAMBER CAPFIN LIMITED

J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018
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ANNEXURE "C": DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR**DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR ON COMPLIANCE OF CODE OF
ETHICS AND BUSINESS CONDUCT**

I, Rajiv Jain, Chairman and Managing Director of Digamber Capfin Limited hereby confirm that all Board Members and employees have affirmed compliance with the code of ethics and business conduct for the financial year ended on March 31, 2026 as approved by the Board.

For Digamber Capfin Limited

Sd/-

Rajiv Jain

Chairman and Managing Director

DIN: 00416121

Place: Jaipur

Date: 08.06.2026

DIGAMBER CAPFIN LIMITED

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ANNEXURE “D”: NOMINATION, REMUNERATION AND COMPENSATION POLICY

PREFACE

In accordance to the provisions of Section 178 of the Companies Act, 2013 (“Act”), Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulations) Direction, 2023 (as amended from time to time) read with ‘Guidelines on Compensation of Key Managerial Personnel and Senior Management in NBFCs’ issued by the Reserve Bank of India (“RBI Guidelines”) as applicable and as amended from time to time.

1. OBJECTIVE OF POLICY

As a philosophy, the Company believes that employees are important to an organization's success as they are the ones who are directly responsible for carrying out an organization's mission. The Company recognizes that while appropriate remuneration and compensation should be paid to attract and retain the right quality of talent, yet compensation should not become the single most over-riding criteria of relationship between the employee and the company. Accordingly, the company shall strive at all times to create an atmosphere of trust, empowerment and performance-based reward which will draw and retain right talent in the organization.

In accordance with the provisions of the Companies Act, 2013 and rules, Circulars, Directions, guidelines issued by RBI thereunder and other applicable laws and regulations, it is required to have a Board approved policy for the Nomination and Remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees of Company. The compensation structure forms the part of this policy.

THE KEY OBJECTIVES OF THIS POLICY WOULD BE AS FOLLOWS:

- Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate captioned employees of the quality required to run the Company successfully.
- Ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Ensure compliance with applicable laws, rules and regulations as well as ‘Fit and Proper criteria’ of directors before their appointment and on a continuing basis.
- To formulate criteria for evaluation of performance of the members of the Board including Independent Directors and provide necessary report to the Board for further evaluation of the Board.
- To provide Key Managerial Personnel, SMP and other employees reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long-term sustainability of talented

DIGAMBER CAPFIN LIMITED

managerial persons and create competitive advantage.

- To determine whether to extend or continue the term of appointment of the Independent Director(s), on the basis of the report of performance evaluation of Independent Directors.
- To ensure that compensation packages are aligned effectively with prudent risk taking so that compensation is adjusted for all types of risks.
- To ensure the inclusion of fixed and variable pay structures and Malus/Clawback provisions.
- The NRC may work in close coordination with Risk Management Committee (RMC) of the company to achieve effective alignment between compensation and risks.

2. **APPLICABILITY**

The Provisions of this framework shall be applicable Digamber Capfin Ltd (the Company) started operations as an NBFC in 1995 with the mission of providing a range of financial services. The Company engaged in lending activities as Non-Banking Finance Company (NBFC) regulated by the Reserve Bank of India ('RBI'). The Company had obtained its license from Reserve Bank of India (RBI) to operate as NBFC-MFI on 6th September, 2013 vide registration No. RBI B-10.00099. As per Scale Based Regulation (SBR), A Revised Regulatory Framework for NBFCs dated October 22, 2021 and applicable provisions to the Company, the Company falls under the category of Middle Layer (hereinafter referred to as 'NBFC-ML').

3. **DEFINITION**

- a) **'Board'** means Board of Directors of the Company.
- b) **'Directors'** means the Directors of the Company
- c) **'Committee'** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the provisions of Applicable Law.
- d) **"Company"** means Digamber Capfin Limited
- e) **'Independent Director'** means a Director referred to in Section 149(6) of Act and rules made there under and applicable regulations/provisions and RBI guidelines and SEBI LODR Regulations as applicable to the extent.
- f) **'Key Managerial Personnel (KMP)'** shall mean the officers of the Company as defined in Section 2(51) of the Companies Act: -
 - ❖ the Chief Executive Officer (CEO) or the managing director or the manager;
 - ❖ the Company Secretary;
 - ❖ the Whole-Time Director;

DIGAMBER CAPFIN LIMITED

- ❖ the Chief Financial Officer (CFO); and
 - ❖ such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board;
- g) **'Senior Management Personnel (SMP)'** means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads.
- h) **"Malus"** means an arrangement where the Company prevents the vesting of all or part of the amount of a deferred remuneration. Malus arrangement does not reverse vesting after it has already occurred.
- i) **"Clawback"** means a contractual agreement between the Employees and the Company in which the employee agrees to return previously paid or vested remuneration to the Company under certain circumstances

5. CONSTITUTION OF NOMINATION & REMUNERATION COMMITTEE:

Subject to approval by the board, the Nomination & Remuneration Committee ("Committee") is responsible for formulating and making the necessary amendments to the Nomination & Remuneration Policy for the Directors, Key Managerial Persons (KMP), Senior Managerial Personnel (SMP) and other employees of the Company from time to time.

The Committee shall carry out such functions and responsibilities as may be approved by the Board in the Terms of Reference of the Nomination and Remuneration Committee.

6. APPOINTMENT CRITERIA AND QUALIFICATIONS

A) DIRECTORS:

- The Company will undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a director on the Board of directors of the Company, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria.
- The Company will obtain the necessary information, declarations and undertakings from the proposed / existing director for the purpose of such due diligence in the format as prescribed in the RBI guidelines and as per Companies Act 2013
- The Committee shall ensure that such person should possess adequate qualification, expertise and experience for the position for which he / she is being considered for appointment.
- The Committee has discretion to decide whether qualification, expertise and

DIGAMBER CAPFIN LIMITED

experience possessed by a person is sufficient/satisfactory for the position.

- The Company will undertake the process of due diligence at the time of appointment of the director by scrutinizing the declarations received and at the time of renewal of appointment of any director.
- The Company shall not appoint or continue the employment of Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years
- The re-appointment / extension of term of the Director shall be on the basis of their performance evaluation report.

B) INDEPENDENT DIRECTORS

- The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such director as per the provisions of the Act read with Rules thereon and RBI Guidelines. Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his/her independence at issue.
- The Independent Director who intends to get appointed as an independent director in a company, shall before such appointment, apply online to the institute for inclusion of his name in the data bank for a period of one year or five years or for his life-time, and from time to time applies for its renewal till he continues to hold the office of an independent director in any company.
- The independent director shall not be on the Board of more than three NBFCs (NBFC-ML or NBFC-UL) at the same time. Further, the Board of the Company shall ensure that there is no conflict arising out of their Independent Directors being on the Board of another NBFC at the same time.

C) KMP AND SENIOR MANAGEMENT

- Except for directorship in a subsidiary, KMPs shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL.
- Identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as KMP's/SMP's and recommend the same to the Board/ Committee his / her appointment along with the remuneration, in whatever form as may be payable.
- Ensure that such person should possess adequate qualification, expertise and experience for the position for which he / she is being considered for appointment.

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- The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position.

7. TERM / TENURE

A) CHAIRMAN/MANAGING DIRECTOR/WHOLE-TIME DIRECTOR:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director for a term not exceeding five years at a time or as may be prescribed under the Act. No re-appointment shall be made earlier than one year before the expiry of term.

B) INDEPENDENT DIRECTOR:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company, recommendation of committee based on the report of performance evaluation of Independent Director and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of two consecutive terms of three years of ceasing to become an Independent Director. An Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

8. EVALUATION

The Committee shall specify the manner for effective evaluation of performance of 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 pursuant to the provisions of Companies Act and RBI guidelines and any other regulations as applicable to the company.

The Committee shall carry out evaluation of performance of the Board, Committee and Individuals of it at regular interval (yearly).

Evaluation of all the SMPs and KMPs (other than Board members) shall be carried out in accordance with the Key Performance Indicators defined and agreed to in this regard, in the manner as deemed fit by the Board/ Committee.

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The Committee may recommend, to the Board with reasons recorded in writing, removal of a Managerial Personnel, Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

9. REMOVAL

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

10. RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act or the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

11. REMUNERATION & COMPENSATION STRUCTURE:

A) REMUNERATION TO NON-EXECUTIVE /INDEPENDENT DIRECTOR:

The remuneration/ compensation/ commission etc. will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company

➤ Remuneration/ Commission

The remuneration to Non –Executive Directors to be paid shall be in accordance with the percentage/ limits/ conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013 ("the Act") Master Directions and RBI guidelines, and the rules made there under for the time being in force.

➤ Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed such amount as may be recommended by Nomination and Remuneration Committee and approved by the Board from time to time subject to the limits as prescribed under the Companies Act, 2013.

In case the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-

DIGAMBER CAPFIN LIMITED

executive directors, it shall be subject to the approval of shareholders by special resolution

➤ **Commission**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

➤ **Stock Options**

An Independent Director shall not be entitled to any stock option of the Company.

➤ **Other Benefits**

Non-Executive Directors including Independent Directors are reimbursed travel (excluding foreign travel) and other out of pocket expenses incurred by them for participation in the Boards/Shareholders and committee meetings of the Company, if any.

Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration, and following conditions shall be satisfied:

- i. The Services are rendered by such Director in his capacity as the professional; and
- ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

➤ **Familiarization program for independent directors**

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

B) REMUNERATION TO EXECUTIVE DIRECTORS

➤ **The remuneration/ compensation/ commission**

The remuneration/ compensation/ commission etc. to the Chairman/ Managing Director/other Whole-time Director/ CEO will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company

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The Chairman/ Managing Director/other Whole-time Director/ CEO shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Act, the rules made there under, Master Directions and RBI guidelines for the time being in force.

➤ **Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Chairman/Managing Director/Whole-time Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

➤ **Provisions for excess remuneration**

Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders and in accordance with the provisions of Section 197 and Schedule V of the Act, Master Directions and RBI guidelines, and the rules made there under for the time being in force.

If any Chairman/Managing Director/Whole-time Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

➤ **Stock Options**

The Managing Director and Whole Time Director may also be offered options under the Company's Employee Stock Option Schemes as may be in force from time to time (if any occurred in future) subject to provisions by various statutory authorizes as applicable to the company with their modifications, if any, including but not limited to regulations prescribed by the Companies act, 2013 with its rules, and guidelines provided by Reserve Bank of India for this purpose. Only such employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

C) COMPENSATION STRUCTURE

Remuneration to KMP, Senior Management and other Employees:

The compensation of KMP, Senior Management and other Employees needs to be reasonable, recognizing all relevant factors including adherence to statutory

DIGAMBER CAPFIN LIMITED

requirements and industry practices. The compensation packages shall comprise of fixed and variable pay components aligned effectively with prudent risk taking to ensure that compensation is adjusted for all types of risks, the compensation outcomes are symmetric with risk outcomes, compensation pay-outs are sensitive to the time horizon of the risks, and the mix of cash, equity and other forms of compensation are consistent with risk alignment.

A formal annual performance evaluation process is applicable to all employees, including Key Executives. Increase in the remuneration of employees is affected based on an annual review taking into account performance of the employee and the performance of the Company also.

The compensation of KMP, Senior Management and other Employees is made in accordance with the HR Policy adopted by the Company

The compensation structure shall broadly comprise of the following components:

Fixed Pay

The Committee will ensure that the fixed portion of compensation is reasonable, taking into account all the relevant factors including the industry practice. The Fixed Pay of the Company would typically consist of elements like basic salary, contributions, other allowances and retirals. Other allowances include house rent allowance, conveyance allowance, car maintenance and fuel expenses, domiciliary medical allowance, leave travel allowance, supplementary allowance, meal allowance, etc (for applicable employees) or any other allowance(s) introduced from time to time as may be defined in the Human Resources policy and as may be approved by the Board.

All perquisites that are reimbursable may also be included in the fixed pay so long as there are monetary ceilings on these reimbursements as may be defined in the Human Resources policy and as may be approved by the Board. The quantum of fixed pay based on the above considerations will be decided by the management and reviewed by the Nomination and Remuneration Committee.

Further, the company provides following Defined Contribution and Defined Benefit Plans:

- a. Provident Fund – Statutory, Defined Contribution Plan
- b. Gratuity – Statutory, Defined Benefit Plan
- c. Any other additional benefit as approved by the Committee of the Board.

Variable Pay

The variable pay budget is determined based on the Company's capacity to pay. The extent of variable pay for individual employees is linked to individual performance for sales frontline employees and to individual and Company's performance for non-sales frontline employees and employees in the management cadre. Hence, variable pay serves as an effective instrument for

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managing employee costs in line with business cycles whilst simultaneously reinforcing a meritocratic performance culture.

Variable pay for sales and non-sales frontline employees and employees in the management cadre are given in the form of PLR (Performance Linked Reward). The performance rating assigned is based on assessment of performance delivered by the employees as per standards as approved by committee/ Board. The variable pay differs from individual to individual in cap of 5% to 30%

Further, the variable pay for sales frontline employees is also given in the form of sales incentives. Sales incentive payouts are based on individual performance targets as may be defined from time to time and affordability considerations.

The Company may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set by the Board/Company. The amount payable shall be based on performance against pre- determined financial and non-financial metrics. Such metrics and their relation to remuneration packages shall be clearly defined at the beginning of the performance measurement period to ensure that the employees perceive the incentive mechanism.

Here front line Employee means Employees in Business Operations for designation Regional Manager & above role and Employees in Strategy operations for designation Manager and Above Role.

Further the deciding parameters and rating mechanism for variable pay of KMPs and SMPs is mentioned in Annexure-1.

Long-term pay:

At higher levels of responsibility, the proportion of variable pay shall be higher. The variable pay shall be truly and effectively variable and may be reduced to zero based on performance at an individual, business-unit and company-wide level.

The Company's long-term pay schemes are designed to encourage institution building among employees. Long-term pay may be administered either through the Company's employee stock option scheme or long-term reward scheme of the Company.

Stock options may also be granted to new employees at the time of their joining on a case-to-case basis with a view to attract high potential talent based on factors such as potential and skills. The final decision on the same will be of the committee or the Board of the Company.

Therefore, set by reference to local market practice in India and are in alignment with the Company's strategy which would be individually determined based on criticality of the function, capabilities of the individual concerned and overall compensation of such persons in similar peer organizations.

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12. COMPENSATION OF CONTROL & ASSURANCE FUNCTION PERSONNEL:

The KMPs and senior management engaged in financial control, risk management, compliance and internal audit shall be compensated in a manner that commensurate with their key role in the company and the role they play in the business of the Company. Accordingly, such personnel shall have higher proportion of fixed compensation. However, a reasonable proportion of compensation shall be in the form of variable pay, so that exercising the options of malus and/or clawback, when warranted, is not rendered infructuous.

Where any insurance is taken by the Company or its Holding Company on behalf of the Company's Managerial Person, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

13. GUARANTEED BONUS:

Guaranteed bonus may be paid to KMPs and senior management. Also in the context of new hiring /joining/sign-on bonus can be considered under Annual CTC. Such bonus will neither be considered part of fixed pay nor of variable pay. The final decision on the same will be of the committee.

14. ALIGNMENT OF REMUNERATION:

The Committee strives to ensure that the remunerations of the Directors, Senior Executives, Middle and lower-level employees of the company are reasonably aligned and the difference between the highest and lowest paid employees in the company are kept at reasonable multiples. Such reasonable multiples would be determined from time to time based on industry trends and developments around the world on fair compensation practices.

15. POST-RETIREMENT BENEFITS:

All the employees are entitled for retirement benefits such as provident fund and gratuity as per applicable law.

16. MALUS CLAUSE/ CLAWBACK:

Malus & Clawback provisions shall be applicable which would enable the Committee to reduce or cancel unvested awards and recover previously paid compensation

The component of compensation which can either be ESOPs or cash rewards will be subject to malus/clawback arrangements in the event of:

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- Subdued or negative financial performance of the Company, as determined by the Committee
- Material restatement of the Company's financials or any other materially inaccurate performance metrics.
- Material losses for the Company due to reckless / negligent or willful risk taking or other inappropriate action or behaviour by the relevant employee; and
- Misconduct or fraud committed by the relevant employee.
- Reputational harm
- Such other conditions or events, of similar nature as above, as determined by NRC for triggering review by NRC for the purpose of application of the Malus or the Clawback arrangement
- Exercise his/her responsibilities in a mala fide manner.
- Unfairly obstruct the functioning of the Company which may affect the material decision.
- Non-disclosure in case of conflict of interest
- Breach of Contract / violation of non-disclosure agreement
- Misconduct in Non adherence to Systems and procedures including internal guidelines / policies

17. FIT AND PROPER CRITERIA

The Nomination and Remuneration Committee shall undertake a process of Due Diligence based on the criteria of qualifications, technical expertise, track record, integrity etc. The basic objective of ascertaining the fit and proper criteria shall be to put in place an internal supervisory process on a continuing basis and to determine the suitability of the person for appointment / continuing to hold appointment as a Director of the Board of the Company. The Candidate at the time of appointment and at the time of the renewal of Directorship shall fill in such form as approved by the Nomination and Remuneration Committee to enable the Committee undertake such exercise of ensuring the 'Fit and Proper Criteria'. Further, the Company has adopted the separate policy on Fit and Proper criteria as prescribed under RBI Guidelines which is to be adhered at the time of appointment and/or reappointment.

The Committee shall undertake such Due Diligence exercise at the time of appointment of the Directorships of the incumbent.

18. REVIEW:

The Board of Directors on yearly basis shall review this policy and can amend this Policy as and when deemed fit from time to time.

19. CONTENT ON THE WEBSITE:

Appropriate disclosure regarding this Policy shall be made on the Company website at <https://www.digamberfinance.com/code.php>

The information published in the website should be updated whenever there is a change in the policy.

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20. AMENDMENT:

In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities not being consistent with the provisions laid down in this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions herein and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

21. POLICY REPEALABLE:

This policy constitutes the entire document in relation to its subject matter. In the event that any term, condition or provision of this policy being held to be a violation of any applicable law, statute or regulation, the same shall be repeal able from the rest of this policy and shall be of no force and effect, and this Criteria shall remain in full force and effect as if such term, condition or provision had not originally been contained in this Policy.

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ANNEXURE-1

Deciding Parameters and Rating Mechanism for Variable Pay of KMPs and SMPs

1. Objective:

To establish a transparent and well-documented framework for evaluating the performance of Key Managerial Personnel (KMPs) and Senior Management Persons for determining their variable pay component, in compliance with good governance and regulatory expectations.

2. Applicability:

This mechanism shall be applicable to all KMPs as defined under the Companies Act, 2013 and other applicable regulatory guidelines and all the Senior Management Persons as categorized by Board of Directors of the company. List of the same is as under:-

Key Managerial Personnel (KMPs)	Senior Management Persons (SMPs)
Chairman and Managing Director	Chief Business Officer
Whole Time Director	Chief Compliance Officer
Chief Financial Officer	Vice President
Company Secretary	Head-Accounts and Finance
	Head-Internal Audit (Branch and HO)
	Any other person who may be categorized as Senior Management Person by Board of Directors from time to time.

3. Components of Variable Pay:

The variable pay shall consist of a **performance-linked incentive** (PLI) and/or **bonus**, based on annual appraisal scores derived through a structured evaluation system.

4. Deciding Parameters (Key Performance Indicators - KPIs):

The following KPIs shall form the basis of performance assessment for KMPs and SMPs. Weightages may be adjusted based on specific roles, responsibilities, and annual priorities as approved by the NRC:

Parameter	Indicative Weightage
Company's Financial Performance (e.g. ROA, ROE, AUM growth, PAT)	30%
Operational Efficiency (e.g. PAR, Collection Efficiency, Cost-to-Income Ratio)	20%

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Parameter	Indicative Weightage
Compliance & Governance (e.g. audit scores, regulatory observations, policy compliance)	15%
Strategic Initiatives and Business Development (e.g. branch expansion, partnerships, digitalization)	15%
Team Leadership and People Management (e.g. attrition control, internal succession, training impact)	10%
Innovation and Process Improvement	10%

* KPIs of Chief Compliance Officer and other persons related to compliance will not be linked with any sales or revenue related targets or any other such targets which may create conflict.

5. Rating Mechanism:

Each KMP shall be rated annually on a 5-point scale:

Rating	Score Range	Description
Outstanding	4.5 – 5.0	Exceeds expectations significantly
Very Good	3.5 – 4.49	Consistently exceeds expectations
Good	2.5 – 3.49	Meets expectations
Needs Improvement	1.5 – 2.49	Partially meets expectations
Unsatisfactory	Below 1.5	Does not meet expectations

Overall performance score shall be derived by applying weights to each KPI score.

6. Payout Matrix:

Performance Rating	Variable Pay as % of Eligible Amount
Outstanding	100%
Very Good	85%
Good	60%
Needs Improvement	30%
Unsatisfactory	0%

7. Review and Approval:

- The performance evaluation and proposed variable payout shall be reviewed and recommended by the HR Department.

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- Final approval shall rest with the **Nomination and Remuneration Committee (NRC)** and, where applicable, the Board of Directors.

8. Documentation and Auditability:

All performance assessment records and variable pay decisions shall be maintained in a secure, auditable manner and reviewed periodically for consistency and fairness.

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ANNEXURE "E": PARTICULARS OF EMPLOYEES

[PURSUANT TO RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

1. The remuneration of each Director/ KMP of the Company for the FY 2025-26 is specified below:

Sr. No	Name of Director/ KMP	Designation	Total Remuneration for the FY 2025-26 (in Lakhs) Per Annum*	% Increase or Decrease in Remuneration Paid in FY 2025-26 as compared to FY 2024-25	Ratio of Remuneration of each Directors to the Median Remuneration of the Employee
1	Mr. Rajiv Jain (DIN: 00416121)	Chairman and Managing Director	240.00	-	121.58
2	Mr. Amit Jain (DIN: 00416133)	Whole Time Director	240.00	-	121.58
3	Mr. Vivek Kumar Jain*	Chief Financial Officer	32.85	7.70%	16.64
4	Mrs. Riddhi Sharma**	Company Secretary and Compliance Officer	2.64	-	1.34

*Mr. Vivek Kumar Jain, CFO resigned on 1st April 2026 and as per his notice period his last working day will be on or before 30th June 2026.

**Mrs. Riddhi Sharma has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. December 11, 2025.

- Ratio of remuneration of each Managerial Personnel Directors/KMP to the median remuneration of the Employee (Total employees based on existing and new) is calculated on basis of Cost to Company (CTC) basis.
- Median remuneration for the financial year 2025-2026 was Rs. 197396 (Financial Year 2024-2025 was Rs. 136824). There has been increase of 44.27% in the median remuneration of other Employee for FY 2025-2026 as compared to FY 2024-2025
- There were 1171 Active Employees (including 865 Confirmed Employees and 306 Employees on probation) on the rolls of the Company as on 31st March, 2026.
- It is hereby affirmed that the remuneration paid is as per the Nomination Remuneration & Compensation Policy adopted /amended by the Company. The Policy is placed on the website of the Company at https://digamberfinance.com/images/uploadimage/Nomination-Remuneration_&-Compensation_Policy.pdf

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6. Average percentile increase 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 point out if there are any exceptional circumstances for increase in the managerial remuneration:
1. Average percentage increase/decrease (-) in remuneration of employees excluding Managerial Personnel: (-16.09%).
 2. Average percentage decrease/increase in remuneration of Managerial Personnel: NIL
7. Increase in the Managerial Remuneration and justification thereof: There was no increase in remuneration paid to Mr. Rajiv Jain, Chairman and Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director (DIN: 00416133) of the company during financial year 2025-2026.
9. (1) Top 10 employees (other than Chairman and Managing Director and Whole Time Director) in items of remuneration drawn in the financial year 2025-2026 in terms of Rule 5(2)(i) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S. No	Name/Designation of employee	Remuneration/Salary received for FY 2025-26 (CTC)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age of such employee (Years)	Last employment held by such employee before joining the company	Percentage of equity shares held by the employee in the company as on 31.03.2026	Whether any such employee is a relative of any director or manager of the company and if so name of such director or manager
1.	Mr. Naveen Kumar Mallik Chief Business Officer"	9764853	Confirmed	B.Sc., 19 Years	15-Apr-24	51	Bharat Financial Inclusion Ltd.	-	No
2.	Mr. Dharendra Pratap Chief Technology Officer	8347120	Confirmed	B Tech and M Tech	29-May-2025	41	M2P Fintech	-	No
3.	Mr. Devendra Kumar Galav National Business Head	4712460	Confirmed	MBA	03-March-2025	41	Taraashna Financial Services Ltd	-	No
4.	Mr. Rabindra Kumar Mishra- Business Head -East Division	4214100	Confirmed	B.A.,	22-Apr-25	47	Dvara Kshetriya Gramin Financial Services Private Limited	-	No

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S. No	Name/Designation of employee	Remuneration/Salary received for FY 2025-26 (CTC)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age of such employee (Years)	Last employment held by such employee before joining the company	Percentage of equity shares held by the employee in the company as on 31.03.2026	Whether any such employee is a relative of any director or manager of the company and if so name of such director or manager
5.	Mrs. Shilpa Ajmera-ESG Head	4200000	Confirmed	MCA, More than 15 Yrs	1-Apr-09	45	Subodh College	9.24%	Yes. She is wife of Mr. Rajiv Jain- Chairman and MD (DIN: 00416121)
6.	Mrs. Shweta Jain- Chief Adviser Business and Head-CSR Activities	4200000	Confirmed	M.com, More than 15 Yrs	1-Apr-09	43	Manglam Group	10.89%	Yes. She is wife of Mr. Amit Jain- WTD (DIN: 00416133)
7.	Ms. Shilpa H Senior Engineering Manager"	4124331	Confirmed	BE.	24-Jul-25	29	M2P Fintech	-	No
8.	Mr. Dharmendra Jangid- Vice President	3654732	Confirmed	M.Com, 16 Yrs	10-Dec-12	33	Cyber Computer College	0.2603%	No
9.	Mr. Dilip Kumar Morwal- Chief Compliance Officer	3320476	Confirmed	B.com, ACS, LLB, MIFC, CFC, CBA, CSE, FAE and CFL, CM&A, 29 Yrs	21-Jun-23	48	TCI-Bhoruka Group	-	No
10.	Mr. Omprakash Sharma Zonal Head	3285056	Confirmed	M.A., 19 Yrs	21-Sep-23	48	Light Microfinance	-	No

*The remuneration/salary provided are in proportion to their tenure in the company for the financial year 2025-2026.

9 (2). There was no employee during the year drawing remuneration in terms of Rule 5(2)(ii) and 5(2)(iii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 except Chairman and Managing Director, Whole Time Director, Chief Technology Officer and Chief Business Officer details of which is given in annexure to this report.

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10. No employees of the company posted and working in a country outside India, not being directors or their relatives and drawing more than sixty lakh rupees per financial year or five lakh rupees per month.

**For & on behalf of the Board of Directors of
Digamber Capfin Limited**

Rajiv Jain
Chairman cum Managing Director
DIN: 00416121

Amit Jain
Whole Time Director
DIN: 00416133

Date: 08.06.2026

Place: Jaipur

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ANNEXURE “F”: RELATED PARTY TRANSACTION POLICY

INTRODUCTION

The Companies Act, 2013 (“the Act”) read with the Companies (Meeting of Board and its Power) Rules, 2014 (“Rules”) introduced specific provisions relating to Related Party Transaction and defined the term related parties, related party transaction, relatives, key management personnel. The Act and the rules have also laid down the financial limits and the approval process of such transaction.

Accordingly, the Board of director (the “Board”) of Digamber Capfin Limited (“The Company”) has adopted a policy to regulate transaction between the Company and Related Parties.

A company, in the course of conduct of its business, enters into various transactions with different parties, including its related parties. Companies also carry on their activities through subsidiary and associate companies. Accordingly, related party relationships are a normal feature of business. Due to this relationship, related parties may enter into transactions that unrelated parties may not. For this the board of directors (“Board”) of Digamber Capfin Limited (“The Company”) has adopted the said Related Party Transactions Policy.

SCOPE AND PURPOSE

This Policy is formulated in line with the provisions of the Companies Act, 2013 and Directions issued by Reserve Bank of India. It is intended to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its related parties.

DEFINITIONS

1. “Act” means the Companies Act, 2013 or any previous enactment thereof and shall include all rules, regulations, made thereunder, amendments, modifications and re-enactments thereto.
2. “Arm’s Length Transaction” as per explanation to sub-section (1) of Section 188 of the Act term ‘arm’s length transaction’ as a transaction between two related parties that is conducted as if they were unrelated so that there is no conflict of interest.

In terms of Section 92F of the Income-tax Act, 1961, “arm’s length price” means a price which is applied or proposed to be applied in a transaction between persons other than associated enterprises, in uncontrolled conditions.

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3. "Articles" or "AOA" means the Articles of Association of the Company as may be amended from time to time as prescribed under the Transaction Documents.
4. "Audit Committee" means "Audit Committee" constituted by the Board of Directors of the Company under section 177 of the Act and in compliance with Articles, from time to time.
5. "Board of Directors" or "Board" means the Board of Directors of the Company, as constituted from time to time.
6. "Director" shall have the same meaning as prescribed to it under the act.
7. "Key Managerial Personnel (KMP)" means as per section 2(51) of the companies act 2013 in relation to a company, means—
 - (i) The Chief Executive Officer or the managing director or the manager;
 - (ii) The Company Secretary;
 - (iii) The whole-time director;
 - (iv) The Chief Financial Officer;
 - (v) Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) Such other officer as may be prescribed
8. "Ordinary Course of Business" in relation to the Company means the ordinary course of business, as applicable, consistent with past practice and compliant with Applicable Laws in all material respects or to the extent required to taken in compliance with statutory obligations or contractual obligations existing as of the date hereof or entered in accordance with the terms of the Transaction Documents;
9. "Person(s)" shall mean an individual, corporation, partnership, limited liability partnership, association, trust or other entity or organisation, including a government or political subdivision or an agency or instrumentality thereof.
10. "Policy" means this policy in relation to Related Party Transactions of the Company.
11. "Related Party" means such party with reference to a company as defined in Section 2(76) of the Act.
12. "Related Party Transaction" means contracts or arrangements between a company and its related parties with respect to transactions covered in Section 188 of the Act. The expression 'contract or arrangement' has different connotations under the Act. While 'contract' envisages a written /formal binding document, 'arrangement' may be with or without a written document.

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A "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Words and expression used in this policy but not defined herein shall have the meaning prescribed to them in the Companies Act, 2013 and the Rules framed there under as amended from time to time.

DEALING WITH RELATED PARTY TRANSACTIONS

All Related Party Transactions (other than transactions between the Company and its wholly owned subsidiaries) which are in the ordinary course of business and on arm's length basis shall require approval of the Audit Committee of the Company in accordance with this Policy.

Apart from this, All Other related party transactions shall be dealt with in accordance of the prevailing provisions of Companies Act, 2013 and rules made thereunder.

IDENTIFICATION OF RELATED PARTY TRANSACTIONS

All Related Party Transactions shall be placed before the Audit Committee of the Company for its approval.

All Directors, Members of the Management and Key Managerial Personnel (KMPs) are responsible for informing the Company of their interest (including interest at their Relatives) in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year, immediately on occurrence (As per enclosed Annexure).

Further, Directors and KMPs should disclose to the Board whether they, directly, indirectly, or on behalf of third parties, have material interest in any transaction or matter directly affecting the Company.

REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

All Related Party Transactions must be reported to the Company Secretary who shall place the same before the Audit Committee in accordance with this Policy.

The Audit Committee may grant omnibus approval to Related Party Transactions that are:

- a. repetitive in nature; and
- b. entered in the ordinary course of business and on arm's length basis.

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Such omnibus approval may be granted to the transactions which, in addition to meeting the above criteria, also satisfy the following considerations:

- a) The transaction in question is necessary to be executed as it is in the business interest of the Company;
- b) The requisite information is presented to the Audit Committee's satisfaction to confirm that the transaction is entered in the ordinary course of business and on arm's length basis;
- c) Such omnibus approval shall specify –
 - i. the name/s of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into;
 - ii. the indicative value and the formula for variation in the value, if any and
 - iii. such other conditions as the audit committee may deem fit;
- d) Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of the financial year.
- e) Any member of the Audit Committee, who has an interest in any Related Party Transaction, will recuse himself or herself and abstain from discussion or voting on the approval or ratification of such related party transaction;
- f) All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval. Any member of the Board who has an interest in such Related Party Transaction will recuse himself or herself and abstain from discussion or voting on the approval of such Related Party Transaction.
- g) Any such Related Party Transactions shall also be placed for prior approval of shareholders if it exceeds the thresholds as prescribed under the Companies Act, 2013 and the Rules framed there under and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 if applicable.
- h) All entities falling under the definition of related parties shall not vote to approve the said resolution being placed before the shareholders.

RELATED PARTY TRANSACTIONS THAT SHALL NOT REQUIRE APPROVAL

Following Related Party Transactions shall not require any separate approval under this Policy:

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- I. Any transaction pertaining to appointment and remuneration of Directors and KMPs that require approval of the Nomination and Remuneration Committee of the Company and the Board;
- II. Transactions that have been approved by the Board under the specific provisions of the Companies act, 2013 e.g., inter-corporate deposit, borrowings, investment etc. with or in wholly owned subsidiaries or other related parties;
- III. Payment of Dividend;
- IV. Transactions involving corporate restructuring, such as buy-back of shares, capital reduction, merger, demerger, hive-off etc. which are approved by the board and carried out in accordance with the specific provisions of the companies' act, 2013;
- V. Contribution towards Corporate Social Responsibility (CSR) within the overall limits approved by the Board that require approval of the CSR Committee.

RATIFICATION OF TRANSACTION WITH RELATED PARTY

Where a company enters into any related party transaction without prior approval of Audit Committee, the company may ratify such transaction within three months to avoid any penal consequences.

DISCLOSURE OF RELATED PERSON BY KMP/DIRECTORS OF THE COMPANY

Every KMP/Directors of the company shall provide the complete details of their relatives in terms of section 2(77) of the act and their concern or interest in any company/firm/LLP or any other entity in the format as annexed “**ANNEXURE-1**” at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change for the purpose of identification of related party transaction as per provisions of section 188 of the act.

AMENDMENTS TO THE POLICY

The Audit Committee of the Company shall review this Policy from time to time, and may recommend amendments to the same for approval of the Board.

In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities not being consistent with the provisions laid down in this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions herein and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

POLICY REPEALABLE

- I. This Policy constitutes the entire document in relation to its subject matter. In the event that any term, condition or provision of this Policy being held to be a violation of any

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Applicable Law, statute or regulation, the same shall be Repealable from the rest of this Policy and shall be of no force and effect, and this Policy shall remain in full force and effect as if such term, condition or provision had not originally been contained in this Policy.

- II. This Policy shall be placed on the website of the Company at <https://www.digamberfinance.com/code.php>

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ANNEXURE-1**DISCLOSURE OF DETAILS OF RELATIVES AS PER SECTION 2(77) OF THE COMPANIES ACT, 2013**

Name of Person:

Designation:

The details of my relatives are as under:

Sr. No.	Name of Relative	Relationship	PAN Number /Other Identification No.	Entities in which the relative is a self-proprietor/ partner or Member/ Director of a Private Company	Entities in which the director together with his relative(s) holds more than 2% of the paid-up share capital of a public limited company of which the director is also a director
1.					
2.					
3.					

Date:

Place:

(Signature)

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ANNEXURE: G 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 transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

S. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship:	NA
b)	Nature of contracts/arrangements/transactions	NA
c)	Duration of the contracts/arrangements/transactions	NA
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions	NA
f)	Date(s) of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

2. Details of material contracts or arrangement or transactions at arm's length basis:

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Amount in Rs. Lakhs)	Date(s) of approval by the board/ shareholders if any	Amount paid as advances, if any
a.	Mrs. Shilpa Ajmera (Spouse of Mr. Rajiv Jain, Chairman and Managing Director)	Remuneration as employee of the company	As per the Resolutions passed by Shareholders and Board of Directors and Nomination	42.00	B.M : 29.08.2023 AGM: 26.09.2023	NIL

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S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Amount in Rs. Lakhs)	Date(s) of approval by the board/ shareholders if any	Amount paid as advances, if any
	of the Company, DIN:00416121)	(Place of Profit)	and Remuneration Committee			
b.	Mrs. Shweta Jain (Spouse of Mr. Amit Jain, Whole time Director of the Company, DIN: 00416133)	Remuneration as employee of the company (Place of Profit)	As per the Resolution Resolutions passed by Shareholders and Board of Directors and Nomination and Remuneration Committee	42.00	B.M : 29.08.2023 AGM: 26.09.2023	NIL

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR DIGAMBER CAPFIN LIMITED**

**Place: Jaipur
Date: 08.06.2026**

**Rajiv Jain
Chairman and
Managing Director
DIN: 00416121**

**Amit Jain
Whole time Director
DIN: 00416133**

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ANNEXURE "H": ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY
ACTIVITIES FOR THE FINANCIAL YEAR 2025-2026

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. BRIEF OUTLINE ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") POLICY OF THE COMPANY

The Company has a Board approved Corporate Social Responsibility ('CSR') Policy, in accordance with the provisions of Section 135 of the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR Rules') and Schedule VII of the Act along with rules framed there under, approved and amended by the Board of Directors of Company.

Further it is prescribed by board to undertake CSR activities in cohesion with those enunciated in the schedule VII of the Companies Act, 2013 for the benefits of the localities of nearby area of the company mainly or in any other part of India as may be deemed fit by the Board of Directors or Members of the CSR committee of the company.

Following Activities can be undertaken by Company towards CSR Expenditure as follows:

Health and Sanitation

Eradicating hunger, poverty and malnutrition (promoting health care including preventive health care) and sanitation (including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation) and making available safe drinking water

Education

Promoting education, including special education and employment enhancing vocation skills and livelihood enhancement projects.

Women Empowerment

Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

Environment

Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water [including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga].

Rural Development

Rural development projects

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Protection of national heritage

Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts.

Slum area development

Slum Area Development shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force

Disaster management

Disaster management, including relief, rehabilitation and reconstruction activities

Sports

Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympics sports.

Other Activities

The Company may even spend approved CSR Amount (entire or partial) in any other activities (other than as mentioned in above table) as prescribed under Schedule VII of the Companies Act, 2013.

The objective of our CSR policy is to actively contribute to the social, environment and economic development of the society and promoting health care in which we operate.

KEY HIGHLIGHTS OF THE CSR PROJECTS UNDERTAKEN BY THE COMPANY DURING THE FINANCIAL YEAR 2025-2026 (AMOUNT OF CSR AMOUNT SPENT AGAINST OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR)

For the Financial year 2025-2026 the amount approved by the Board of the company was Rs. 23,36,500 for contributing towards CSR Activity. The company has undertaken its CSR responsibilities and spent Rs. 23,39,500 towards CSR expenditure as stated below:

IMPLEMENTING AGENCY	CSR REGISTRATION NUMBER OF IMPLEMENTING AGENCY	UNDER SECTOR AS PER SCHEDULE VII TO THE ACT	AMOUNT CONTRIBUTED (In Rs.)	PROJECT UNDERTAKEN
Dakshiva Welfare Foundation A-38, Radhika Laxmi Narayan Puri Suraj Pole gate, Jaipur-302003, Rajasthan, India	CSR00026307	Serial no. 1 of Schedule VII of section 135 of the Companies Act, 2013 - Eradicating hunger, poverty and malnutrition	18,25,000	Free distribution of food/ration to poor and needy persons of society, particularly in slum areas, under the category of eradicating hunger, poverty and malnutrition through

DIGAMBER CAPFIN LIMITED

IMPLEMENTING AGENCY	CSR REGISTRATION NUMBER OF IMPLEMENTING AGENCY	UNDER SECTOR AS PER SCHEDULE VII TO THE ACT	AMOUNT CONTRIB UTED (In Rs.)	PROJECT UNDERTAKEN
				implementing agency Dakshiva Welfare Foundation.
Direct Expenditure by the company	NA (Directly undertaken and handled by the company)	Serial no. 4 of Schedule VII of section 135 of the Companies Act, 2013-Environmental sustainability and use of renewable energy	5,14,500	Installation of Solar Panels at Shri Shantinath Digamber Jain Mandir, Surya Nagar, under the category of environmental sustainability and promotion of renewable energy.
Total Amount spent for F.Y 2025-2026			Rs. 23,39,500	

2. COMPOSITION OF CSR COMMITTEE:

The Board have constituted a CSR Committee in accordance with the requirements of Section 135(1) of the Act.

The composition of the CSR Committee as on March 31, 2026 and attendance of the Committee members at the CSR Committee meeting held during the Financial Year 2025-26 are as follows:

Sl. No.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Rajiv Jain , Chairman and Managing Director	Chairman	1	1
2.	Mr. Lalit Kumar Jain, Independent Director	Member	1	1
3.	Mr. Jatin Chhabra, Non-Executive Director	Member	1	1

3. CSR Leadership and Advisory Support

In addition to the Corporate Social Responsibility (CSR) Committee constituted by the Board in accordance with the applicable provisions of the Companies Act, 2013, the Company is also guided by a dedicated CSR leadership structure comprising the Chief Business Adviser and the Head – CSR.

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The position of Head – CSR is presently held by Mrs. Shweta Jain, who provides strategic guidance, operational support, and advisory assistance in relation to the Company's CSR initiatives and implementation activities.

The said position is honorary in nature and Mrs. Shweta Jain does not receive any remuneration, sitting fees, commission, reimbursement, or any other monetary consideration from the Company in relation to her role as Head – CSR.

4. WEB-LINK(S) WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

- a. Composition of CSR committee:
- b. CSR Policy:
- c. CSR Projects approved by the board:

5. EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8, IF APPLICABLE

This clause is not applicable to the company as company's average CSR obligation is not exceeding Rs. 10 Crore (Ten Crore Rupees) or more in pursuance of sub section (5) of section 135 of the Act, in the three immediately preceding financial years.

6. CSR OBLIGATION FOR THE F.Y.2025-26

S. No.	Particulars	Amount In Rs.
A.	Average net profit of the company as per sub-section (5) of section 135:	11,68,35,46.79
B.	Two percent of average net profit of the company as per sub-section (5) of section 135:	23,36,709.36
C.	Surplus arising out of the CSR projects or programme's or activities of the previous financial years:	Nil
D.	Amount required to be set off for the financial year, if any:	214
E.	Total CSR obligation for the financial year [(B)+(C)-(D)]	23,36,495.36
F.	Remaining amount to be added back in CSR for the FY (2025 – 26)	-
G.	Revised CSR Obligation for FY 2025 – 26 [(E) + (F)]	23,36,495.36

* The board of directors has approved the CSR obligation for FY 2025-26 as Rs. 23,36,495.36 and 23,36,500 after rounding off.

7. DETAILS OF CSR AMOUNT SPENT DURING THE F.Y.2025-26

- a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):**
 - (i) Amount of CSR amount spent against ongoing projects for the financial year: NIL
 - (ii) Amount of CSR amount spent against other than ongoing projects for the financial year: Rs. 23,39,500
- b) **Amount spent in Administrative Overheads:** NIL
- c) **Amount spent on Impact Assessment, if applicable:** NA
- d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** Rs. 23,39,500
- e) **CSR amount spent or unspent for the financial year:**

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Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
23,39,500	NIL	NA	NIL	NIL	NA

(f) Excess amount for set off, if any: Nil

Sl. No.	Particular	Amount (In Rs.)
(i)	Two percent of average net profit of the company as per sub section (5) of section 135	23,36,500
(ii)	Total amount spent for the Financial Year	23,39,500
(iii)	Excess amount spent for the financial year [(ii)-(i)]*	3000
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]*	0

* The board of directors has approved the CSR obligation for FY 2025-26 as Rs. 23,36,500 So, the excess amount spent for the FY shall be calculated as Rs. 23,36,500 – 23,39,500 = 3000

8. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: NIL

1	2	3	4	5	6		7	8
S.No.	Preceding Financial Year (s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount In Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1	2025-26	Nil	NA	23,39,500	Nil	Not Applicable	Nil	Nil
2	2024-25	Nil		87,11,346	Nil	Not Applicable	Nil	Nil
3	2023-24	Nil		93,00,000	Nil	Not Applicable	Nil	Nil

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9. Responsibility amount spent in the Financial Year:

Yes No

If yes, enter the number of Capital assets created/ acquired

NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset (s) [including complete address and location of the property]	Pin code of the property or asset (s)	Date of creation	Amount of CSR Amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
NA							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries).

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable, since the company has spent its obligation amount.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR DIGAMBER CAPFIN LTD**

Place: Jaipur
Date: 08.06.2026

Rajiv Jain
Chairman of CSR
Committee
DIN: 00416121

Amit Jain
Whole Time Director
DIN: 00416133

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ANNEXURE “I”: MANAGEMENT DISCUSSION & ANALYSIS REPORT

GLOBAL ECONOMY OVERVIEW

The global economy continued to demonstrate resilience during 2025; however, the outlook for 2026 has become increasingly uncertain due to geopolitical tensions, evolving trade policies, supply chain disruptions and volatility in commodity prices. According to the International Monetary Fund (IMF) in its latest World Economic Outlook – April 2026, global economic momentum has weakened amid rising geopolitical conflicts and elevated uncertainty in financial markets.

The IMF has projected global growth at approximately 3.1% in 2026 and 3.2% in 2027, which remains below the pre-pandemic historical average. The report noted that the global economy, after showing resilience against trade disruptions and policy uncertainties during the previous year, is now facing fresh challenges arising from the conflict in the Middle East, inflationary pressures and tighter financial conditions.

Global headline inflation is expected to rise moderately during 2026 before resuming its downward trajectory in 2027. Emerging market and developing economies continue to face challenges relating to higher energy prices, volatile capital flows and currency fluctuations, while advanced economies are witnessing relatively slower growth amid fiscal tightening and geopolitical uncertainties.

Growth in China remained below earlier expectations due to continued stress in the property market, subdued consumer demand and weaker business sentiment. Several European economies are also witnessing moderate growth due to inflationary pressures and slowing industrial activity. At the same time, technology investments, digital transformation and adaptive business models continue to provide support to global economic activity.

Despite prevailing uncertainties, the global financial system continues to remain broadly stable supported by policy interventions, improving supply chain adjustments and gradual normalization of inflation in several economies.

(Source: International Monetary Fund – World Economic Outlook, April 2026)

THE INDIAN ECONOMY OVERVIEW & OUTLOOK

India continues to remain one of the fastest-growing major economies globally, supported by resilient domestic demand, strong government capital expenditure, digital transformation and ongoing structural reforms. Despite global uncertainties and geopolitical developments, India's macroeconomic fundamentals continue to remain robust.

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According to the International Monetary Fund (IMF) in its World Economic Outlook – April 2026, India's GDP growth is projected at approximately 6.5% during FY 2026-27, making it one of the fastest-growing large economies globally. The Indian economy continues to benefit from strong domestic consumption, infrastructure development, increasing digital adoption and policy support towards manufacturing and MSME sectors.

The Government of India has continued its emphasis on infrastructure creation, rural development, manufacturing, exports, financial inclusion and digital economy through various policy initiatives and budgetary measures. The Union Budget 2025-26, themed "Sabka Vikas", focuses on balanced and inclusive economic growth by prioritizing agriculture, MSMEs, investment, exports and employment generation.

The Indian economy has also witnessed healthy GST collections, sustained growth in Unified Payments Interface (UPI) transactions, increased rail and freight movement, improved domestic aviation activity and growth in digital financial services. Public infrastructure investments in roads, railways, renewable energy and logistics are expected to continue supporting medium-term economic growth.

The services sector continues to remain a major contributor to economic activity supported by healthy business sentiment and stable PMI levels. Rural demand is also expected to improve supported by government welfare measures, improving agricultural outlook and rising financial inclusion.

India's financial sector remains stable with healthy capitalization levels, expanding digital infrastructure and increasing formalization of the economy. However, inflationary pressures, geopolitical risks, commodity price volatility and global trade disruptions continue to remain key external risks to the economic outlook.

Overall, India's medium-term growth outlook remains positive supported by strong domestic fundamentals, increasing investments, policy reforms and technological advancement.

(Source: International Monetary Fund – World Economic Outlook, April 2026; RBI Monetary Policy Statements; Economic Survey 2024-25; Union Budget 2025-26)

INDUSTRY OUTLOOK-NBFC-MFI

NBFC MFI

The microfinance sector in India continues to play a significant role in promoting financial inclusion by extending credit access to low-income households, women borrowers and small entrepreneurs residing in rural and semi-urban geographies.

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As per the latest available industry data, the combined microfinance portfolio outstanding stood at approximately Rs. 3.34 trillion as on April 30, 2026, reflecting a year-on-year decline of around 9%. The sector witnessed moderation in disbursement growth during FY 2025-26 due to cautious underwriting practices, elevated borrower leverage concerns and focus on portfolio quality. However, asset quality indicators have shown signs of improvement during FY 2025-26.

According to recent industry reports, the 30+ Days Past Due (DPD) delinquency rate improved significantly to approximately 2.5% in April 2026 from around 6.4% in April 2025, reflecting better collection efficiency, prudent lending practices and implementation of industry guardrails.

NBFC-MFIs continue to remain the dominant category within the microfinance ecosystem. As on December 2025, NBFC-MFIs accounted for approximately 41.6% share of the total microfinance portfolio outstanding. The sector also witnessed improvement in early-stage delinquencies and gradual stabilization in borrower repayment behavior.

The industry experienced stress during FY 2024-25 and FY 2025-26 due to elevated delinquencies, borrower overleveraging, operational disruptions and socio-political factors in certain geographies. However, industry participants, Self-Regulatory Organizations (SROs) and lenders have implemented multiple corrective measures focused on responsible lending, borrower indebtedness assessment and strengthening collection mechanisms.

ICRA in its latest sector update observed that asset quality trends have started stabilizing although they remain monitorable in view of socio-political developments and regional disruptions. ICRA expects muted AUM growth for NBFC-MFIs during FY 2026 followed by recovery in FY 2027. The agency further expects profitability of NBFC-MFIs to improve during FY 2027 due to moderation in credit costs and gradual improvement in collection efficiencies.

The industry continues to focus on strengthening underwriting standards, improving portfolio quality, reducing borrower overleveraging and enhancing operational controls. The implementation of guardrails prescribed by SROs and tighter credit assessment frameworks are expected to support long-term sustainability of the sector.

Despite near-term challenges, the long-term outlook for the microfinance industry remains positive due to low penetration of formal credit in rural and semi-urban India, increasing financial awareness, digital adoption and continued government focus on financial inclusion and rural development.

(Source: ICRA – “Asset quality shows signs of stabilisation; sector performance expected to improve in FY2027”, February 2026; Sa-Dhan Quarterly Microfinance Reports FY 2025-26; Equifax India Microfinance Report, April 2026)

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COMPANY OVERVIEW

FINANCIAL INCLUSION VIA DIGAMBER CAPFIN LIMITED

Microfinance allows people to take on reasonable small business loans safely and in a manner that is consistent with ethical lending practices.

Unlike traditional financing institutions, Digamber Capfin Limited, being a Micro Finance Institution, focuses on supporting entrepreneurs and economically active borrowers belonging to lower income groups.

Despite the availability of financial services, lack of awareness and financial literacy continue to remain challenges in achieving complete financial inclusion. This affects both customers and financial institutions and limits access to organized credit facilities.

The Company is an institution established 31 years ago and has been focusing on microfinance business since 2009. Due to its continued focus on the core microfinance business, the Company has established strong outreach across various rural and semi-urban geographies. Keeping in view the requirements of underserved segments, the Company has designed products specifically catering to lower income groups.

STRENGTHS, WEAKNESS, OPPORTUNITIES AND THREAT (SWOT)

Strengths	Weakness	Opportunities	Threat
1. 15 years of MFI industry experience and 31 years of NBFC industry experience	1. Dependency on external funding	1. Rural and Semi-Urban areas in India offer immense potential for microfinance lending with increasing focus on financial inclusion	1. Rising inflation and operating costs
2. Strong market presence across 7 States and 1 UT in India	2. Vulnerability to economic downturns	2. Introduction of newer synergic products	2. Geopolitical instability
3. Extensive customer base		3. Digital financial services	3. Competition from MFIs and local financiers
4. Quality loan portfolio			4. Increase in borrowing costs
5. Broad-based funding sources			
6. Technological integration			
7. Active risk and compliance management			

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1. PRODUCT WISE PERFORMANCE

The Company's flagship product, the 'JLG Model', continues to hold a dominant share in the overall portfolio, constituting 99.58% of the total Assets Under Management (AUM). The product is primarily designed for economically active women residing in low-income rural and semi-urban areas who are generally engaged in small trading, agricultural allied activities, household enterprises and service-oriented occupations.

The product continues to demonstrate strong acceptance among customers due to its structured group lending model, doorstep service approach and focus on financial inclusion. Based on the repayment track record and credit behavior of borrowers, the Company offers higher ticket size loans in subsequent lending cycles, thereby supporting gradual economic growth and livelihood enhancement of its customers.

In addition to its core Joint Liability Group (JLG) product, the Company has also been focusing on diversification of its loan portfolio through Small Business Loans (SBL) and other individual lending products with an objective to cater to the evolving financial requirements of micro and small entrepreneurs. These products are designed to support small shopkeepers, retail traders, service providers and self-employed individuals engaged in day-to-day income generating activities. The Company believes that diversification into small business lending not only broadens its customer base but also helps in reducing concentration risk associated with dependence on a single product category.

The Small Business Loan segment is gradually gaining acceptance in the market due to increasing demand for working capital and business expansion requirements among small entrepreneurs operating in rural and semi-urban geographies. The Company continues to evaluate opportunities for expanding such products in a calibrated and prudent manner while maintaining focus on portfolio quality and regulatory compliance.

The total portfolio size of SBL stood at Rs. 1.31 Crores as on March 31, 2026.

Further, 57.46% share of the total AUM falls within the ticket size of loans above Rs. 23,000 and up to Rs. 70,000, reflecting the Company's continued focus on serving the credit needs of underserved and financially excluded segments.

2. FINANCIAL PERFORMANCE ALONG WITH OPERATIONAL PERFORMANCE

During the financial year under review, the microfinance industry witnessed significant stress due to increase in delinquencies primarily arising from over-indebtedness of borrowers and challenging operating environment in certain geographies. Considering the prevailing industry conditions and with an objective to maintain portfolio quality and financial discipline, the Company adopted a conscious and prudent lending approach during the financial year 2025-2026. As a result, the Company disbursed loans amounting to only Rs. 203.89 Crores during the year, which consequently led to decline in the Assets Under Management (AUM) levels.

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During the year, the Company primarily focused on improving collection efficiencies and strengthening recovery efforts across all delinquency buckets. Simultaneously, the Company also undertook various cost rationalization measures aimed at optimizing operational expenses and minimizing operational losses.

Due to the conscious reduction in lending activities and decline in AUM levels, the revenue of the Company was impacted during the year under review. Consequently, during the financial year 2025-2026, the total revenue from operations of the Company stood at Rs. 13,649.86 Lakhs as compared to Rs. 23,274.10 Lakhs during the financial year 2024-2025, thereby witnessing a decrease of 41.35%.

Further, the total income of the Company for the financial year 2025-2026 stood at Rs. 14,921.09 Lakhs as compared to Rs. 24,169.31 Lakhs during the previous financial year, reflecting a decrease of 38.26% in total income.

The Company reported a Loss after Tax of Rs. 5,068.47 Lakhs during the financial year 2025-2026 as compared to Loss after Tax of Rs. 4,735.40 Lakhs during the financial year 2024-2025.

A. FINANCIAL PERFORMANCE

COMPARISON OF FINANCIAL YEAR 2025-2026 WITH FINANCIAL YEAR 2024-2025

Particulars	2025-26		2024-25	
	Rs. in Lakhs	% to revenue	Rs. in Lakhs	% to revenue
Revenue from operation	13,649.86	91.48%	23,274.10	96.30%
Other Income	1,271.23	8.52%	895.21	3.70%
TOTAL REVENUE	14,921.09		24,169.31	
Employee Benefit Expenses	6,256.30	41.93%	7,417.69	30.69
Depreciation & Amortization expenses	98.06	0.66%	146.60	0.61
Administrative expenses	2,108.67	14.13%	2,737.89	11.32%
Impairment on Financial Instruments	-2,801.76	-18.78%	1,629.25	6.74%
Write off	8,898.35	59.64%	7,588.83	31.40
Finance cost	5,587.54	37.45%	9,538.18	39.46%
Profit before tax	-5,226.07	-35.02%	-4,889.13	-20.22
Tax expense	-157.60	-1.06%	-153.72	0.64
Profit After Tax	-5,068.47		-4,735.41	
Earnings per share:				
Basic		-51.23		-47.87
Diluted		-51.23		-47.87

B. BRIEF ANALYSIS OF SHAREHOLDERS WEALTH

Particulars	Units	2025-2026	2024-2025
Total revenue	Rs. in Lakhs	14,921.09	24,169.31
Increment over PY	%	-38.26%	-13.22%
PAT	Rs. in Lakhs	-5,068.47	-4,735.40
Increment over PY	%	7.03%	-295.22%
EPS (Basic)	Rs. In Actual	-51.23	-47.87
Increment over PY	%	7.03%	-295.62%

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Particulars	Units	2025-2026	2024-2025
EPS (Diluted)	Rs. In Actual	-51.23	-47.87
Increment over PY	%	7.03%	-296.02%
Return of Equity	%	-28.33%	-20.82%
Increment over PY	%	36.07%	-323.87

C. OPERATIONAL PERFORMANCE

COMPARISON OF FINANCIAL YEAR 2025-2026 WITH FINANCIAL YEAR 2024-2025

Particulars	Unit	March 31, 2026	March 31, 2025	Change (%)
Number of Branches	No's	200	214	-6.54%
Number of States and Union Territory	No's	8	8	0.00%
No. of Customers/ Borrowers	No's	133375	253453	-47.38%
No. of Employees	No's	1258	1834	-31.41%
Amount Disbursed	Rs. In Lakh	20389.08	51307.48	-60.26%
Gross Loan Portfolio (Ind As)	Rs. In Lakh	30,243.66	66618.52	-54.60%
Assets Under Management (Ind As)	Rs. In Lakh	32,312.17	72,041.59	-55.15%

D. ASSETS UNDER MANAGEMENT (AUM)

The Assets Under Management (AUM) of the Company witnessed a decline of 55.15% during the financial year 2025-2026 as compared to the previous financial year. The AUM of the Company stood at Rs. 32,312.17 Lakhs as on March 31, 2026 as against Rs. 72,041.59 Lakhs as on March 31, 2025.

During the year under review, the microfinance industry experienced considerable stress due to elevated delinquencies, increased borrower over-indebtedness, tightening lending environment and operational challenges prevailing across various geographies. Considering the overall industry scenario and with a view to safeguarding the long-term sustainability of the portfolio, the Company adopted a conscious, calibrated and prudent lending strategy during the financial year 2025-2026.

The Company deliberately focused on maintaining portfolio quality over aggressive growth and accordingly adopted stricter underwriting standards, cautious customer selection processes and controlled disbursement strategy. The Company also undertook continuous monitoring of borrower indebtedness levels and repayment behavior to ensure responsible lending practices and compliance with regulatory as well as industry guardrails prescribed by the Self-Regulatory Organizations (SROs).

Further, during the year the Company concentrated significantly on improving collection efficiency, strengthening recovery mechanisms and resolution of overdue accounts across various delinquency buckets. Special collection drives, branch-level monitoring mechanisms and focused recovery efforts were undertaken to improve the quality of the loan portfolio and contain incremental slippages.

As a result of the conscious lending approach and moderation in fresh disbursements, the AUM levels of the Company were impacted during the financial year under review.

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However, the management believes that such prudent measures were necessary in the prevailing industry conditions to preserve asset quality, strengthen operational stability and improve the overall risk profile of the portfolio.

The Company continues to undertake various corrective, operational and strategic initiatives aimed at improving portfolio quality, enhancing collection efficiencies, strengthening risk management practices and maintaining adequate AUM levels in a sustainable manner. The Company remains cautiously optimistic about gradual improvement in the microfinance sector during the coming financial year, subject to stabilization of industry conditions, continued support from lenders and improvement in borrower repayment behaviour.

E. DISBURSEMENT

The Company offers a diversified range of financial products comprising Joint Liability Group (JLG) Loans, Individual Micro Loans (IML) and Small Business Loans (SBL), designed to cater to the varied financial requirements of economically active borrowers belonging to rural and semi-urban geographies.

During the financial year 2025-2026, the Company disbursed loans amounting to Rs. 20389.08 Lakhs as compared to Rs. 51,307.48 Lakhs during the financial year 2024-2025, thereby witnessing a decline of 60.26%.

The decline in disbursement during the year under review was primarily attributable to the conscious and prudent lending approach adopted by the Company considering the prevailing stress in the microfinance industry, increased delinquencies, borrower over-indebtedness and implementation of stricter underwriting standards. The Company prioritized portfolio quality, responsible lending and risk containment over aggressive business growth during the year.

The Company undertook calibrated disbursement practices with enhanced due diligence, strengthened borrower assessment mechanisms and close monitoring of customer indebtedness levels in line with the regulatory expectations and guardrails prescribed by the industry Self-Regulatory Organizations (SROs). The Company also focused on lending to quality customers with stable repayment behaviour and sustainable cash flow generation capacity.

Further, the Company continued its efforts towards diversification of the loan portfolio through Individual Micro Loans and Small Business Loans aimed at catering to small entrepreneurs, shopkeepers and self-employed individuals engaged in income generating activities. The management believes that diversification of product portfolio shall support long-term business sustainability and reduce concentration risk associated with dependence on a single lending product.

The Company expects gradual improvement in disbursement momentum during the coming financial year subject to improvement in industry conditions, stabilization in collection efficiencies and continued support from lenders.

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F. FUNDING SOURCE

The Company continues to maintain a diversified borrowing profile and remains focused on strengthening long-term relationships with its existing as well as prospective lenders. The Company follows a prudent resource mobilization strategy with an objective to ensure adequate liquidity, diversified funding mix and financial stability.

As on March 31, 2026, the Company had association with 18 lenders comprising Public Sector Banks, Private Sector Banks, Financial Institutions and NBFCs. The Company continues to maintain healthy engagement with its lending partners through regular operational updates, compliance adherence and transparent communication practices.

During the financial year 2025-2026, the lending environment for the microfinance sector remained cautious due to elevated stress in the industry and concerns relating to asset quality. Despite these challenges, the Company continued to receive support from its lenders owing to its established operational track record, governance practices and focus on responsible lending.

During the period under review, the Company raised Rs. 25 Crores from lenders through term loan.

Further, the Company did not avail any amount through securitization transactions during the financial year 2025-2026.

The Company continues to explore opportunities for expanding its lender base and strengthening its liability profile through diversified funding avenues while maintaining prudent leverage levels and effective Asset Liability Management (ALM) practices.

G. COLLECTIONS EFFICIENCY

Collection efficiency and portfolio quality remained key operational focus areas for the Company during the financial year 2025-2026 considering the challenging environment prevailing in the microfinance industry.

The average collection efficiency of the Company during the financial year 2025-2026 stood at 90%.

During the year under review, the Company undertook multiple focused initiatives aimed at strengthening recovery mechanisms, improving collection efficiencies and reducing delinquency levels across various overdue buckets. The Company implemented intensive collection drives, periodic branch-level monitoring, customer engagement programs and focused recovery campaigns across its operational geographies.

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The Company also strengthened its field monitoring mechanisms and recovery follow-up processes to ensure timely collections and better portfolio discipline. Special emphasis was laid on resolution of overdue accounts, recovery from chronic delinquency buckets and regular customer interaction for improving repayment behaviour.

Further, the Company continuously monitored branch-wise and region-wise collection trends and undertook corrective operational measures wherever required. Senior management involvement, regular review mechanisms and field-level supervision were enhanced during the year to improve operational performance and portfolio quality.

The Company believes that the corrective measures undertaken during the financial year have started yielding encouraging results and shall further support improvement in collection efficiency and stabilization of portfolio quality in the coming financial year. The Company remains committed towards maintaining strong collection practices, responsible lending standards and sustainable portfolio growth.

3. HUMAN RESOURCES

Human Resources continue to remain one of the most critical pillars for the sustainable growth and operational success of the microfinance industry. Considering the nature of the business, the sector faces continuous challenges in attracting, developing and retaining skilled manpower, particularly at the field and operational levels. The Company recognizes that a committed, trained and motivated workforce plays a vital role in maintaining operational efficiency, customer service standards and portfolio quality.

The Company has established a scalable and structured recruitment and human resource management framework aimed at attracting, developing and retaining competent and high-performing employees. The human resource processes of the Company are designed to ensure transparency, operational efficiency and alignment with the long-term organizational objectives. The Company continuously endeavors to strengthen its HR policies and practices by adopting appropriate industry standards, best practices and employee engagement initiatives.

During the financial year 2025-2026, the total manpower strength of the Company stood at 1258 employees deployed across 200 branches and offices established in 7 States and 1 Union Territory including the Head Office. Out of the total workforce, 1003 employees constituting 79.73% of the total staff strength were Field Officers (Loan Officers), who continue to play a critical role in customer acquisition, field operations, collections and maintaining customer relationships at the grassroots level.

The Company follows employee-friendly HR policies and continuously undertakes various initiatives aimed at improving employee engagement, reducing attrition levels and enhancing overall employee satisfaction. The Company also focuses on maintaining a

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positive work environment, transparent communication and performance-driven culture across all levels of the organization.

Recognizing the significance of continuous learning and skill enhancement in the dynamic microfinance environment, the Company places considerable emphasis on employee training and development. Regular training programs, induction sessions, operational workshops and compliance awareness initiatives are conducted to strengthen functional capabilities, operational discipline, customer service standards and regulatory understanding of employees.

The Company believes that continuous investment in human capital development shall further strengthen organizational capabilities, improve operational performance and support sustainable long-term growth of the business.

4. DIGITALIZATION AND INFORMATION TECHNOLOGY INITIATIVES

Technology has become an operational necessity for all types of financial institutions and continues to play a crucial role in improving operational efficiency, customer experience, transparency and scalability of operations. The Company recognizes that technology-led transformation is essential for sustainable growth and effective delivery of financial services, particularly in rural and semi-urban geographies. The Company also understands the importance of building financial and digital literacy among customers to encourage adoption of cashless and digital financial transactions.

The Company has been conducting cashless loan disbursements (through direct credit to the bank account of the borrower) for the last more than 12 years and has also introduced cashless collection mechanisms to facilitate seamless repayment of loan instalments by customers. To provide ease and convenience in EMI payments, the Company is utilizing payment gateway services and other digital payment solutions offered by leading payment service providers.

The Company has undertaken several digital initiatives aimed at improving customer convenience, operational efficiency and process automation. Customers are provided with digital payment facilities for payment of EMIs, enabling hassle-free and secure repayment options.

The Company is equipped with a robust Loan Origination System (LOS) and Loan Management System (LMS) which facilitate smooth onboarding, servicing and management of customer accounts. During the financial year under review, the Company further strengthened its technology infrastructure by establishing an in-house Information Technology (IT) team for development, customization and continuous enhancement of its LOS and LMS platforms. This initiative is expected to provide greater operational flexibility, faster implementation of business requirements, improved data management and better control over technology-driven operations.

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Further, the Company has initiated a technology transformation drive under the theme "Digitally Driven Digamber" with the objective of gradually digitizing departmental processes and reducing dependency on manual operations to the maximum extent possible. Under this initiative, the Company has started implementing digital workflows, process automation mechanisms and technology-based monitoring systems across various departments to enhance operational efficiency, improve accuracy, strengthen controls and ensure faster decision-making processes.

The Company maintaining the AUA-KUA License from the Unique Identification Authority of India (UIDAI) and has implemented biometric based e-KYC process for customer onboarding. The implementation of e-KYC has significantly reduced manual intervention in KYC verification, improved operational efficiency and minimized the risk of customer fraud arising from fake or forged KYC documents.

5. INTERNAL AUDIT DEPARTMENT

The Company has an independent Internal Audit function comprising a dedicated team supported by well-defined systems, policies and procedures designed to ensure robust financial discipline and operational control across the organisation. The internal audit framework is aligned with the nature, scale and complexity of the Company's business operations and has been established in accordance with the guidelines prescribed by the Reserve Bank of India.

The Internal Audit Department functions as an independent assurance mechanism and is responsible for evaluating the adequacy and effectiveness of internal financial controls, assessing operational and compliance risks, and ensuring adherence to established policies, procedures and regulatory requirements. The audit coverage includes periodic and risk-based inspections of branch offices as well as the Head Office, thereby providing comprehensive oversight of the Company's operations.

All business processes and operational activities are subject to routine audit reviews to identify significant observations, control gaps and areas of improvement. The audit findings, along with status of corrective and preventive actions, are periodically presented to the Audit Committee for its review and guidance. The Company also ensures timely follow-up and closure of audit observations to strengthen internal controls and continuously improve operational efficiency and governance standards.

6. DETAIL OF KEY FINANCIAL RATIO AS ON MARCH-2026

S. No	Particulars	2025-26	2024-25	Change in %	Reason for change
1.	Interest Coverage Ratio	0.06	0.49	-87.76%	Due to loss
2.	Current Ratio	1.20	1.39	-13.67%	Due to reduction in current assets
3.	Debt Equity Ratio	1.62	2.72	-40.44%	Due to decrease

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S. No	Particulars	2025-26	2024-25	Change in %	Reason for change
					in total debts
4.	Operating Margin	47.30%	59.58%	-20.61%	Due to decrease in operating profits
5.	Net Profit Margin	-33.98%	-19.54%	-73.90%	Due to increase in loss
6.	Return On Equity/Return On Net Worth	-28.33%	-20.82%	-36.07%	Due to increase in loss
7.	Capital Adequacy Ratio	40.03%	33.46%	19.64%	Due to decrease in Risk Weighted Assets
8.	Debtors Turnover Ratio*	NA	NA	-	-
9.	Inventory Turnover Ratio*	NA	NA	-	-

*Note: Being an NBFC-MFI, the threshold for Debtors Turnover Ratio and Inventory Turnover Ratio are not applicable on the company.

The Return on Net worth has been decreased by the 36.07% in the financial year 2025-26 due to losses for the financial year 2025-2026.

7. NETWORK EXPANSION

During the financial year 2025-2026, the Company reviewed its branch network in alignment with prevailing industry conditions, portfolio quality considerations and its calibrated business strategy in the microfinance segment. In view of the conscious and prudent lending approach adopted during the year, the Company did not undertake expansion of new branches under its MFI business.

At the same time, with a strategic intent to diversify its business model and gradually expand into secured and semi-commercial lending segments, the Company established one branch dedicated to Small Business Loan (SBL) operations at Jaipur during the financial year 2025-2026.

During the year, the Company also undertook rationalisation of its existing MFI branch network based on business viability, operational efficiency and portfolio performance. This included consolidation, splitting and closure of certain MFI branches wherever required, with a view to optimize supervision, strengthen portfolio management and improve overall operational efficiency.

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Accordingly, the branch network of the Company as on March 31, 2026 is as follows:

- A. MFI Branches: 199
- B. SBL Branches: 1 (Jaipur)

The Company currently operates across the States and Union Territories of Bihar, Haryana, Himachal Pradesh, Madhya Pradesh, Rajasthan, Uttar Pradesh, Uttarakhand and Jammu.

The branch infrastructure is supported by a combination of trained field personnel and technology-enabled systems, enabling efficient delivery of financial services across rural and semi-urban geographies. As on March 31, 2026, the Company has more than 1.33 lakh customers, reflecting its continued focus on financial inclusion and responsible lending practices.

The Company continues to adopt a prudent and need-based approach for any future expansion, ensuring alignment with business potential, risk management framework and long-term strategic objectives, including diversification into new lending segments.

8. RATING & GRADING:

During the financial year 2025-2026 the company maintained following Ratings: -

Particulars	Details
COCA Assessment	MFI2+C1
Rating Details (COCA)	<p>"MFI 2+" signifies the high capacity of the organization to manage their microfinance operations in a sustainable manner. As per CARE grading rationale, it reflects sound management, good portfolio quality, standardized operating processes, diversified operations and a robust Management Information System (MIS).</p> <p>"C1" signifies excellent performance on COCA dimensions including governance, operational efficiency, systems and controls.</p>
Bank Loan Rating	CRISIL BBB-/ Stable
Rating Rationalization (Bank Loan Rating)	Crisil Ratings has downgraded its ratings on the bank loan facilities to 'Crisil BBB-/Stable
Credit Rating Agency	CRISIL Ratings
Date of Rating – Bank Loan Facilities	29.12.2025
Credit Rating – Bank Loan Facilities (Long Term)	CRISIL BBB-/ Stable

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Particulars	Details
Rating Rationalization (Long Term Rating)	Crisil Ratings has downgraded its ratings on the bank loan facilities to 'Crisil BBB-/Stable
Credit Rating – Bank Loan Facilities (Short Term)	CRISIL A3
Rating Rationalization (Short Term Rating)	Crisil Ratings has downgraded its ratings on the bank loan facilities to 'CRISIL A3'
Credit Rating – Non-Convertible Debentures (NCDs)	CRISIL BBB-/ Stable
Rating Rationalization (NCD Rating)	Crisil Ratings has downgraded its ratings on non-convertible debentures (NCDs) to 'Crisil BBB-/Stable
Date of Rating – Non-Convertible Debentures	29.12.2025

9. CAPITAL ADEQUACY

The Capital Adequacy Ratio (CAR) of the Company stood at 40.03% as on March 31, 2026, as against the minimum regulatory requirement of 15% prescribed by the Reserve Bank of India (RBI) for NBFCs. The Company continues to maintain capital adequacy well above the stipulated regulatory threshold, thereby reflecting a strong capital base and adequate cushion to support its business operations and future growth requirements.

10. MEMBERSHIP OF SA-DHAN

A. OVERVIEW

The industry associations/ Self-regulatory organization (SRO) are expected to facilitate compliance by the Non-Banking Financial Companies that are engaged in microfinance with the regulations and code of conduct and function in the best interest of the customers of the NBFC-MFIs. The membership of NBFC-MFIs in the industry association/SRO is being seen by the trade, borrowers and lenders as a mark of confidence.

B. MEMBERSHIP OF THE COMPANY IN SADHAN

RBI has mandated membership of SRO for NBFC MFIs hence the Company has taken membership of SA-DHAN w.e.f 15.12.2017 wide Membership No. 0350. Membership of SRO ensures better governance, monitoring and compliance with the regulatory framework put in the place by the Reserve Bank of India.

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C. ADOPTION OF CODE OF CONDUCT PRESCRIBED BY SA-DHAN IN ASSOCIATION WITH MFIN

The company has already adopted the Code of Conduct prescribed by its SRO. Apart from the Code of Conduct during the financial year 2025-2026, the SRO also issued some guidelines and guardrails which were followed both in letter and spirit by the company.

11. RISK MANAGEMENT

The Company has a well-defined Risk Management Policy that establishes a structured framework for identification, assessment, monitoring and mitigation of risks across all levels of operations. Being an NBFC-MFI, the Company is exposed to various inherent risks arising from the nature of its business, customer profile, geographic concentration and evolving regulatory environment. Accordingly, risk assessment and mitigation are undertaken on a continuous basis to ensure business stability, operational resilience and regulatory compliance.

The Risk Management Committee of the Board periodically reviews the risk profile of the Company, evaluates emerging risks and oversees the effectiveness of risk mitigation strategies. The framework ensures proactive identification of potential vulnerabilities and timely implementation of corrective measures to safeguard the interests of all stakeholders. The observation of Risk Management Committee through minutes are also noted by Board of Directors.

The key risks identified and monitored by the Company include, inter alia:

- a. Credit risk
- b. Operational risk
- c. Market risk
- d. Financial risk
- e. Liquidity risk
- f. Asset-Liability Management (ALM) risk
- g. Information Technology (IT) risk
- h. People risk
- i. Reputation risk
- j. Compliance and Regulatory risk
- k. Legal risk
- l. Political risk
- m. Strategic risk
- n. Investment risk
- o. Interest rate risk
- p. Concentration risk
- q. Currency risk
- r. Conduct risk
- s. Human capital risk
- t. Outsourcing risk
- u. Settlement risk
- v. Model risk

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w. Physical risk

The Company has established corresponding risk mitigation frameworks for each identified risk category. These mitigation measures are periodically reviewed, updated and strengthened to ensure their continued effectiveness in line with changes in the business environment, regulatory expectations and operational dynamics.

APPROACH TO RISK MANAGEMENT

The Company follows a structured “Three Lines of Defence” model for effective risk governance and management:

First Line of Defence:

Business and support functions are primarily responsible for identifying, owning and managing risks arising from their respective activities in accordance with the approved risk management policies and internal control frameworks.

Second Line of Defence:

The Compliance and Legal functions provide independent oversight and support to the first line by framing risk management guidelines, ensuring regulatory compliance and facilitating implementation of effective risk control mechanisms across the organisation.

Third Line of Defence:

The Internal Audit function, supported by external audits and regulatory inspections, provides independent assurance on the adequacy and effectiveness of risk management systems, internal controls and governance processes. This function ensures that risk management policies and frameworks are operating effectively and achieving their intended objectives.

For further details, please refer to the Board's Report.

12. NEW BUSINESS OPPORTUNITIES

The core business of the Company continues to be microfinance lending through its established MFI model, which has been developed and implemented through standardized operational processes and structured credit assessment mechanisms. In addition to its MFI operations, the Company has also been gradually focusing on the Small Business Loan (SBL) segment with an objective to diversify its portfolio and cater to the evolving credit requirements of small entrepreneurs and self-employed individuals.

The Company continues to explore opportunities for expanding and strengthening its business model in a calibrated and sustainable manner. In the coming financial years, the Company may further develop and enhance its lending methodologies, distribution channels and product offerings to expand its reach across remote, rural and semi-urban geographies and to address the financial needs of underserved sections of society.

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The Company remains committed to pursuing such business opportunities in compliance with applicable regulatory guidelines, responsible lending practices and prudent risk management framework.

13. INTERNAL FINANCIAL CONTROLS

The Company has established a robust Internal Control System commensurate with the nature, size, scale and complexity of its business operations. The framework is designed to ensure that all transactions are properly recorded, duly authorised and accurately reported in accordance with applicable accounting standards and regulatory requirements.

The Company has implemented comprehensive policies and procedures to facilitate continuous monitoring and to ensure the orderly and efficient conduct of business operations. These controls are aimed at ensuring strict adherence to internal policies, safeguarding of assets, prevention and detection of frauds and errors, and maintaining the accuracy, completeness and integrity of accounting and financial records.

The internal control environment also supports timely preparation of reliable financial information, thereby enabling informed decision-making and strengthening overall governance and operational discipline across the organisation.

14. CAUTIONARY STATEMENT

Statements made in this Management Discussion and Analysis Report relating to the Company's objectives, projections, estimates, expectations, future plans, outlook, performance, growth prospects and other forward-looking statements are based on currently available information, internal assessments, management perception and certain assumptions that are considered reasonable by the management as on the date of this report.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company to differ materially from those expressed or implied in such statements. These risks and uncertainties include, inter alia, changes in economic conditions, industry dynamics, regulatory and statutory developments, credit risk, operational risk, liquidity constraints, fluctuations in interest rates, political and social conditions, borrower behaviour and other factors affecting the microfinance sector and financial services industry in general.

The Company undertakes no obligation to publicly update, modify or revise any forward-looking statements in the event of new information, future developments or otherwise, except as may be required under applicable laws and regulations.

Readers are therefore cautioned not to place undue reliance on such forward-looking statements, and are advised to review all disclosures in conjunction with the financial

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Email id: info@digamberfinance.com

statements, notes thereto and other statutory disclosures forming part of the Annual Report.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR DIGAMBER CAPFIN LTD**

Place: Jaipur	Rajiv Jain	Amit Jain
Date: 08.06.2026	Chairman cum Managing Director	Whole time Director
	DIN: 00416121	DIN: 00416133

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ANNEXURE "J": SECRETARIAL AUDIT REPORT

**Form No. 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/the Board of Directors
DIGAMBER CAPFIN LIMITED
(CIN: U67120RJ1995PLC009862)
J 54-55, Anand Moti, Himmat Nagar,
Gopalpura, Tonk Road, Jaipur, (Raj.), India, 302018

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "DIGAMBER CAPFIN LIMITED" (CIN: U67120RJ1995PLC009862)" (hereinafter called the Company).The Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India (ICSI) ("the Auditing Standards") and the processes and practices followed during the conduct of audit are aligned with the Auditing Standards to provide us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the registers, records, books, papers, minutes books, forms and returns filed and other records maintained by the Company and also to the extent of the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2026 (audit period) generally 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.

1. I have examined the books, papers, minutes books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2026 according to the applicable provisions of
 - I. The Companies Act, 2013 (**the Act**) and the Rules made there under and notifications and guidelines issued by the Ministry of Corporate Affairs ("MCA");;
 - II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there under to the extent applicable;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas

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Direct Investment & External Commercial borrowings as applicable to its businesses

- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') are not applicable to the Company being the company is unlisted Public Company :-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and amendments from time to time
 - c. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Circulars / Master Circulars / Industry Standards issued thereunder
 - d. 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
 - e. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
 - g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021-and Circulars / Master Circulars issued thereunder;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
 - j. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021-and Circulars / Master Circulars issued thereunder;
 - k. The Securities and Exchange Board of India (Employee Stock option scheme and Employee stock Purchase Scheme) Guidelines,1999.
 - l. The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993;
 - m. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.
- VI. The Memorandum and Articles of Association.
- VII. The prevention of Money Laundering Act, 2002 and the rules made there under.
- VIII. Rules framed by Reserve Bank of India, as applicable on NBFC Company and compliances there under

And Various other Laws, to the extent applicable, like:-

- a) Employees' Provident Funds & Miscellaneous Provisions Act, 1952;
- b) Payment of Gratuity Act, 1972;
- c) Payment of Bonus Act, 1965 and the Payment of Bonus (Amendment) Act, 2015;
- d) Employees' State Insurance Act, 1948 and Employees' State Insurance (General) Regulations, 1950;

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- e) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- f) The Code on Wages, 2019;
- g) The Industrial Relations Code, 2020;
- h) The Occupational Safety, Health and Working Conditions Code, 2020;
- i) The Code on Social Security, 2020;
- j) Rules, Regulations, Schemes, Notifications, Circulars and Guidelines issued thereunder from time to time;
- k) Any amendment, re-enactment, modification or replacement of the aforesaid Acts/Codes and other labour and employment laws applicable to the Company from time to time.

IX. The following other laws as applicable to the Company.

- a. Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 and all the related guidelines, circulars, directions etc.
- b. Non-Banking Financial Companies Auditor's report (Reserve Bank), Directions, 2016
- c. Reserve Bank of India (Non-Banking Financial Companies – Microfinance Institution) Directions, 2025
- d. Reserve Bank of India (Non-Banking Financial Companies – Securitisation Transactions) Directions, 2025
- e. Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025
- f. Master Direction on Outsourcing of Information Technology Services dated 10th April, 2023
- g. Master Direction – External Commercial Borrowings, Trade Credits and Structured obligations
- h. Master Direction on outsourcing of information technology services
- i. Guidelines for appointment of Statutory Central Auditors (SCA's)/ Statutory Auditors (SAs) of Commercial Bank (excluding RRBs) , UCBs and NBFCs (including HFCs)
- j. Master Direction – Monitoring of frauds in NBFCs (Reserve Bank) Directions, 2016 and letters as well as communications sent by RBI
- k. Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025
- l. Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025
- m. Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies)
- n. Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices
- o. Master Direction – Reserve Bank of India (Filing of Supervisory Returns) Directions – 2024
- p. All the returns as applicable on the company intimated through various circulars, notifications, communications, letters etc.
- q. Other circulars, guidelines and directions issued by RBI and amended from time to time.

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As confirmed by the management, there are no other sector specific laws that are applicable specifically to the company.

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

- (i) Secretarial Standards with regard to Meetings of Board of Directors ("SS-1") and General Meetings ("SS-2") issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, Guidelines, Standards, etc. mentioned above.

2. I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and independent Directors including Women Director and Nominee Director. The changes in the composition of the Board of Directors and KMP that took place during the period under review were carried out in compliance with the provisions of the Act, Adequate notice was given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other those held at shorter notice, 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.

Majority decisions at Board Meetings and Committee Meetings are carried out majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be, while the dissenting member's views, if any, are captured and recorded as part of the minutes.'

We further report that following events / actions have a major bearing on the company's affairs in pursuance of the above-mentioned laws, rules, regulations, guidelines etc., during the audit period:

- a) Mr. Vipul Mittal was appointed as Incharge – Internal Audit (Head Office) and Mr. Srikant Bohra was appointed as Internal Audit (Branch) for the financial year 2025-26
- b) Mr. Ashok Kumar Pandey (DIN:03007456) has tendered his resignation as Nominee Director of Company w.e.f 09.04.2025
- c) Mr. Bhanu Prakash Verma (DIN:07391257) was Appointment as Nominee Director of the company w.e.f 21.07.2025
- d) Ms. Debleena Majumdar (DIN:07663430) has tendered her resignation as an Independent Director w.e.f 12.09.2025
- e) Ms. Riddhi Sharma was appointed as Company Secretary and Compliance Officer of Company w.e.f. 11.12.2025

DIGAMBER CAPFIN LIMITED

- f) Re-Appointment w.e.f 12.02.2026 of Dr. Amita Gill (DIN:09066022) as an Independent Director of the Company was considered for Second Term for a Period of Five Years
- g) Mr. Rajiv Jain (DIN:00416121) was reappointed as Chairman and Managing Director and Mr. Amit Jain (DIN:00416133) was reappointed as Whole Time Director of the company of the company for a further term of five (5) years.
- h) Issuance of up to 25,000 (Twenty Five Thousand) Senior, Secured, Rated, Listed Redeemable Non-Convertible Debentures of the Face Value of Rs. 10,000/- (Rupees Ten Thousand Only) each, of an Aggregate Nominal Amount of Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) Along With an Option to Retain Oversubscription For an amount up to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only), together aggregating upto Rs. 50,00,00,000/- (Rupees Fifty Crore Only) (Debentures) by Digamber Capfin Limited was considered and approved
- i) the Issue of Non-Convertible Debentures (NCDs) or any other Instruments up to Rs. 1,000 Crores on Private Placement Basis to the Shareholders of the Company was considered and recommended.
- j) The Company has granted Employee Stock Options ("ESOPs") to eligible employees of the company under Digamber Capfin Limited Employees Stock Option Scheme – 2022 as on 26.11.2025
- k) The Alteration of the Articles of Association of the Company by inserting the New Clause No. 91A Debenture Nominee Director after Existing Clause No. 91 was approved

3. I further report that:

- a) The Directors have complied with the requirement as to disclosure in respect of their eligibility of appointment there being independent, interests and concerns in contract and arrangement, shareholding and directorships in other companies and interests in other entities and compliance with the code of business conduct and Ethics for directors and management personnel.
- b) the Company has obtained all necessary approvals under various provisions of the Act wherever required and applicable; and
- c) As informed by the management there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SCRA ,Depositories Act, RBI Rules & Guidelines framed under these Acts against/on the Company, It's directors and officers.

4. I further report that the company has complied with the provisions of the Depositories Act, 1996 and the bye laws framed there under by the Depositories with regard to dematerialization and rematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the company.

DIGAMBER CAPFIN LIMITED

5. I further report that there are adequate Management Information System and process flow in the company commensurate with the size and operation of the company to monitor and ensure compliance with the applicable law, rules, regulation and guidelines.

Place: JAIPUR

Date: 08.06.2026

UDIN: F004491H000596478

Sd/-

Sanjay Kumar Jain

Company Secretary in Practice

M.No. : 4491,CP No.: 7287

UIN:I2006RJ554400

Encl : Annexure to Secretarial Audit Report

DIGAMBER CAPFIN LIMITED

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Annexure to Secretarial Audit Report

To,

**The Members/the Board of Directors
DIGAMBER CAPFIN LIMITED
(CIN: U67120RJ1995PLC009862)
J 54-55, Anand Moti, Himmat Nagar,
Gopalpura, Tonk Road, Jaipur, (Raj.), India, 302018**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "DIGAMBER CAPFIN LIMITED" (CIN: U67120RJ1995PLC009862)" (the Company). The 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. Further my secretarial audit report of even date is to be read along with this letter.

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.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the 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.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. I have relied upon the financial statements along with various schedules, notes on accounts etc. duly signed by directors & Auditors Statutory Auditor's report thereon as well as Statutory auditor's various certificates for various disclosures. and other compliances as required under various directions of RBI and Companies act, 2013
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. 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.

Sd/-

Place : JAIPUR

Date : 08.06.2026

UDIN : F004491H000596478

Sanjay Kumar Jain

Company Secretary in Practice

M.No. : 4491

CP No.: 7287

UIN:I2006RJ554400

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ANNEXURE “K”: ESG REPORT (ENVIRONMENTAL, SOCIAL AND GOVERNANCE)

ESG Vision Statement

“To be a responsible and impact-driven financial institution that fosters inclusive growth, environmental sustainability, and ethical governance, creating long-term value for communities, stakeholders, and the economy.”

ESG Mission Statement

“Digamber Capfin Limited integrates ESG principles into its core operations to promote financial inclusion and sustainable social impact. We enhance livelihoods and support entrepreneurship while adopting environmentally responsible practices. We uphold strong governance through transparency, ethical conduct, accountability, and robust risk management. We aim to empower communities and deliver sustainable growth aligned with global sustainability goals.”

The Company remains committed to conducting its business in a sustainable, ethical and responsible manner. The principles of Environmental, Social and Governance ("ESG") are integrated into the Company's operations, decision-making processes and stakeholder engagement practices. During the financial year under review, the Company undertook several initiatives aimed at promoting environmental sustainability, social development and strong governance standards.

ESG Governance

The company is having ESG Committee consisting following members:-

S .No.	Name & Designation	Status in Committee
1.	Mr. Amit Jain, WTD	Chairman
2	Mr. Chandramouli Coorg Subramanian, ID	Member
3	Mrs. Shilpa Ajmer, Head-ESG	Member
4	Mrs. Shweta Jain, Chief Advisor Business and Head CSR	Member
5	Mr. Dilip Kumar Moral, CCO	Member (Advisory Role)

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Term of Reference (TOR) of the above committee is as under:-

S. No.	Particulars	Frequency
1	To review or recommend amendment in the ESG Policy or framework of the Company	Atleast Annually
2	To carry out its ESG activities through its own personnel/ department established with persons qualified to undertake such activities	As per plan of ESG
3	To deal with activities relating to Environmental, social and governance	Event based
4	To frame a transparent monitoring mechanism for implementation of ESG projects or programs or activities undertaken by the Company and also to monitor ESG policy from time to time.	Event based
5	To monitor the functioning of the ESG policy to ensure effective performance and improve the project by updating the policies with reference to recent developments in the ESG framework	Event based
6	To track the recent developments and updates under ESG and Periodical review of the policies and its implementation	Event based
7	To make activities conducted by department robust and give various suggestion for the same and review the performance thereto for all elements of E, S, and G <ul style="list-style-type: none"> a. Human Right department- for S & G b. Credit department- For E, S and G c. Compliance department- For G & S d. Account & Finance- For G e. Business and Operations- For E, S and G f. Legal department- For S and G 	Event based

Governance through various policies

The ESG actions of the company are governed by various approved policies. Following are the main policies which governs the ESG in the Company:-

Policies related to Environment	Policies related to Social	Policies related to Governance
Energy Management Policy	Anti-Harassment Policy	Business Continuity Plan/ Disaster Recovery
Environmental Social and Governance Policy	Compensation policy for Employees other than Director KMPs and SMPs	Fair Practice Code
Risk management Policy	Corporate Social Responsibility Policy	Fair Practice Code -Punjabi

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Policies related to Environment	Policies related to Social	Policies related to Governance
Waste Management Policy	Data Privacy Policy	Internal Guidelines on Corporate Governance
Do's and Don'ts for water saving	Employee Accommodation Policy	Policy on Board Diversity
Do's and Don'ts for Electricity Saving	Gender and Equal Opportunity Policy	Policy on KYC and AML Measures
Do's and Don'ts on Waste Management	Policy for prevention of Sexual Harassment at workplace	Anti-Corruption Policy

All the above policies are available on the web site of the company at ESG Corner. Link:

Various initiatives taken by the company under ESG during the financial Year 2025-2026

Environmental Initiatives

The Company recognizes its responsibility towards environmental conservation and has undertaken various initiatives to reduce its ecological footprint and promote sustainable practices.

Energy Conservation and Resource Optimization

The Company conducted awareness programs across its offices and branches to rationalize the usage of electricity and encourage employees to adopt energy-efficient practices in their day-to-day operations. These initiatives are intended to foster a culture of responsible energy consumption and environmental consciousness within the organization.

Digital Transformation and Paperless Operations

The Company has successfully implemented its digitally driven "Digamber Initiative", which has significantly transformed operational processes. Through extensive digitization and technology-enabled workflows, the Company has reduced paper consumption by approximately 90%. Further, the entire loan sourcing process has been digitized, resulting in a near paperless customer onboarding and loan origination framework, thereby contributing substantially towards environmental sustainability.

Environmental Protection Programs

As part of its commitment towards environmental stewardship, the Company has initiated a large-scale environmental protection plan focused on creating awareness regarding sustainability and environmental conservation. During the year, the Company launched a dedicated "30 Days Earth Protection Program" aimed at encouraging employees, customers and communities to adopt environmentally responsible practices and contribute towards conservation efforts.

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Green Infrastructure

The Company is developing its new corporate building in accordance with recognized green building principles and sustainability standards. The project incorporates environmentally responsible design elements intended to improve energy efficiency, optimize resource utilization and reduce environmental impact over the long term.

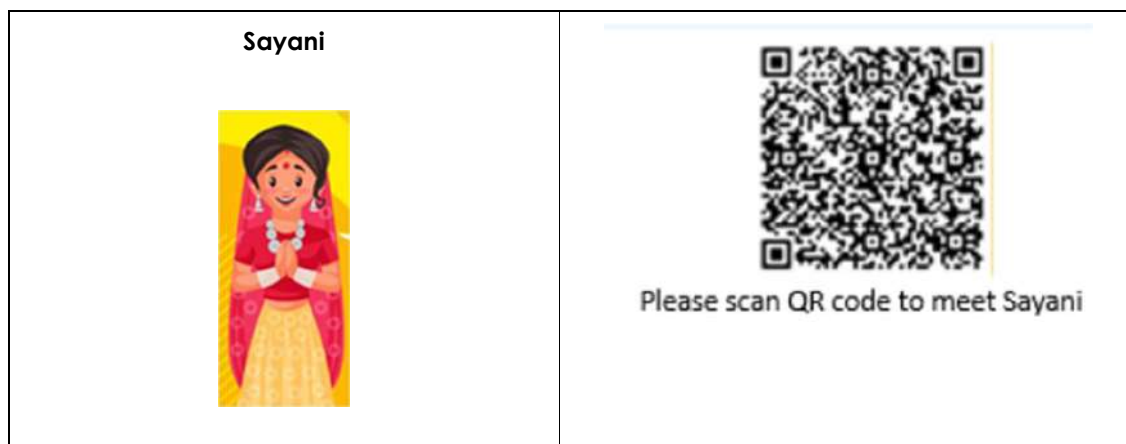
Zero Single-Use Plastic Head Office

As part of its environmental sustainability initiatives, the Company has successfully transitioned its Head Office into a "Zero Single-Use Plastic" workplace. The use of single-use plastic and polythene products has been eliminated from the Head Office premises, reflecting the Company's commitment towards responsible resource consumption, waste reduction and environmentally sustainable business practices.

2. Social Responsibility

The Company believes that sustainable growth can be achieved only by creating value for its customers, employees and communities. Accordingly, the Company continued its efforts to promote financial inclusion, financial literacy and employee development.

Financial Literacy Initiatives



The Company's Financial Literacy Brand Ambassador, "Sayani", continued to play a significant role in promoting financial awareness among customers and emerged as a widely recognized and trusted financial literacy initiative of the Company.

During the year under review, the Company conducted various financial literacy and awareness programmes for both existing and newly onboarded customers. These programmes focused on promoting responsible borrowing practices, financial planning, savings habits, digital financial awareness and prudent financial management. The objective of these initiatives is to empower customers with the knowledge and skills required to make informed financial decisions and enhance their long-term financial well-being.

DIGAMBER CAPFIN LIMITED

Through these initiatives, the Company was able to extend financial literacy awareness to more than 33,000 customers across its operational areas, thereby furthering its commitment towards financial inclusion and responsible lending practices.

DEA Financial Literacy Program

In association with the Reserve Bank of India under the Department of Economic Affairs (DEA) Financial Literacy Program, the Company actively participated in conducting financial literacy awareness campaigns across rural and semi-urban areas. During the year, these initiatives benefited and reached more than 8,000 participants, thereby contributing to financial awareness, inclusion and economic empowerment at the grassroots level.

Employee Welfare and Inclusive Workplace

The Company remains committed to maintaining a safe, inclusive and equitable workplace. Continuous training and development programs are conducted to enhance employee capabilities, promote professional growth and strengthen organizational culture. The Company also continues to uphold the principles of equal opportunity and non-discrimination in all employment-related matters.

Diversity, Equity and Inclusion

The Company is committed to fostering a diverse, equitable and inclusive workplace where all employees are treated with dignity, fairness and respect. The Company follows a policy of equal opportunity and does not discriminate on the basis of gender, religion, caste, race, colour, age, disability, nationality or any other protected characteristic.

Employment-related decisions, including recruitment, training, career development, promotion and compensation, are based solely on merit, qualifications, performance and business requirements. The Company believes that diversity of thought, experience and background strengthens organizational effectiveness and contributes to sustainable growth.

The Company continues to promote an inclusive work culture that encourages mutual respect, equal participation and equal opportunities for all employees.

3. Governance

The Company believes that robust governance practices are essential for long-term sustainability and stakeholder confidence. The governance framework of the Company is based on transparency, accountability, ethical conduct and regulatory compliance.

Strengthening Board Effectiveness

The Company has initiated the process of restructuring and strengthening its Board of Directors with a view to increasing participation from experienced domain experts possessing diverse professional backgrounds. This initiative is expected to further enhance strategic oversight, governance effectiveness and decision-making capabilities of the Board.

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Ethical Business Conduct and Compliance

The Company continues to maintain strong internal control systems, risk management processes and compliance mechanisms to ensure adherence to applicable laws, regulations and industry standards. The Company also promotes ethical business conduct through established policies and governance frameworks designed to safeguard stakeholder interests.

ESG Assessment as a part of underwriting process

As part of its commitment towards integrating Environmental, Social and Governance (ESG) considerations into its business operations, the Company has initiated the assessment of loan proposals from an ESG perspective. During the year under review, the Company developed and implemented an ESG Assessment Framework, which has been incorporated into its underwriting process. The framework enables the Company to identify and evaluate potential ESG-related risks and considerations associated with lending activities and supports informed credit decision-making. This initiative further strengthens the Company's commitment towards responsible lending practices, sustainable growth and long-term value creation for all stakeholders.

Contributing to the United Nations Sustainable Development Goals (UN SDGs)

The Company is committed to conducting its business in a responsible and sustainable manner and recognizes the importance of contributing towards the achievement of the United Nations Sustainable Development Goals ("UN SDGs"). Through its microfinance operations, financial inclusion initiatives, customer-centric approach, employee welfare programmes, responsible lending practices, digital transformation initiatives and environmental sustainability efforts, the Company endeavors to create a positive and lasting impact on society.

The Company's business activities and sustainability initiatives are aligned with the following UN Sustainable Development Goals:

SDG No.	United Nations Sustainable Development Goal
SDG 1	No Poverty
SDG 5	Gender Equality
SDG 8	Decent Work and Economic Growth
SDG 9	Industry, Innovation and Infrastructure
SDG 10	Reduced Inequalities
SDG 11	Sustainable Cities and Communities
SDG 12	Responsible Consumption and Production
SDG 13	Climate Action
SDG 16	Peace, Justice and Strong Institutions
SDG 17	Partnerships for the Goals

The Company remains committed to integrating sustainability considerations into its business strategy and operations and will continue to strengthen its contribution towards these goals

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through responsible lending, promotion of financial inclusion, empowerment of underserved communities, adoption of technology-driven solutions, enhancement of governance practices and implementation of environmentally conscious initiatives.

Looking Ahead

The Company remains committed to further strengthening its ESG framework and integrating sustainability considerations into its business strategy. Through responsible environmental practices, social development initiatives and sound governance standards, the Company aims to create long-term value for its stakeholders while contributing positively to society and the environment.

During the year under review, the Company initiated the process of identifying, collecting and monitoring key Environmental, Social and Governance (ESG) performance indicators across its operations. Necessary systems and processes are being established to capture relevant ESG-related data and metrics in a structured manner. This initiative is aimed at strengthening the Company's ESG governance framework and enhancing transparency in sustainability-related disclosures.

The Company is taking progressive steps towards aligning its ESG reporting practices with internationally recognized reporting frameworks, including the Global Reporting Initiative (GRI) Standards and other applicable sustainability reporting standards, with a view to commencing comprehensive ESG reporting from the next financial year onwards.

The Board believes that these initiatives reflect the Company's commitment towards sustainable development and responsible corporate citizenship and will continue to guide the Company's growth in the years ahead.

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**INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE
IND AS FINANCIAL STATEMENTS**

Independent Auditor's Report on the Standalone Ind AS Financial Statements

To
The Members of
Digamber Capfin Limited

Report on the Standalone Ind AS Financial Statements

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31 March 2026, and loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 ("the act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone 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 the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matters	Auditor's Response
1	<p>Impairment of Loans -Expected Credit Loss (ECL)</p> <p>Ind AS 109: Financial Instruments ("Ind AS 109") requires the Company to provide for impairment of its Loans & Advances using the Expected Credit Losses ("ECL") approach. In the process, a significant degree of judgement has been applied by the management for calculation of Expected Credit Losses ("ECL")</p> <p>During the financial year, the Company updated its Expected Credit Loss (ECL) model to better reflect current economic realities and historical loss experiences. This change in accounting estimate resulted in a total ECL provision of ₹1,193.64 Lakhs as of the balance sheet date.</p>	<p>Our audit procedures are as under:</p> <ul style="list-style-type: none"> • Considered the Company's accounting policies for impairment of loans and receivables and assessed compliance with the policies in terms of Ind AS 109: Financial Instruments and the governance framework approved by the Board of Directors pursuant to Reserve Bank of India guidelines issued on March 13, 2020 ("the RBI Guidelines"). • Evaluation of the appropriateness of the impairment principles based on the requirements of Ind AS 109. • Assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge. • Testing of management review controls over measurement of impairment allowances and disclosures in financial statements. • Test of details over calculation of impairment allowance for assessing the completeness, accuracy and relevance of data.

DIGAMBER CAPFIN LIMITED

S.No.	Key Audit Matters	Auditor's Response
		<ul style="list-style-type: none"> We have checked the stage classification as at the balance sheet date as per definition of default of the company;

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The other information as identified above is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the other information as identified above, if we conclude that there is a material misstatement therein, 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 management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the 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 the 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 Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as

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applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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 standalone 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 standalone 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 with reference to standalone financial statements 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 standalone 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 auditors' report. However, future events or conditions may cause the Bank to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

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 & Regulatory Requirement

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure-A** statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by the Non-Banking Finance Companies Auditors Report (Reserve Bank) Directions, 2016, we give in the **Annexure-B**, statement on the matters specified in the order, to the extent applicable.
3. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) 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 (h(vi)) below on reporting under Rule 11(g).

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- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- e) On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to the Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure-C**. Our report expresses an Unmodified Opinion on the adequacy and operating effectiveness of the company internal financial controls over financial reporting.
- g) With respect to the other matter 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.
- h) 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, and the reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (vi) below on reporting under Rule 11(g), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its standalone financial statements - Refer Note 39 to the standalone financial statements.
- i. The Company did not have any long term contracts including derivative contracts, for which there were any material foreseeable losses.
 - ii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iii. (a) 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;
 (b) 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

DIGAMBER CAPFIN LIMITED

provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- iv. The company has neither declared nor paid any dividends during the year under audit.
- v. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For JAIN PARAS BILALA & CO.
Chartered Accountants
FRN- 011046C**

**Place of Signature: Jaipur
Dated: 08.06.2026**

**[MANOJ KUMAR]
Partner
M.No.-415632**

DIGAMBER CAPFIN LIMITED

Annexure A to Independent Auditors Report

Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirement' section of our audit report to the Members of Digamber Capfin Limited on the standalone Ind AS financial statements for the year ended 31st March 2026, we report that,

- i. Based upon the audit procedures performed and the information & explanations given by the management, in respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a.
 - A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment,
 - B. The company is maintaining proper records showing full particulars of intangible assets,
 - b. The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets every year. Pursuant to the program, Property, Plant and Equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification,
 - c. The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company,
 - d. The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year, and
 - 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. In respect of inventory:
 - a. The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - b. The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Based upon the audit procedures performed and the information & explanations given by the management, the quarterly returns or statements filed by the company with such banks or financial institutions are not agreement with the books of account of the Company the same is disclosed by the company in Note 51.
- iii. In respect of any guarantee or security or loans or advances
 - a. The Company is engaged in principal business of lending loans, hence reporting under clause (iii)(a) in not applicable.
 - b. Based upon the audit procedures performed and the information & explanations given by the management; investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

DIGAMBER CAPFIN LIMITED

- c. In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated through various loan agreements entered with customers. Generally repayments or receipts are regular except irregularity in some cases. Details of loans which are irregular as at 31.03.2026 are as under:-

Irregularity	Number Of Accounts	Amount Involved	
		Irregular Dues	Total Dues
Stage -1	1,14,129	20,72,726.57	2,75,66,10,393.91
Stage -2	2,573	1,44,63,624.60	5,59,11,849.32
Stage -3	16,694	9,50,65,344.02	13,76,90,714.90
Total	1,33,396	11,16,01,695	2,95,02,12,958.13

- d. The total amount overdue for more than ninety days is **Rs.1376.90 lakhs**, and based upon the information & explanations given by the management, reasonable steps have been taken by the company for recovery of the principal and interest.
- e. The Company is engaged in principal business of lending loans, hence reporting under clause(iii)(e) is not applicable.
- f. Based upon the audit procedures performed and the information & explanations given by the management, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013.
- iv. The Company is engaged in principal business of lending loans, hence reporting under clause(iv) is not applicable
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of undisputed statutory dues,
- a. Based upon the audit procedures performed and the information & explanations given by the management, the Company has been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and

DIGAMBER CAPFIN LIMITED

- other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they become payable.
- b. There are no statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2026 on account of disputes.
- viii. Based upon the audit procedures performed and the information & explanations given by the management, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. In respect of default in repayment of borrowings,
- a. Based upon the audit procedures performed and the information & explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b. Based upon the information & explanations given by the management, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c. Based upon the audit procedures performed and the information & explanations given by the management, term loans were applied for the purpose for which the loans were obtained.
 - d. Based upon the audit procedures performed and the information & explanations given by the management, the Company has not utilized any fund raised on short-term basis for long term purposes during the year or in the immediate recent past.
 - e. According to the information & explanations given by the management, the Company do not have any subsidiaries, associates, joint Ventures and hence reporting under clause 3(ix)(e) of the Order is not applicable.
 - f. The Company do not have any subsidiaries, associates, joint Ventures and hence reporting under clause 3(ix)(f) of the Order is not applicable.
- x. In respect of issue of securities (including Debt securities),
- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - b. The Company has not made any private placement or preferential allotment of shares or convertible debentures (fully, partially or optionally convertible) during the year,
- xi. In respect of fraud,
- a. No fraud by the Company has been noticed or reported during the year however fraud on the company amounting to Rs. 4.38 lakhs on account of Staff Fraud in 37 instances has been noticed or reported during the year. (In FY 2024-25, 5 instances of fraud were detected involving amounts of Rs. 27.65 Lakhs). Provision for the same is done in the books of accounts.
 - b. 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 are no whistle blower complaints received by the Company during the year.

DIGAMBER CAPFIN LIMITED

- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. In respect of Internal audit system,
 - a. The company has an internal audit system commensurate with the size and nature of its business
 - b. Reports of Internal Auditors are duly received and considered by us during the year under review.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company, hence reporting under clause 3(xv) of the Order is not applicable.
- xvi. In respect of RBI regulation,
 - a. The company is required to be registered with RBI. The company is a registered as non-deposit taking Systematically Important Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act 1934 vide certificate number B-10.00099,
 - b. The company is a registered NBFC, with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934, hence reporting under the clause 3(xvi)(b) of the Order is not applicable
 - c. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses of Rs. 7936.71 lakhs during the financial year covered by our audit and Rs. 3236.36 lakhs during the immediately preceding financial year.
- xviii. There is no resignation of statutory auditor during the year under review, hence reporting under clause (xviii) of this order is not applicable.
- xix. 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither, give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

DIGAMBER CAPFIN LIMITED

- xx. In respect of Corporate Social Responsibility there is no unspent amount accordingly clause(xx) is not applicable.
- xxi. The company is not required to prepare consolidated financial statements, hence reporting under clause (xxi) is not applicable.

**For JAIN PARAS BILALA & CO.
Chartered Accountants
FRN- 011046C**

**Place of Signature: Jaipur
Dated: 08.06.2026**

**[MANOJ KUMAR]
Partner
M.No.-415632**

DIGAMBER CAPFIN LIMITED

J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018
CIN: U67120RJ1995PLC009862 Website: www.digamberfinance.com Contact No.: +911412700233-234
Email id: info@digamberfinance.com

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**For the Year Ended on 31st March 2026****(Referred to in Para 2 'Report on other Legal and Regulatory Requirements' in our report of even date)**

- i. That the company is entitled to continue to hold such COR in terms of its assets/income pattern as on March 31, 2026.
- ii. That Company meets the requirement of a net owned fund as laid down in Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 and amendments thereafter, where applicable.
- iii. The Board of Directors of the Company has passed a resolution for non -acceptance of any public deposits.
- iv. The company has not accepted any deposits from public during the financial year 2025-26.
- v. The Company has complied with the prudential norms relating to the income recognition, accounting standards, assets classifications and provision for bad and doubtful debts as applicable to it in terms of Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 subject to applicable and amendments thereafter.
- vi. The capital adequacy ratio as disclosed in the return submitted to the Bank (form DNBS03) in terms of the Master Direction – Reserve Bank of India (Filing of Supervisory Returns) Directions - 2024 has been correctly determined and such ratio is in compliance with the minimum CRAR prescribed therein
- vii. The company has furnished to the bank the annual/quarterly statement of capital funds, risk assets/exposure and risk asset ratio (Form DNBS03) within the stipulated period.
- viii. The Company is correctly classified under Non-Banking Financial Company as NBFC-Micro Finance Institutions (MFIs) as defined in the Reserve Bank of India (Non-Banking Financial Companies – Microfinance Institution) Directions, 2025 with reference to the business carried on by it during the financial year i.e. 2025-26.

For JAIN PARAS BILALA & CO.
Chartered Accountants
FRN- 011046C

Place of Signature: Jaipur
Dated: 08.06.2026

[MANOJ KUMAR]
Partner
M.No.-415632

DIGAMBER CAPFIN LIMITED

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Annexure C of the Independent Auditor's Report

(Referred to in Paragraph 3(f) under 'Report on other Legal & Regulatory Requirements' Section of our Report for the year ended 31 March 2026)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Digamber Capfin Limited** ("the Company"), as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.\

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control 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 issued by the Institute of Chartered Accountants of India (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 the 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 Companies Act, 2013.

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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and. 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 over financial reporting was 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 system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, 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 system with reference to financial statements.

DIGAMBER CAPFIN LIMITED

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Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control 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 control with reference to Ind AS 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 over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to Ind AS financial statements were operating effectively as at March 31, 2026, based on the internal control with reference to Ind AS 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 issued by the Institute of Chartered Accountants of India.

For JAIN PARAS BILALA & CO.
Chartered Accountants
FRN- 011046C

Place of Signature: Jaipur
Dated: 08.06.2026

[MANOJ KUMAR]
Partner
M.No.-415632

DIGAMBER CAPFIN LIMITED

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Digamber Capfin Limited

Registered office : J-54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road Jaipur, Rajasthan - 302018

CIN : U67120RJ1995PLC009862 Website : www.digamberfinance.com

Tel- 0141-2700233-234 Email: info@digamberfinance.com

Standalone Balance SheetAs at 31st March 2026

(₹ in lakhs)

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
I. ASSETS			
(1) Financial Assets			
(a) Cash and Cash Equivalents	2	1,064.76	3,631.99
(b) Bank Balance other than Cash and Cash Equivalents	3	2,489.26	3,109.02
(c) Receivables			
(I) Trade Receivables		-	-
(II) Other Receivables		-	-
(d) Loans	4	29,050.02	62,623.12
(e) Investments	5	727.96	693.42
(f) Other Financial Asset	6	4,045.79	6,020.62
Total Financial Assets		37,377.79	76,078.17
(2) Non-Financial Assets			
(a) Current Tax Assets (Net)	7	285.37	207.81
(b) Deferred tax Assets (Net)	8	291.60	133.26
(c) Property, Plant and Equipment	9	3,274.11	3,344.82
(d) Right of Use Assets	10	28.03	5.72
(e) Capital Work in Progress	11	2,192.27	1,590.66
(f) Other Intangible Assets	12	1.59	2.01
(g) Other Non-Financial Assets	13	309.28	320.03
Total Non-Financial Assets		6,382.25	5,604.31
Total Assets		43,760.04	81,682.48
II. LIABILITIES AND EQUITY			
Liabilities			
(1) Financial Liabilities			
(a) Payables			
(I) Trade Payables	14		
i) Total Outstanding dues of Micro Enterprises and Small Enterprises		12.10	49.69
ii) Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		42.12	8.98
(II) Other Payables			
i) Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
ii) Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		-	-
(b) Debt Securities	15	450.00	1,403.56
(c) Borrowings (Other than Debt Securities)	16	25,030.66	55,765.19
(d) Subordinated Liabilities	17	1,000.00	1,001.17
(e) Lease liabilities	18	29.04	6.14
(f) Other Financial Liabilities	19	431.02	1,680.72
Total Financial Liabilities		26,994.95	59,915.45
(2) Non-Financial Liabilities			
(a) Current Tax Liabilities (Net)	7	-	-
(b) Provisions	20	330.11	266.25
(c) Deferred tax Liabilities (Net)	8	-	-
(d) Other Non-Financial Liabilities	21	65.32	90.99
Total Non-Financial Liabilities		395.43	357.24
Total Liabilities		27,390.38	60,272.69
(3) EQUITY			
(a) Equity Share Capital	22	989.32	989.32
(b) Other Equity	23	15,380.33	20,420.47
Total Equity		16,369.66	21,409.79
Total Equity and Liabilities		43,760.04	81,682.48

Significant Accounting Policies

The notes forming integral part of the financial statements

In terms of our report of even date

For Jain Paras Bilala & Co.

Chartered Accountants
(Firm Reg. no. 011046C)

CA Manoj Kumar

Partner
M.No. 415632

Place : Jaipur

Date :

UDIN :

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For and on behalf of the Board

Rajiv Jain

Chairman and Managing Director
(DIN - 00416121)

Amit Jain

Whole Time Director
(DIN - 00416133)

Riddhi Sharma

Company Secretary &
Compliance Officer

M.no.- A46453

Digamber Capfin Limited

Registered office : J-54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road Jaipur, Rajasthan - 302018

CIN : U67120RJ1995PLC009862 Website : www.digamberfinance.com

Tel- 0141-2700233-234 Email: info@digamberfinance.com

Statement of Standalone Profit and Loss Account for the Period ended 31st March, 2026

(₹ in lakhs)

	Particulars	Note No.	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
	Revenue from Operations:			
(i)	Income	24	13,636.35	22,698.10
(ii)	Net Gain/(Loss) On Fair Value Changes	25	34.54	53.24
(iii)	Net Gain on Derecognition of Financial Instruments under Amortized Cost Category	26	(21.03)	522.76
I	Total Revenue from operations		13,649.86	23,274.10
II	Other Income	27	1,271.23	895.21
III	Total Income (I+II)		14,921.09	24,169.31
IV	Expenses:			
	Finance Costs	28	5,587.54	9,539.80
	Impairment on Financial Instruments	29	6,096.59	9,218.08
	Employee Benefits Expense	30	6,256.30	7,417.69
	Depreciation & Amortisation Expense	31	98.06	146.60
	Other Expenses	32	2,108.67	2,736.27
	Total Expenses		20,147.16	29,058.44
V	Profit/(Loss) before Exceptional Items & Tax		(5,226.07)	(4,889.13)
VI	Exceptional Items		-	-
VII	Profit/(Loss) Before Tax		(5,226.07)	(4,889.13)
VIII	Tax Expense:			
	Current Tax	33	-	(0.00)
	Deferred Tax	33	(157.60)	(250.59)
	Earlier Year Tax		-	96.86
	Total Tax Expenses (VIII)		(157.60)	(153.72)
IX	Profit/(loss) for the period		(5,068.47)	(4,735.40)
X	Other Comprehensive Income			
	(A) Items that will not be reclassified to profit or loss			
	- Remeasurement Gains/(Losses) on Defined Benefit Plans		(2.95)	17.11
	- Income Tax on above		0.74	(4.31)
	Subtotal(A)		(2.20)	12.80
	(B) Items that will be reclassified to profit or loss			
	- Income Tax on above		-	-
XI	Total Other Comprehensive Income for the period (A+B)		(2.20)	12.80
XII	Total Comprehensive Income for the period		(5,070.68)	(4,722.60)
	Earnings per Equity Share (for Continued Operation):			
	Basic (in ₹)	34	(51.23)	(47.87)
	Diluted (in ₹)		(51.23)	(47.87)
	Paid-up Equity Share Capital		989.32	989.32
	Face Value of Equity Shares		₹ 10 each	₹ 10 each

Significant Accounting Policies

The notes forming integral part of the financial statements

In terms of our report of even date

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For Jain Paras Bilala & Co.

Chartered Accountants

(Firm Reg. no. 011046C)

Rajiv Jain

Chairman and Managing Director

(DIN - 00416121)

Amit Jain

Whole Time Director

(DIN - 00416133)

CA Manoj Kumar

Partner

M.No. 415632

Place : Jaipur

Date :

UDIN :

Riddhi Sharma

Company Secretary &

Compliance Officer

M.no.- A46453

Digamber Capfin Limited

Registered office : J-54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road Jaipur, Rajasthan - 302018

CIN : U67120RJ1995PLC009862 Website : www.digamberfinance.com

Tel- 0141-2700233-234 Email: info@digamberfinance.com

Standalone Statement of Cashflows for the Period ended 31st March, 2026

(₹ in lakhs)

Particulars	Period ended 31st March, 2026		Year ended 31st March 2025	
A Cash flow from operating activities:				
Net profit before tax as per statement of profit and loss		(5,226.07)		(4,889.13)
Adjustment to reconcile profit before tax to net cash flow:				
Remeasurement Gains/(Losses) on Defined Benefit Plans	(2.95)		17.11	
Depreciation & Amortisation	98.06		146.60	
(Reversal)/Provision for Expected Credit Loss (ECL)	(2,801.76)		1,629.25	
Interest on Fixed Deposit	-		(586.46)	
Fixed assets written-off	-		-	
Interest on income tax refund				
Share Based Payment to Employees	30.54		9.91	
Fair Value change of Investments	(34.54)		(53.24)	
Net gain on sale of current investments				
Profit/Loss on sale of assets	-		-	
Interest on borrowing and leases				
Impairment on financial instruments				
		(2,710.64)		1,163.18
Operating profit before working capital changes		(7,936.71)		(3,725.95)
Adjustment for				
(Increase)/decrease in trade receivables	-		-	
(Increase)/decrease in loans	36,374.86		30,753.76	
(Increase)/decrease in other financial assets	1,974.82		5,482.80	
(Increase)/decrease in non financial assets	10.75		44.31	
Increase/(decrease) in other financial liabilities	(4.28)		(533.07)	
Increase/(decrease) in other non financial liabilities	(25.67)		(15.36)	
Increase/(decrease) in trade and other payables	111.40		26.24	
Increase/(decrease) in provisions	63.86		23.10	
Proceeds from / (Repayment of) Borrowings	(30,734.52)		(33,653.01)	
Proceeds from / (Repayment of) debt securities	(953.56)		-	
Proceeds from / (Repayment of) Subordinated Liabilities	(1.17)		(666.66)	
Proceeds from / (Repayment of) Securitisation/ Direct assignment	(1,361.26)		(460.64)	
Total of changes in working capital		5,455.24		1,001.46
Income Tax Paid		(77.56)		(139.72)
Net Cash from Operating Activity (A)		(2,559.03)		(2,864.20)
B. Cash Flow from Investing Activity				
Purchase of property, plant and equipment and intangible assets(including in progress assets)	(650.85)		(756.04)	
(Purchase)/Sale of Mutual Fund	(0.00)		532.28	
Interest on Fixed Deposit	-	(650.85)	586.46	362.69
Sale Of Investments				
Net Cash Flow from Investing Activity(B)		(650.85)		362.69
C. Cash Flow from Financing Activity				
Proceeds from / (Repayment of) Equity	-		-	
Payment of Lease Liabilities	22.90	22.90	(28.18)	(28.18)
Net cash used in Financing Activity (C)		22.90		(28.18)
Net Increase in Cash and Cash Equivalents(A+B+C)		(3,186.99)		(2,529.69)
Cash and cash equivalents at the beginning of the period		6,741.01		9,270.70
Cash and cash equivalents at the close of the period		3,554.02		6,741.01

Cash and Cash Equivalent includes:-

Particulars	Period ended 31st March, 2026		Year ended 31st March 2025	
Cash on hand		1,064.76		3,631.99
Balance in current account		2,489.26		3,109.02
Total		3,554.02		6,741.01

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

Refer Note 40 for changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes as per Ind AS 7 - Statement of Cash flows.

Also refer note 37 "Disclosure as per Ind AS 7 - Cashflow Statements" for Cash and non cash changes in Liabilities arising from financing activity

In terms of our report of even date

For and on behalf of the Board

For Jain Paras Bilala & Co.

Chartered Accountants
(Firm Reg. no. 011046C)

Rajiv Jain

Chairman and Managing Director
(DIN - 00416121)

Amit Jain

Whole Time Director
(DIN - 00416133)

CA Manoj Kumar

Partner
M.No. 415632

Riddhi Sharma

Company Secretary & Compliance Officer
M.no.- A46453

Place : Jaipur

Date :

Digamber Capfin Limited
Standalone Statement Of Changes In Equity
As at year end date 31st March 2026

A. Equity Share Capital
As at 31st March 2026

(₹ in lakhs)

Balance as at 01st April 2025	Changes in equity share capital due to prior period errors	Restated opening balance of current period	Changes in equity share capital during current period	Balance as at 31st March 2026
989.32	-	989.32	-	989.32

As at 31st March 2025

(₹ in lakhs)

Balance as at 01st April 2024	Changes in equity share capital due to prior period errors	Restated opening balance of current period	Changes in equity share capital during current period	Balance as at 31st March 2025
989.32	-	989.32	-	989.32

B. Other Equity

Year ended 31st March 2026

(₹ in lakhs)

Particulars	Reserves and Surplus							Total
	Statutory reserves as per Section 45-IC of the RBI Act, 1934	Capital Redemption Reserve	Debenture Redemption Reserve	Securities Premium	Share Based Payment Reserve	Impairment Reserve	Retained Earnings	
Balance at the beginning of 01st April, 2025	4,149.49	300.00	-	2,057.83	49.68	567.66	13,295.81	20,420.47
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance As at 1st April, 2025	4,149.49	300.00	-	2,057.83	49.68	567.66	13,295.81	20,420.47
Profit for the year	-	-	-	-	-	-	(5,068.47)	(5,068.47)
Other Comprehensive Income on account of Gratuity (expense)(net of tax)	-	-	-	-	-	-	(2.20)	(2.20)
Total Comprehensive Income for the Year	4,149.49	300.00	-	2,057.83	49.68	567.66	8,225.13	15,349.80
Additions during the year	-	-	-	-	18.28	-	12.27	30.54
Premium on issue of shares	-	-	-	-	-	-	-	-
Transfer to Statutory reserves as per Section 45-IC of the RBI Act, 1934	-	-	-	-	-	-	-	-
Dividend Paid (including Dividend tax)	-	-	-	-	-	-	-	-
Balance as at 31st March, 2026	4,149.49	300.00	-	2,057.83	67.96	567.66	8,237.40	15,380.34

Year ended 31st March 2025

(₹ in lakhs)

Particulars	Reserves and Surplus							Total
	Statutory reserves as per Section 45-IC of the RBI Act, 1934	Capital Redemption Reserve	Debenture Redemption Reserve	Securities Premium	Share Based Payment Reserve	Impairment Reserve	Retained Earnings	
Balance at the beginning of 01st April, 2024	4,149.49	300.00	-	2,057.83	39.77	567.66	18,018.41	25,133.16
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance As at 1st April, 2024	4,149.49	300.00	-	2,057.83	39.77	567.66	18,018.41	25,133.16
Profit for the year	-	-	-	-	-	-	(4,735.40)	(4,735.40)
Other Comprehensive Income on account of Gratuity (expense)(net of tax)	-	-	-	-	-	-	12.80	12.80
Total Comprehensive Income for the Year	4,149.49	300.00	-	2,057.83	39.77	567.66	13,295.81	20,410.56
Additions during the year	-	-	-	-	9.91	-	-	9.91
Premium on issue of shares	-	-	-	-	-	-	-	-
Transfer to Capital Redemption Reserve	-	-	-	-	-	-	-	-
Transfer to Statutory reserves as per Section 45-IC of the RBI Act, 1934	-	-	-	-	-	-	-	-
Transfer to Debenture Redemption Reserve	-	-	-	-	-	-	-	-
Dividend Paid (including Dividend tax)	-	-	-	-	-	-	-	-
Balance as at 31st March, 2025	4,149.49	300.00	-	2,057.83	49.68	567.66	13,295.81	20,420.47

In terms of our report of even date

For and on behalf of the Board

For Jain Paras Bilala & Co.

Chartered Accountants
(Firm Reg. no. 011046C)

Rajiv Jain

Chairman and Managing Director
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Amit Jain

Whole Time Director
(DIN - 00416133)

CA Manoj Kumar

Partner
M.No. 415632

Riddhi Sharma

Company Secretary & Compliance Officer
M.no.- A46453

Place : Jaipur

Date :

UDIN :

Note 1: Company Overview and Significant Accounting Policies

A. Company Overview

Digamber Capfin Ltd is a Public Limited Company ("The Company") and incorporated under the provisions of the Companies Act, 2013 having Corporate Identification No. is (CIN) U67120RJ1995PLC009862 on 17th April, 1995. Digamber Capfin Ltd (DCL) started operations as an NBFC in 1995 with the mission of providing a range of financial services to the population who are not adequately served by financial institutions. The Company engaged in lending activities as Non-Banking Finance Company (NBFC) regulated by the Reserve Bank of India ('RBI'). The Company had obtained its licence from Reserve Bank of India (RBI) to operate as NBFC-MFI on 6th September, 2013 vide registration No. RBI B-10.00099. The registered office of the Company is located at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur Rajasthan- 302018 IN. DCL offers a diverse range of loan products to cater to the specific requirements of our customers. Our products can be classified into four categories, viz; Microfinance, Trade Finance, Agriculture and Animal Husbandry Finance. MFI loans follow the Grameen model of lending which is a Joint-Liability Group (JLG) lending model mainly focuses on a woman through a credit product that allows her to start a new business or enhance her existing business as well. DCL provides prompt, convenient and affordable collateral-free credit to people at the bottom of the pyramid through a strong credit assessment and centralised approval, depending on the end use, these broad categories of products can be further sub-divided into agricultural, education, home improvement, and livestock loans. Trader finance is secured and unsecured higher ticket size loan products which are available for both existing and open market customers. DCL has adopted an integrated approach to lending which combines a high customer touch-point typical of microfinance, with the technology infrastructure and related back-end support functions similar to that of a retail bank. This integrated approach has enabled it to manage increasing business volumes and optimise overall efficiencies.

B. Basis of Preparation and Presentation

1 Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of Companies Act, 2013 (the act) along with other relevant provisions of the Act and the Master Direction - Non-Banking-Financial Company Non-Systemically Important Non-Deposit taking Company (Reserve bank) Directions, 2016 ('the NBFC Master Directions') issued by RBI. The financial statements have been prepared on a going concern basis. The company uses accrual basis of accounting except in case of significant uncertainties. For all periods up to and including the period ended March 31, 2021, the company had prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and the Master Directions - Non-Banking Financial Company Non-Systemically Important Non-Deposit taking Company (hereinafter referred as 'previous GAAP'). The regulatory disclosures as required by the NBFC Master Directions to be included as a part of the Notes to Accounts are also prepared as per the Ind AS Financial Statements.

2 Basis of Measurement:

The financial statements have been prepared on a going concern and under the historical cost basis, except for the derivatives financial instruments and following assets and liabilities:
 Certain financial assets and liabilities measured at Fair value/Amortised cost (refer accounting policy regarding financial instruments)
 Non-Current Assets held for sale measured at the lower of its carrying amount and fair value less costs to sell; and
 Employee's Defined Benefit Plan obligations as per actuarial valuation.
 The methods used to measure fair values are discussed further in notes to financial statements
 An analysis regarding recovery or settlement within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note no. 35.

3 Functional and presentation currency :

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency and the currency of the primary economic environment in which the Company operates. All financial information presented in INR has been rounded off to the nearest Lakhs (upto two decimals) as per the requirements of Schedule III, unless otherwise stated.

4 Use of Estimates and Judgements :

The preparation of financial statements with Ind AS require judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period prospectively in which the results are known/ materialized. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future years.

C. Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the financial statements are given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

1 Property Plant & Equipment

1.1 Initial recognition and measurement

An item of property, plant and equipment is recognised as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. When parts of an item of property, plant and equipment have different useful lives, they are recognised separately. Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. Income and Expenses, incidental to the operations, not necessary in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in statement of profit and loss.

1.2 Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

1.3 Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains or losses on Derecognition of an item of Property, Plant and Equipment are determined by comparing net disposable proceeds with the carrying amount of Property, Plant and Equipment and are recognized in the statement of profit and loss.

1.4 Depreciation/Amortization

Depreciation for all property, plant and equipment is being provided on Straight Line Method (SLM) as per the estimates of useful life specified in Schedule II of the Companies Act, 2013. The Company has estimated 5% residual value for all block of asset at the end of useful life. The management believes that useful life are realistic and reflect fair approximation of the period over which asset likely to be used. Depreciation on additions to property, plant and equipment is provided on a pro-rata basis from the date of acquisition, or installation, or construction, when the asset is ready for intended use. Improvements of the lease hold premises are charged off over the primary period of lease. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. Depreciation on an item of property, plant and equipment sold, discarded, demolished or scrapped, is provided upto the date on which the said asset is sold, discarded, demolished or scrapped. In respect of an asset for which impairment loss, if any, is recognised, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. Further useful life of different category of assets is as under :

S.NO	Category of Asset	Useful life (years)
1	Computers and Assets	3
2	Furniture and Fixtures	10
3	Buildings	60
4	Office Equipments	5
5	Vehicles	8

- 2 Intangible assets and intangible assets under development :**
- 2.1 Initial recognition and measurement**
An intangible asset is recognised if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably.
Intangible assets are stated at cost of acquisition net of recoverable taxes, trade discounts and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs and any other cost directly attributable to bringing the asset to its working condition for the intended use. Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.
- 2.2 Subsequent Measurement**
Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.
- 2.3 Derecognition**
An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.
- 2.4 Amortization**
Intangible assets having definite life are amortized on straight line method over their useful lives. If life of any intangible asset is indefinite then it is not amortized and tested for impairment at each reporting date. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Useful life of Intangible assets is considered 5 years as per Schedule II of the Companies Act, 2013.
- 3 Revenue Recognition-**
- 3.1 Interest Income**
Interest income, for all financial instruments measured either at amortised cost or at fair value through other comprehensive income, is recorded using the effective interest rate (EIR).
The EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter year, where appropriate, to the gross carrying amount of the financial asset. The calculation of the effective interest rate takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes transaction costs and fees that are an integral part of the contract but not future credit losses. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.
If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the Statement of profit and loss.
The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets, other than credit-impaired assets under stage 3. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3,' the Company recognises interest income on the net carrying amount (i.e., Gross carrying amount net of loss allowance)
Income from direct assignment transactions represents the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the assets derecognised) and the consideration received (including any new asset obtained and any new liability assumed).
- 3.2 Income from Direct Assignment transactions**
Gain arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment has been entered into with the assignee, also known as the right of Excess Interest Spread (EIS). The future EIS basis the scheduled cash flows, on the execution of the transaction, discounted at the applicable rate that is the interest rate on loan portfolio with respect to the particular quarter dealt with.
- 3.3 Fees and Commission Income**
Revenue (other than those to which Ind AS 109 applies) is measured at the fair value of consideration received or receivable.
Income from other financial charges including late payment interest are recognized on accrual basis, except in case of File Cancellation Charges, Collection Charges, Pre-Closure Charges which are accounted as and when received.
- 4 Non-current assets (or disposal groups) classified as held for sale:**
Assets classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell.
An Asset is classified as "Asset held for sale" when the asset is available for immediate sale and its sale is highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for sale". Once classified as held for sale, intangible assets and PPE are no longer amortized or depreciated.
- 5 Impairment of Non-Financial Assets:**
At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets other than deferred tax assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).
Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.
Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.
If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in Statement of Profit and Loss.
When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.
- 6 Borrowing Costs:**
General and specific borrowing costs that are attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. The Company considers a period of twelve months or more as a substantial period of time. All other borrowing costs are recognised as an expense in the period in which they are incurred.
Borrowing costs consist of (a) interest expense calculated using the effective interest method as described in Ind AS 109 - 'Financial Instruments' (b) finance charges in respect of leases recognized in accordance with Ind AS 116 - 'Leases' and (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.
Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
- 7 Government Grants and Subsidies:**
Grants and subsidies from the Government are recognised when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions will be complied with.
Where the government grants / subsidies relate to income, they are recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate.
Where the grant or subsidy relates to an asset, it is recognised as income on a systematic basis over the useful life of the related assets.
When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan is recognised and recorded in accordance with Ind AS 109 - 'Financial Instruments'. The benefit of the below market rate of interest is measured as the difference between the initial carrying value of loan determined in accordance with IND AS 109 and the proceeds received.

Provisions, Contingent Liabilities and Contingent Assets:**Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expenses relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources will be required to settle the obligation, the provision is reversed.

Contingent Liabilities

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent liabilities are reviewed at each balance sheet date.

Contingent Assets

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. A contingent asset is disclosed, as required by Ind AS 37, where an inflow of economic benefits is probable.

Leases:**9.1 The Company as lessee**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(a) The contract involves the use of an identified asset

(b) The Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(c) The Company has the right to direct the use of the asset.

(i) Measurement and recognition

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement

date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of use asset or

the end of the lease term. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of use asset, or profit and loss if the right-of-use asset is already reduced to zero.

9.2 The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease payments from operating leases are recognized as income on either a straight-line basis or another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

Segment Reporting: Identification of Segments:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

Employee benefits :**11.1 Short Term Benefits**

Short term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

11.2 Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

(i) Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(ii) Defined benefit plans :

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's Gratuity Scheme is considered as a Defined benefit plan.

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is determined annually on the basis of Actuarial Valuation using the projected unit credit method.

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.

Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

Net interest expense or income.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

The defined benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this

calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

- 12 Leave Encashment**
The Company accounts for the liability for Leave Encashment based on an independent actuarial valuation conducted by an independent actuary using the Projected Unit Credit Method as at the Balance Sheet date. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the statement of profit and loss in the period in which they arise.
- 13 Income Taxes**
Income tax expense comprises current tax and deferred tax.
- 13.1 Current Income Tax**
Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted and as applicable at the reporting date and any adjustment to tax payable in respect of previous years. Current tax expense is recognized in the profit or loss except to the extent that it relates to items recognized directly in Other Comprehensive Income (OCI) or Equity, in which case it is recognized in OCI or Equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.
- 13.2 Deferred Tax**
Deferred tax is recognised on all temporary differences at the reporting date between the tax bases of assets and liabilities used in the computation of taxable profit and their carrying amounts for financial reporting purposes, and are accounted for using the balance sheet approach. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity or on different tax entities but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. Deferred tax is recognized in profit or loss except to the extent that it relates to items recognized directly in OCI or Equity, in which case it is recognized in OCI or Equity. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain, as the case may be, that sufficient future taxable income will be available.
- Minimum Alternate Tax (MAT)**
Deferred tax assets include MAT paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability and is considered as an asset if it is probable that future taxable profit will be available against which these tax credits can be utilized. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when it is highly probable that future economic benefit associated with it will flow to the Company. MAT credit is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.
- 14 Share Based Payment**
Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting year, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payment Reserve. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.
- 15 Material prior period errors :**
Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest period presented, the opening balances of assets, liabilities and equity for the earliest period presented, are restated.
- 16 Earnings per Share :**
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.
- 17 Financial Instruments**
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.
- Initial Recognition and Measurement**
Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities measured at FVTPL are recognised immediately in the statement of profit and loss. If the transaction price differs from fair value at initial recognition, the Corporation will account for such difference as follows:
- If fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in the statement of profit and loss on initial recognition;
 - In all other cases, the fair value will be adjusted to bring it in line with the transaction price.
- After initial recognition, the deferred gain or loss will be recognised in the statement of profit and loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability. The Company recognises a financial asset and Financial Liabilities when it becomes party to the contractual provisions of the instrument. Financial assets, with the exception of loans and advances to customers, are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. Loans and advances to customers are recognised when funds are disbursed. The Company's financial assets include trade receivables, cash and cash equivalents, other bank balances, fixed deposits with banks, loans and advances, other financial assets and investments. The Company's financial liabilities include loans and borrowings including bank overdrafts and trade & other payables.
- 17.1 Financial assets**
- (i) Subsequent measurement of financial assets**
The Company classifies financial assets as subsequently measured at amortised cost, Fair Value through Other Comprehensive Income ("FVOCI") or Fair Value through Profit or Loss ("FVTPL") on the basis of following:
- (i) The entity's business model for managing the financial assets and
 - (ii) The contractual cash flow characteristics of the financial asset.
- Financial Assets at Amortised Cost**
A financial asset is measured at the amortised cost if both the following conditions are met:
- (a) It is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
 - (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. In case of financial assets classified and measured at amortised cost, any interest income, foreign exchange gains or losses and impairment are recognised in the Statement of Profit and Loss.

Financial Assets at fair value through other comprehensive income (FVTOCI)

A debt instrument is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to the statement of profit and loss. Interest earned while holding FVTOCI debt instrument is reported as interest income using the EIR method.

For equity instruments not held for trading, the Company has an irrevocable option to designate them as FVTOCI. The Company has not designated investments in any equity instruments as FVTOCI.

Financial Assets at fair value through the statement of profit and loss (FVTPL)

Any financial asset which is not classified in any of the above categories is subsequently measured at FVTPL.

For financial assets at FVTPL, net gains or losses, including any interest or dividend income, are recognised in the Statement of Profit and Loss.

(ii) Modification of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between the initial recognition and maturity of the financial asset. In accordance with the Company's policy, a modification results in derecognition when it gives rise to substantially different terms.

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the entity recalculates the gross carrying amount of the financial asset and recognises a modification gain or loss in profit or loss. The gross carrying amount of the financial asset is recalculated as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective interest rate.

Any costs or fees incurred adjust the carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset.

(iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is de-recognised when the rights to receive cash flows from the financial asset have expired. The Company also de-recognised the financial asset if it has transferred the financial asset and the transfer qualifies for de recognition. The Company has transferred the financial asset if, and only if, either:

- It has transferred its contractual rights to receive cash flows from the financial asset or
- It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows in ratio as agreed without material delay to a third party under a 'direct assignment' arrangement.

Direct Assignment arrangements are transactions whereby the Company retains the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows in agreed ratio to one or more entities ('eventual recipients'), when all of the following three conditions are met:

- The Company has no obligation to pay amounts to the eventual recipients unless it has collected equivalent amounts from the original asset excluding short-term advances with the right to full recovery of the amount lent plus accrued interest at market rates.
- The Company cannot sell or pledge the original asset other than as security to the eventual recipients.
- The Company has to remit any cash flows it collects on behalf of the eventual recipients without material delay in the agreed ratio.

A transfer only qualifies for derecognition if either:

- The Company has transferred substantially all the risks and rewards of the asset or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

On derecognition of a financial asset in its entirety, the difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised is recognised in the statement of profit and loss.

(iv) Impairment of financial assets

a) Subsequent to initial recognition, the Company recognises expected credit loss (ECL) on financial assets measured at amortised cost as required under Ind AS 109 'Financial Instruments'. ECL on such financial assets, other than loans assets, is measured at an amount equal to life time expected losses.

The Company presents the ECL charge or reversal (where the net amount is a negative balance for a particular period) in the Statement of Profit and Loss as "Impairment on financial instruments".

The impairment requirements for the recognition and measurement of ECL are equally applied to loan asset at FVTOCI except that ECL is recognised in Other Comprehensive Income and is not reduced from the carrying amount in the Balance Sheet.

b) Impairment of Loan Assets: The Company measures ECL on loan assets at an amount equal to the lifetime ECL if there is credit impairment or there has been significant increase in credit risk (SICR) since initial recognition.

If there is no SICR as compared to initial recognition, the Company measures ECL at an amount equal to 12-month ECL. When making the assessment of whether there has been a SICR since initial recognition, the Company considers reasonable and supportable information, that is available without undue cost or effort. If the Company measured loss allowance as lifetime ECL in the previous period, but determines in a subsequent period that there has been no SICR since initial recognition due to improvement in credit quality, the Company again measures the loss allowance based on 12-month ECL.

ECL is measured on individual basis for credit impaired loan assets, and on other loan assets it is generally measured on collective basis using homogenous groups.

c) The impairment losses and reversals are recognised in Statement of Profit and Loss.

Staging of Loans

The Company recognises impairment loss allowance using the expected credit loss (ECL) model for the financial assets which are not categorised at fair value through profit or loss. Ind-AS 109 outlines a three staged model for measurement of impairment based on changes in credit risk since initial recognition. For classification of its borrowers into various stages, the Company uses the following basis:

- A financial instrument that is not credit impaired on initial recognition is classified in 'Stage I'.

- If a significant increase in credit risk (SICR) is identified, the financial instrument is moved to 'Stage II'.

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting date by considering the change in the risk of default occurring over the remaining life of the financial instrument. In accordance with Ind AS 109, the Company has applied rebuttable presumption that considers more than 30 days past due as a parameter for determining significant increase in credit risk. Additionally, the Company also considers any other observable input indicating a significant increase in credit risk.

- If the financial instrument is credit-impaired, the financial instrument is moved to 'Stage III' category.

Definition of Default

In accordance with Ind AS 109, the Company considers the rebuttable presumption to define a financial instrument as in default, i.e. when the loan account is more than 90 days past due on its contractual payments. Credit impaired financial assets are aligned with the definition of default.

Measurement of Expected Credit Loss (ECL)

ECL is measured on either a 12 month or lifetime basis depending on whether there is significant increase in credit risk since initial recognition. ECL is the product of Probability of default (PD), Loss Given Default (LGD) and Exposure at Default (EAD). The Company has its own board approved policy, during the financial year for assessment of ECL in accordance with Ind AS 109. The brief methodology of computation of ECL is as follows:

(a) Probability of default (PD)

PD is an estimate of the likelihood of default over a given time horizon. It is estimated as at a point in time. For assessing 12 month PD, probability of a loan defaulting in next 12 months is ascertained and similarly for assessing lifetime PD, probability of a loan defaulting in its remaining lifetime is ascertained.

For Stage I accounts, 0.10% and 0.25% PD is used.

For Stage II significantly increased credit risk accounts, 0.50% and 5.00% PD is used.

For Stage III credit impaired accounts, 50% and 75% PD is taken.

(b) Loss Given Default (LGD)

LGD is the loss factor which the Company may experience in case the default occurs.

Stage-wise average LGD had been applied in case of loans given.

For Stage III loans, LGD has been assessed based on discounted projected cash flow analysis for operational projects.

(c) Exposure at Default (EAD)

It is outstanding exposure on which ECL is computed. EAD includes principal outstanding and accrued interest in respect of the loan.

Significant increase in credit risk

The Company continuously monitors all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12 month ECL or Life Time ECL, the Company assesses whether there has been a significant increase in credit risk since initial recognition. The Company considers an exposure to have significantly increased in credit risk when contractual payments are more than 30 days past due.

Forward looking information

While estimating the expected credit losses, the Company reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Company analyses if there is any relationship between key economic trends like GDP, Consumer Price Index, Unemployment rates, inflation etc. with the estimate of PD, LGD determined by the Company based on its internal data. While the internal estimates of PD, LGD rates by the Company may not be always reflective of such relationships, temporary overlays are embedded in the methodology to reflect such macro-economic trends reasonably

Write-offs

Financial assets are written off either partially or in their entirety only when the Company has no reasonable expectation of recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference recorded as an expense in the period of write off. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

17.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company are recognised at the proceeds received, net of direct issue costs.

17.3 Financial liabilities

(i) Initial recognition and measurement

The Company recognises a financial liability in its balance sheet when it becomes party to the contractual provisions of the instrument. Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for trading or it is designated as on initial recognition. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(ii) Subsequent measurement of financial liabilities:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost as appropriate.

(iii) Financial liabilities at Amortised Cost :

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent reporting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest rate method.

(iv) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(vi) The Company makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the Company applies hedge accounting for transactions that meet specified criteria.

Hedges that meet the criteria for hedge accounting are accounted for, as described below:

Fair value hedges

Fair value hedges the exposure to changes in the fair value of a recognised asset or liability, or an identified portion of such an asset, liability that is attributable to a particular risk and could affect profit or loss.

For designated and qualifying fair value hedges, the cumulative change in the fair value of a hedging derivative is recognised in the Balance Sheet under Hedge Asset in net gain/(loss) on fair value changes. Meanwhile, the cumulative change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item in the balance sheet and is also recognised in the Balance Sheet under Hedge Assets in net gain/(loss) on fair value changes.

18 Fair value Measurement

The Company measures some of its financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that transaction to sell the asset or transfer the liability takes place either:

(a) In the principal market for the assets or liability, or

(b) In the absence of a principal market, in the most advantageous market for the assets or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

I. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

II. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

III. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

19 Cash and cash equivalents:

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments and short term investments with original maturity of less than three month.

D Significant estimates and assumptions

The preparation of company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Although these estimates are based upon management's best knowledge of current events and action, actual results could differ from these estimates. These estimates are reviewed regularly and any change in estimates are adjusted prospectively.

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognized in the financial statements:

i. Business Model Assessment

The Company determines its Business Model at the level that best reflects how it manages groups of financial assets to achieve its business objectives. The company considers the frequency, volume and timing of disbursements in prior years, the reason for such disbursement, and its expectations about future business activities. However, information about business activity is not considered in isolation, but as part of an holistic assessment of how company's stated objective for managing the financial assets is achieved and how cash flow are realized. Therefore the company considers information about past disbursement in the context of the reason for those disbursements, and the conditions the existed at that time as compared to current conditions. Based on this assessment and the future business plans of the company, the management has measured its financial assets at amortised cost as the asset is held within a business model whose objective is to collect contractual cash flows, and the contractual terms of the financial assets give rise to cash flows that are solely payments of principle and interest (the SPPI criterion).

ii. Property, Plant and Equipment & Intangible Assets

The determination of depreciation and amortization charge depends on the useful lives which is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The residual values, useful lives, and method of depreciation of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Residual Value has been taken between 0-5%

Useful life of the all Property, Plant and Equipment and Intangible assets are in accordance with Schedule II of the Companies Act, 2013

iii. Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claims/litigation against the company as it is not possible to predict the outcome of pending matters with accuracy.

iv. Defined Benefit Plan

The cost of defined benefit plan and present value of such obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the long-term nature of the plan, such estimates are subject to significant uncertainty. All assumptions are reviewed at each reporting date.

v. Deferred Tax Assets

The recognition of deferred tax assets requires assessment of whether it is probable that sufficient future taxable profit will be available against which deferred tax asset can be utilized. The Company reviews at each balance sheet date the carrying amount of deferred tax assets.

vi. Impairment losses on financial assets

The measurement of impairment losses across all categories of financial assets except assets valued at Fair value through P&L (FVTPL), requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Company's Expected credit loss (ECL) calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgments and estimates include:

- The Company's model, which assigns Probability of default (PD)s.
- The Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a Lifetime expected credit loss (LTECL) basis.
- The segmentation of financial assets when their ECL is assessed on a collective basis.
- Development of ECL models, including the various formulas and the choice of inputs.
- Determination of associations between macroeconomic scenarios and, economic inputs, and the effect on PDs, Exposure at default (EAD)s and Loss given default (LGD)s.

vii. Fair value measurement:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

viii. Effective Interest rate method

The Company's EIR methodology, recognises interest income using a internal rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans and other characteristics of the product life cycle (including prepayments). This estimation, by nature, requires an element of judgment regarding the expected behavior and life-cycle of the instruments, as well other fee income/expense that are integral parts of the instruments.

ix. Cash and cash equivalents

Cash and cash equivalent comprises cash in hand, demand deposits & time deposits and short term investments with original maturity of less than three month.

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Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

i. Ind AS 1 - Presentation of Financial Statements:

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

ii. Ind AS 12 - Income Taxes:

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company does not expect this amendment to have any significant impact in its financial statements.

iii. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors:

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Digamber Capfin Limited
Notes to Financial Statements for the Period ended 31st March, 2026

2 Cash & Cash Equivalents

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Cash on Hand	8.99	17.42
Balance with Bank in Current Accounts	730.88	2,250.27
Fixed Deposit	324.89	1,364.30
Total	1,064.76	3,631.99

3 Bank Balances other than Cash & Cash Equivalents

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Fixed Deposit with Banks	2,489.26	3,109.02
Total	2,489.26	3,109.02

4 Loans

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
	Amortised Cost	Amortised Cost
(A)		
Gross Outstanding Term Loan	30,243.66	66,618.52
Total (A)	30,243.66	66,618.52
Less: Impairment loss allowance	(1,193.64)	(3,995.39)
Total Net (A)	29,050.02	62,623.12
(B)		
Secured	-	-
Unsecured	30,243.66	66,618.52
Total (B)	30,243.66	66,618.52
Less: Impairment loss allowance	(1,193.64)	(3,995.39)
Total Net (B)	29,050.02	62,623.12
(C)		
Loans in India		
(i) Loans to Individuals	30,243.66	66,618.52
Total (C)	30,243.66	66,618.52
Less: Impairment loss allowance	(1,193.64)	(3,995.39)
Total Net (C)	29,050.02	62,623.12

4.1 The company has given impairment assessment and measurement approach in note no. 1 (17.1)(IV) of the summary of significant accounting policies.

5 Investments

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
	Fair value through Profit and Loss	Fair value through Profit and Loss
Investment in Mutual Funds	727.96	693.42
Investment in Bonds	-	-
Gross (A)	727.96	693.42
Overseas Investments	-	-
Investments in India	727.96	693.42
Gross (B)	727.96	693.42
Less: Allowance for Impairment loss (C)	-	-
Total Net D = (A) -(C)	727.96	693.42

6 Other Financial Asset

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Fixed Deposit with Banks	1,067.95	3,589.77
Excess Interest Spread in DA transaction	-	142.13
Receivable against Excess Interest Spread	790.48	954.81
Security Deposit	5.31	11.06
Sundry Receivable from others	51.39	41.59
Interest accrued on DA/PTC transactions	2.50	100.47
Receivables against Loan Assets	853.13	662.54
Accrued Interest	302.71	382.01
Hedge Assets	972.32	136.23
Total	4,045.79	6,020.62

7 Current Tax Liability / (Assets) (Net)

(₹ in lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Provision for Tax	-	-
Advance Tax Paid	(285.37)	(207.81)
Total	(285.37)	(207.81)

8 Deferred Tax Assets / (Liability) (Net)

(₹ in lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Deferred Tax Assets, on account of		
Actuarial Gain on Gratuity	(8.07)	(8.81)
Provisions for ECL	300.41	248.68
Provisions for Leave Encashment	65.57	25.90
Effective Interest Rate on Financial Assets	60.59	132.71
Leases	0.37	0.11
Gratuity Expenses	-	-
Security Deposit	0.00	(0.00)
Total(A)	418.87	398.59
Deferred Tax Liabilities, on account of		
Fair Valuation of Mutual Funds	25.74	39.48
Foreign Exchange Gain/(Loss)	-	-
Effective Interest Rate on Financial Liability	29.29	84.30
Effective Interest Spread impact due to Direct Assignment	0.52	74.53
Accrued Interest	-	-
Depreciation and Amortisation	71.72	67.02
Total(B)	127.27	265.33
Net Deferred Tax Assets / (Liability) (A) - (B)	291.60	133.26

Digamber Capfin Limited
Notes to Financial Statements for the Period ended 31st March,2026

9 Property, Plant & Equipment

As at 31st March 2026

(₹ in lakhs)

Particulars	Freehold Land	Office and Guest House	Computers & peripherals	Furniture & Fixtures	Vehicles	Office Equipment	Total
Gross Block							
As at 1st April 2025	2,477.21	665.31	449.61	256.30	67.91	202.23	4,118.56
Addition During the period	-	-	26.79	6.16	-	5.81	38.75
Deduction/Adjustments during the period	-	-	-	19.88	-	3.47	23.36
As at 31st March 2026	2,477.21	665.31	476.39	242.57	67.91	204.57	4,133.96
Accumulated Depreciation/Amortisation							
Up to 1st April 2025	-	90.42	377.49	131.66	52.72	121.45	773.74
For the period	-	11.01	35.66	21.01	4.09	23.37	95.13
Deduction/Adjustments during the period	-	-	-	7.08	-	1.94	9.02
Total up to 31st March 2026	-	101.42	413.15	145.59	56.81	142.88	859.85
Net Block							
As at 31st March 2026	2,477.21	563.89	63.24	96.98	11.10	61.69	3,274.11
As at 1st April 2025	2,477.21	574.90	72.11	124.64	15.18	80.78	3,344.82

As at 31st March 2025

(₹ in lakhs)

Particulars	Freehold Land	Office and Guest House	Computers & peripherals	Furniture & Fixtures	Vehicles	Office Equipment	Total
Gross Block							
As at 1st April 2024	2,477.21	665.31	422.84	246.38	67.91	167.98	4,047.63
Addition During the period	-	-	27.98	13.21	-	34.46	75.65
Deduction/Adjustments during the period	-	-	1.22	3.30	-	0.21	4.72
As at 31st March 2025	2,477.21	665.31	449.61	256.30	67.91	202.23	4,118.56
Accumulated Depreciation/Amortisation							
Up to 1st April 2024	-	79.41	324.00	108.59	46.98	97.88	656.86
For the period	-	11.01	53.50	23.07	5.75	23.57	116.89
Deduction/Adjustments during the period	-	-	-	-	-	-	-
Total up to 31st March 2025	-	90.42	377.49	131.66	52.72	121.45	773.74
Net Block							
As at 31st March 2025	2,477.21	574.90	72.11	124.64	15.18	80.78	3,344.82
As at 1st April 2024	2,477.21	585.90	98.84	137.79	20.93	70.10	3,390.77

10 Right of Use Assets

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Gross Block		
As at 1st April 2025	102.23	102.23
Addition During the period	29.63	-
Deduction/ Adjustments during the period	-	-
As at 31st March 2026	131.86	102.23
Accumulated Depreciation/Amortisation		
Up to 1st April 2025	96.51	70.06
For the period	7.32	26.46
Deduction/Adjustments during the period	-	-
Total up to 31st March 2026	103.83	96.51
Net Block		
As at 31st March 2026	28.03	5.72
As at 1st April 2025	5.72	32.17

11 Capital Work in Progress

As at 31st March 2026

(₹ in lakhs)

Tangible Assets	Total
As at 1st April 2025	1,590.66
Addition During the period	361.84
Capitalisation during the period	-
Interest Capitalised during the period	-
As at 31st March 2026	1,952.50

As at 31st March 2025

(₹ in lakhs)

Tangible Assets	Total
As at 1st April 2024	905.55
Addition During the period	690.95
Capitalisation during the period	5.84
Interest Capitalised during the period	-
As at 31st March 2025	1,592.34

As at 31st March 2026

(₹ in lakhs)

Intangible Assets	Total
As at 1st April 2025	-
Addition During the period	239.77
Capitalisation during the period	-
Interest Capitalised during the period	-
As at 31st March 2026	239.77

As at 31st March 2025

(₹ in lakhs)

Intangible Assets	Total
As at 1st April 2024	-
Addition During the period	-
Capitalisation during the period	-
Interest Capitalised during the period	-
As at 31st March 2025	-

(a) CWIP aging schedule

(₹ in lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	601.61	685.11	905.55	-	2,192.27

12 Intangible Assets

As at 31st March 2026

(₹ in lakhs)

Particulars	Software	Total
Gross Block		
As at 1st April 2025	17.19	17.19
Addition During the period	-	-
Deduction/ Adjustments during the period	-	-
As at 31st March 2026	17.19	17.19
Accumulated Depreciation/Amortisation		
Up to 1st April 2025	15.18	15.18
For the period	0.42	0.42
Deduction/Adjustments during the period	-	-
Total up to 31st March 2026	15.60	15.60
Net Block		
As at 31st March 2026	1.59	1.59
As at 1st April 2025	2.01	2.01

As at 31st March 2025

(₹ in lakhs)

Particulars	Software	Total
Gross Block		
As at 1st April 2024	17.19	17.19
Addition During the period	-	-
Deduction/Adjustments during the period	-	-
As at 31st March 2025	17.19	17.19
Accumulated Depreciation/Amortisation		
Up to 1st April 2024	11.92	11.92
For the period	3.26	3.26
Deduction/Adjustments during the period	-	-
Total upto 31st March 2025	15.18	15.18
Net Block		
As at 31st March 2025	2.01	2.01
As at 01st April 2024	5.27	5.27

Digamber Capfin Limited
Notes to Financial Statements for the Period ended 31st March, 2026

13 Other Non-Financial Assets

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Prepaid Expenses	34.92	73.60
GST Receivable	198.61	139.19
Sundry Advances And Receivables	70.02	42.04
Gratuity Plan Asset	5.73	65.21
Total	309.28	320.03

14 (I) Trade Payables

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Payable to:		
Micro and Small Enterprises	12.10	49.69
Other than Micro and Small Enterprises	42.12	8.98
Total	54.23	58.67

(II) Other Payables

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Payable to:		
Micro and Small Enterprises	-	-
Other than Micro and Small Enterprises	-	-
Total	-	-

Trade Payables Ageing Schedule

(i) As at 31st March 2026

Particulars	Outstanding for following period from due date of transaction				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Payable to:					
Micro and Small Enterprises	12.10		-	-	12.10
Other than Micro and Small Enterprises	7.17	34.83	0.12	-	42.12
Total	19.28	34.83	0.12	-	54.23

(ii) As at 31st March 2025

Particulars	Outstanding for following period from due date of transaction				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Payable to:					
Micro and Small Enterprises	38.26	11.43	-	-	49.69
Other than Micro and Small Enterprises	8.86	0.12	-	-	8.98
Total	47.12	11.54	-	-	58.67

15 Debt Securities at Amortised Cost

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Secured		
Non Convertible Debentures	450.00	1,403.56
Total	450.00	1,403.56
Debt Securities In India	450.00	1,403.56
Debt Securities Outside India	-	-
Total	450.00	1,403.56

Details Of Redeemable Non-Convertible Debentures

Particulars	Date of allotment	Date of redemption	Total number of debentures	Rate of Interest	Face value	As at 31st March 2026	As at 31st March 2025
A.K. Securitization & Credit Oppor.Fund II - These debentures are secured by way of a first ranking, exclusive and continuing charge on identified receivable at all time equal to 1.10 times or 110% of the aggregate amount of principle outstanding of the NCD. Also, these are secured by unconditional and irrevocable personal guarantee of Mr. Amit Jain and Mr. Rajiv Jain. These are redeemable at par through Ten Monthly Installment from the date 25th Feb 2027 to 25th Nov. 2027	10-Jan-24	25-Nov-27	1400	13.25%	1,00,000.00	450.00	1,403.56
Total			1400			450.00	1,403.56

16 Borrowings (Other than Debt Securities)-At Amortised Cost
(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Secured		
Term loans		
(i)From Banks	9,456.72	26,269.06
(ii)From Financial Institutions/NBFC	3,858.95	16,163.97
(iii)External Commercial Borrowing	5,613.33	4,709.02
(iii)Vehicle Loan	5.54	11.49
Other Loans (specify nature)		
Cash Credit from Banks	5,966.23	1,978.10
Cash Credit from PSU	-	-
Overdraft Credit from Banks	-	-
Working capital demand loan facility	-	-
Optionally Convertible Preference Share Capital - Financial Liability Securitization	129.89	6,633.55
Total	25,030.66	55,765.19
Borrowings in India	19,417.34	51,056.17
Borrowings Outside India	5,613.33	4,709.02
Total (B)	25,030.66	55,765.19

16.1 Nature of Security

Secured term loans from banks amounting to Rs. 9456.72 Lakhs carry rate of interest in range of 11.05% to 12.75%. The Loan having tenure of 2 To 4 Years from date of disbursement and are repayable in both monthly & quarterly installments.

These loans are secured by hypothecation of loans given by the company and in some cases personal guarantee of directors, Mr. Rajiv Jain and Mr. Amit Jain is also given.

Secured term loans from financial institutions amounting to Rs. 3858.95 Lakhs and external commercial borrowings amount to Rs. 5613.33 Lakhs carry rate of interest in range of 10.65% to 13.60%. The Loan having tenure of 2 To 4 Years from date of disbursement and are repayable in both monthly and quarterly installments. External commercial borrowings along with Interest is repayable on 17th April 2026

These loans are secured by hypothecation of loans given by the company and in some cases personal guarantee of directors, Mr. Rajiv Jain and Mr. Amit Jain is also given.

Secured term loans for vehicle amounting to Rs. 5.54 Lakhs carry rate of interest 8.40%. The Loan having tenure of 7 Years from date of disbursement and are repayable in monthly installment.

BOB car loan is secured by hypothecation of vehicle.

16.2 Delay in Repayment
For 2025-26

There is no delay in repayment of borrowings as at 31st March, 2026

For 2024-25

There is no delay in repayment of borrowings as at 31st March, 2025

17 Subordinated Liabilities (At Amortised Cost)
(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Unsecured		
-From Other Banks	-	-
-From FIs/ NBFCs	1000.00	1,001.17
Total	1,000.00	1,001.17
Subordinated liabilities in India	1,000.00	1,001.17
Subordinated liabilities in outside India	-	-
Total	1,000.00	1,001.17

Term of Repayment Of Debentures, Subordinated Debts and Term Borrowings Outstanding

(₹ in lakhs)

(A) As at 31st March, 2026

Type of instrument/ institution	Frequency of Repayment	Original maturity of loan	Interest Rate	Less than 1 year	1-2 years	2-3 years	3-4 years	More than 4 years	Total
Debentures	Monthly	Above 3 years	13.00%-13.75%	450.00	-	-	-	-	450.00
Sub-debts	Bullet Repayment	Above 3 years	15.5% -16.00%	-	-	1,000.00	-	-	1,000.00
Term Loans From Bank	Monthly	0-3 years	11.00%- 11.50 %	1,130.68	-	-	-	-	1,130.68
			11.51%-12.00 %	3,159.62	1,103.96	-	-	-	4,263.58
			12.01%-12.50 %	466.03	-	-	-	-	466.03
			12.51%-13.00 %	-	-	-	-	-	-
		Above 3 years	10.50%-11.00%	-	-	-	-	-	-
			11.00%- 11.50 %	1,237.41	559.91	-	-	-	1,797.32
			11.50%- 12.00 %	-	-	-	-	-	-
			12.01%-12.50 %	-	-	-	-	-	-
Quarterly	0-3 years	12.5% - 13.00%	1,801.95	-	-	-	-	1,801.95	
Term Loans from Financial Institutions	Monthly	0-3 years	10.50%-11.00%	2,690.29	-	-	-	-	2,690.29
			12.5% - 13.00%	-	-	-	-	-	
			13.00%- 13.50%	-	-	-	-	-	
			13.50% - 14.00%	-	-	-	-	-	
			15.00% - 15.50%	209.20	-	-	-	-	209.20
			12.5% - 13.00%	-	-	-	-	-	
		Above 3 years	13.00% - 13.50%	55.62	-	-	-	-	55.62
			13.51% - 14.00%	426.52	69.13	-	-	-	495.65
			11.00% - 11.50%	-	-	-	-	-	
			11.50% - 12.00%	-	-	-	-	-	
			12.51% - 13.00%	408.19	-	-	-	-	408.19
			10.00%-10.50%	-	-	-	-	-	
Quarterly	0-3 years	11.00% - 11.50%	-	-	-	-	-		
11.50% - 12.00%	-	-	-	-	-				
12.51% - 13.00%	408.19	-	-	-	-	408.19			
Above 3 years	10.00%-10.50%	-	-	-	-	-			
Vehicle Loans	Monthly	Above 3 years	9.50 %-10.00 %	5.54	-	-	-	-	5.54
External Commercial Borrowing	Bullet Repayment	0-3 years	11.50%-12.00%	5,613.33	-	-	-	-	5,613.33
Securitization (PTC)	Monthly	0-3 years	10.00%-10.50 %	129.89	-	-	-	-	129.89

(B) As at 31st March, 2025

Type of instrument/ institution	Frequency of Repayment	Original maturity of loan	Interest Rate	Less than 1 year	1-2 years	2-3 years	3-4 years	More than 4 years	Total
Debentures	Monthly	Above 3 years	13.00%-13.75%	3.56	280.00	1,120.00	-	-	1,403.56
Sub-debts	Bullet Repayment	Above 3 years	15.5% -16.00%	1.17	-	-	1,000.00	-	1,001.17
Term Loans From Bank	Monthly	0-3 years	11.00%- 11.50 %	3,427.02	702.54	-	-	-	4,129.55
			11.50%-12.00 %	7,836.61	1,876.85	-	-	-	9,713.46
			12.00%-12.50 %	2,093.98	863.01	-	-	-	2,956.99
			10.50%-11.00%	174.50	-	-	-	-	174.50
		Above 3 years	11.00%- 11.50 %	277.66	-	-	-	-	277.66
			11.50%- 12.00 %	741.98	744.39	561.07	-	-	2,047.44
			12.00%-12.50 %	906.56	898.02	528.21	-	-	2,332.79
			12.00%-12.50 %	2,107.51	2,529.15	-	-	-	4,636.66
Quarterly	0-3 years	12.00%-12.50 %	2,107.51	2,529.15	-	-	-	4,636.66	
Term Loans from Financial Institutions	Monthly	0-3 years	10.50%-11.00%	3,972.96	2,690.28	-	-	-	6,663.23
			12.5% - 13.00%	1,012.03	97.83	-	-	-	1,109.86
			13.00%- 13.50%	1,653.29	209.20	-	-	-	1,862.49
			13.50% - 14.00%	758.49	-	-	-	-	758.49
			12.5% - 13.00%	521.15	-	-	-	-	521.15
			13.00% - 13.50%	312.39	81.97	-	-	-	394.36
		Above 3 years	13.50% - 14.00%	429.23	426.52	71.37	-	-	927.12
			11.00% - 11.50%	2,024.51	-	-	-	-	2,024.51
			11.50% - 12.00%	251.86	-	-	-	-	251.86
			12.5% - 13.00%	542.73	408.26	-	-	-	950.99
			10.00%-10.50%	399.93	299.98	-	-	-	699.91
			11.50% - 12.00%	5.84	5.65	-	-	-	11.49
Quarterly	0-3 years	11.50%-12.00%	248.50	4,460.52	-	-	-	4,709.02	
11.50%-12.00%	248.50	4,460.52	-	-	-	-	4,709.02		
Securitization (PTC)	Monthly	0-3 years	10.00%-10.50 %	6,367.30	266.26	-	-	-	6,633.55

18 Lease Liability

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Lease Liability	29.04	6.14
Total	29.04	6.14

19 Other Financial Liabilities

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Payable towards Securitisation/ Assignment transactions	261.19	1,622.45
Sundry Paybles	11.28	12.79
Audit Fees Payable	12.75	12.75
Salary Payables	29.97	32.73
Liability towards Employee	-	-
Director Remuneration Payable	-	-
Security deposit from Contractor	-	-
Interest Payable on Borrowings	115.84	-
Total	431.02	1,680.72

20 Provisions

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for employee Benefits		
Provision for Leave Encashment	165.24	111.67
Provision for Gratuity	-	-
Other Provisions		
Provision for CSR Expenses	-	-
Provision for Expenses	129.07	113.28
Provision for Loss by Fraud	35.80	41.30
Total	330.11	266.25

Movement of Provision

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for Employee Benefits		
Opening Provision	111.67	92.73
Paid during the Year	7.61	15.88
Provision made during the Year	61.18	34.82
Total	165.24	111.67
Other Provisions		
Opening Provision	154.58	191.72
Paid during the Year	328.88	537.68
Provision made during the Year	339.17	500.54
Total	164.87	154.58
Closing Provision	330.11	266.25

21 Other Non-Financial Liabilities

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Advance From Customer	15.86	12.38
Unearned Interest Income	5.41	8.74
TDS Payable	2.60	9.13
GST Payable	-	-
ESI Payable	5.86	9.02
PF Payable	34.92	51.03
PT Payable	0.66	0.70
Total	65.32	90.99

22 Equity Share Capital

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Authorised		
15000000 Equity Shares of ₹ 10/- Each (as at 31st March 2024: 15000000 Equity Shares of ₹ 10/- Each)	1,500.00	1,500.00
3000000 Preference Shares of ₹ 10/- Each (as at 31st March 2024: 3000000 Preference Shares of ₹ 10/- Each)	300.00	300.00
	1800.00	1800.00
Issued, Subscribed and Fully Paid Up		
9893246 Equity Shares of ₹ 10/- Each (as at 31st March 2024: 9893246 Equity Shares of ₹ 10/- Each)	989.32	989.32
Total	989.32	989.32

(a) The Reconciliation of the Number of Shares Outstanding and the Amount of Share Capital:

Particulars	As at 31st March 2026	As at 31st March 2025
	No. of Shares	No. of Shares
Equity Share Capital		
Shares outstanding at the beginning of the period	98,76,930.00	98,76,930.00
Changes during the period	-	-
Shares outstanding at the end of the period	98,76,930.00	98,76,930.00

(b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per equity share. No dividend proposed by the Board of Directors.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(c) Details of Shareholders holding more than 5% shares in the Company:

Particulars	As at 31st March 2026		As at 31st March 2025	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Equity Shares of Rs. 10 each fully paid-up				
- Mr. Rajiv Jain	25,59,277	25.87	25,59,277	25.87
- Mr. Amit Jain	23,68,113	23.94	23,67,599	23.93
- Mrs. Shweta Jain	10,77,849	10.89	10,77,849	10.89
- Mrs Shilpa Ajmera	9,14,044	9.24	9,14,044	9.24

(d) Shareholdings of Promoters

S. No	Promoter name	Shares held by promoters at the beginning of the year		Shares held by promoters at the end of the year		% Change during the Year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
1	Rajiv Jain	25,59,277	25.87	25,59,277	25.87	-
2	Amit Jain	23,67,599	23.93	23,68,113	23.94	0.01
3	Shweta Jain	10,77,849	10.89	10,77,849	10.89	-
4	Shilpa Ajmera	9,14,044	9.24	9,14,044	9.24	-
5	Rajiv Jain HUF	3,31,574	3.35	3,61,574	3.65	0.30
6	Amit Jain HUF	3,41,329	3.45	3,74,329	3.78	0.33
7	Adiva Bakliwal (Minor) D/o Mr. Rajiv Jain	66,250	0.67	66,250	0.67	-
8	Riddhi Bakliwal (Minor) D/o Mr. Rajiv Jain	1,16,149	1.17	1,16,149	1.17	-
9	Veer Jain (Minor) S/o Mr. Amit Jain	1,31,800	1.33	1,31,800	1.33	-
10	Vidhi Jain (Minor) D/o Mr. Amit Jain	79,750	0.81	79,750	0.81	-
11	Taramani Jain	23,575	0.24	23,575	0.24	-
12	Sunita Jain	13,575	0.14	13,575	0.14	-

23 Other Equity**(₹ in lakhs)**

Particulars	As at 31st March 2026	As at 31st March 2025
Share Application Money Pending Allotment	-	-
Securities Premium	2,057.83	2,057.83
Retained Earnings	8,237.40	13,295.81
Statutory Reserve u/s 45-IC of RBI Act, 1934*	4,149.49	4,149.49
Capital Redemption Reserve	300.00	300.00
Debenture Redemption Reserve	-	-
Share Based Payment Reserves	67.96	49.68
Impairment Reserve	567.66	567.66
Total	15,380.33	20,420.47

*Due to Lossess during the F.Y. 2025-26 No amount has been transferred in the Statutory Reserve u/s 45-IC of RBI Act, 1934

Nature, Purpose and Movement of Each Reserve**(i) Securities Premium**

This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning and end of the period	2,057.83	2,057.83
Add : Additions during the period	-	-
At the end of the period	2,057.83	2,057.83

(ii) Retained Earnings

Retained earnings or accumulated surplus represents total of all profits retained since the Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, or any such other appropriations to specific reserves.

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning of the period	13,295.81	18,018.41
Add : Profit/(Loss) for the period	(5,068.47)	(4,735.40)
Add: Other Comprehensive Income	(2.20)	12.80
Add: Transfer From Debenture Redemption Reserves	-	-
Add: Transfer From Share Based Reserve	15.38	-
Less: Reversal From Share Based Reserve	(3.11)	-
Less: Transfer to Special Reserves	-	-
Less: Transfer to Capital Redemption Reserves	-	-
Less: Transfer to Debenture Redemption Reserves	-	-
At the end of the period	8,237.40	13,295.81

(iii) **Statutory Reserve u/s 45-IC of RBI Act, 1934**

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning of the period	4,149.49	4,149.49
Add : Additions during the period	-	-
At the end of the period	4,149.49	4,149.49

Due to Lossess during the F.Y. 2024-25 No amount has been transferred in the Statutory Reserve u/s 45-IC of RBI Act, 1934

(iv) **Capital Redemption Reserve**

CRR is a statutory requirement of Companies Act, 2013 which requires the company repurchasing its own shares from the market, to transfer an amount equal to the nominal value or face value of the shares bought back to this reserve.

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning and end of the period	300.00	300.00
Add : Additions during the period	-	-
At the end of the period	300.00	300.00

(v) **Debenture Redemption Reserve**

DRR is a statutory requirement of Companies Act, 2013 which requires the company redeeming debentures, to transfer an amount equal to the 10% of face value of the debentures due for redemption in the next financial year.

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning and end of the period	-	-
Add : Additions during the period	-	-
Less: Deletion during the period	-	-
At the end of the period	-	-

(vi) **Share Based Payment Reserves**

The Corporation has Employee stock option schemes under which the eligible employees and key management personnel are granted stock options. Stock options granted are measured at fair value on the grant date using appropriate model and amortised over the vesting period as share based payment with corresponding credit in share-based payment reserve. On exercise of the stock options, balance in share-based payment reserve is transferred to securities premium account.

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning and end of the period	49.68	39.77
Add : Additions during the period	33.66	10.20
Less: Deletion during the period	(15.38)	(0.28)
At the end of the period	67.96	49.68

(vii) **Impairment Reserve**

Where impairment allowance under Ind AS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), NBFCs/ARCs shall appropriate the difference from their net profit or loss after tax to a separate 'Impairment Reserve'. The balance in the 'Impairment Reserve' shall not be reckoned for regulatory capital. Further, no withdrawals shall be permitted from this reserve without prior permission from the Department of Supervision, RRI

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning and end of the period	567.66	567.66
Add : Additions during the period	-	-
At the end of the period	567.66	567.66

Digamber Capfin Limited
Notes to Financial Statements for the Period ended 31st March, 2026

24 Income (Measured at Amortised Cost)

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Interest Earned on Loans	12,186.60	21,960.55
Excess interest spread on securitization/income from assignment	1,443.97	550.20
Unwinding Interest Income on EIS asset	5.78	187.36
Total Income	13,636.35	22,698.10

25 Net Gain/(Loss) On Fair Value Changes

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Net gain/(loss) on financial instruments at fair value through profit and loss (FVTPL)		
On trading portfolio		
Mutual fund investment at FVTPL	34.54	53.24
Foreign Exchange gain/(loss) on External Commercial Borrowings	-	-
Total Net gain/(loss) on fair value changes	34.54	53.24
Analysis of fair value changes		
Realised		-
Unrealised	34.54	53.24
Total Net gain/(loss) on fair value changes	34.54	53.24

26 Net Gain On Derecognition Of Financial Instruments Under Amortized Cost Category

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Net gain on derecognition of financial instruments under amortized cost category		
Gain on sale of Loan Portfolio	(21.03)	522.76
Total Net gain on derecognition of financial instruments	(21.03)	522.76

27 Other Income

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Misc. Receipts	12.36	56.25
Interest on Fixed Deposit	339.99	586.46
Interest Income Bond	-	8.67
Recovery from Written off Accounts	918.88	243.84
Total Other Income	1,271.23	895.21

28 Finance Cost

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Interest on financial liabilities (measured at amortised cost)		
Borrowings	5,074.97	8,756.83
Debt securities	157.13	190.33
Others		
Bank charges	85.01	73.61
Other Finance Costs	270.43	295.03
Interest accrued but not due	-	224.00
Total Finance cost	5,587.54	9,539.80

29 Impairment on Financial Instruments

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Loan Assets (measured at amortised cost)	(2,801.76)	1,629.25
Loan Assets Written Off (measured at amortised cost)	8,898.35	7,588.83
Total Impairment on financial instruments	6,096.59	9,218.08

30 Employee Benefit Expense

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Salary to Staff	5,091.13	6,095.56
Bonus to Staff	155.34	215.70
Contribution to ESI	73.96	110.97
PF Contribution	267.22	355.30
Share-based Payment to Employees	30.54	9.91
Gratuity Expenses	56.52	60.10
Leave Encashment Expenses	61.18	34.82
Staff welfare expenses	40.40	53.14
Director Remuneration	480.00	482.19
Total Employee Benefit Expenses	6,256.30	7,417.69

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note no.42.

31 Depreciation and Amortisation Expense

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Depreciation on Property, Plant & Equipment	90.32	116.89
Amortisation on Intangible Assets	0.42	3.26
Amortisation on ROU Assets	7.32	26.46
Total Depreciation and amortization expense	98.06	146.60

32 Other Expenses

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Electricity & Water Expenses	79.25	90.92
Insurance Expenses	64.79	92.37
Legal & Professional Charges	213.96	366.83
Printing & Stationery	45.01	47.02
Rent ,Rates & Taxes	406.50	392.02
Repairs and Maintenance Expenses	10.70	8.48
Telephone Expenses	43.72	39.69
Travelling & Conveyance	659.24	1,033.32
Loss by Robbery	(0.80)	(0.86)
Audit Fees & Expenses	18.97	18.82
GST Audit Fees & Expenses	-	-
CSR Expenses	23.40	86.61
Director sitting Fees	8.83	9.35
Office Expenses	60.52	74.46
Sundry Expenses	189.55	46.36
Collection Charges	115.58	205.25
Advertisement	0.13	0.77
Web Site & Software Expenses	171.20	178.59
Valuation Expenses	0.17	0.03
Loss by Fraud	(5.50)	43.95
AMC charges	3.46	2.28
Total Other expenses	2,108.67	2,736.27

(a) The Payment To Auditors includes:-

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
As an auditor		
Audit Fees	13.72	13.68
Limited Review	2.30	2.59
Tax Audit	1.25	1.29
In other Capacity		
Company Law matters	-	-
Certification Fees	1.71	1.26
Total	18.97	18.82

(b) Amount spent towards Corporate Social Responsibility (CSR):-

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
a) Amount unspent for the last year	-	-
b) Gross amount required to be spent by the company during the year	23.40	86.61
c) Amount spent during the year ending on 31st March:		
(i) Construction/acquisition of any asset		
(ii) On purposes other than (i) above*	23.40	86.61
Total	23.40	86.61

*It includes contribution to 'Dakshiva Welfare Foundation' controlled by the company in relation to CSR expenditure as per relevant Accounting Standard amounting to 18.25 lakhs & Rs 5.15 Lakhs spend on installation of Solar Panel at Temple Premises.

33 Income Tax

(₹ in lakhs)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
Current Tax	-	(0.00)
Deferred Tax	(157.60)	(250.59)
Total Tax Expense	(157.60)	(250.59)

34 Earnings per Share (Ind AS 33)

Particulars	Year to date figures for the Current Period ended 31st March 2026	Previous year ended 31st March 2025
(A) Basic Earnings per share		
(i) Profit attributable to equity shareholders (used as numerator) (₹ lakhs)	(5,068.47)	(4,735.40)
(ii) Weighted average number of equity shares (used as denominator) (Nos.)(Nominal Value per share ₹ 10)	98,93,246.00	98,93,246.00
Basic EPS (i)/(ii) (in ₹)	(51.23)	(47.87)
(B) Diluted Earnings per share		
(i) Profit attributable to equity shareholders (used as numerator) (₹ lakhs)	(5,068.47)	(4,735.40)
(ii) Weighted average number of equity shares (used as denominator) (Nos.)(Nominal Value per share ₹ 10)	98,93,246.00	98,93,246.00
Diluted EPS (i)/(ii)	(51.23)	(47.87)

35 Maturity Analysis at March 31, 2026 & March 31, 2025

Particulars	As at 31st March 2026			As at 31st March 2025		
	Amount	within 12 month	after 12 month	Amount	within 12 month	after 12 month
I. ASSETS						
(1) Financial Assets						
(a) Cash and Cash Equivalents	1,064.76	1,064.76	-	3,631.99	3,631.99	-
(b) Bank balance other than Cash and cash equivalents	2,489.26	2,489.26	-	3,109.02	3,109.02	-
(c) Receivables	-	-	-	-	-	-
(I) Trade Receivables	-	-	-	-	-	-
(II) Other Receivables	-	-	-	-	-	-
(d) Loans	29,050.02	22,529.95	6,520.07	62,623.12	46,462.97	16,160.16
(e) Investments	727.96	727.96	-	693.42	134.26	559.16
(f) Other Financial Asset(to be specified)	4,045.79	2,761.24	1,284.56	6,020.62	2,220.37	3,800.24
Total Financial Assets	37,377.79	29,573.17	7,804.62	76,078.17	55,558.61	20,519.56
(2)Non-financial Assets						
(a) Current Tax Assets(Net)	285.37	285.37	-	207.81	207.81	-
(b) Deferred tax Assets (Net)	291.60	-	291.60	133.26	-	133.26
(c) Property, Plant and Equipment	3,274.11	-	3,274.11	3,344.82	-	3,344.82
(d) Right of Use Assets	28.03	-	28.03	5.72	-	5.72
(e) Capital Work in progress	2,192.27	-	2,192.27	1,590.66	-	1,590.66
(f) Intangible Assets under development	-	-	-	-	-	-
(g) Other Intangible Assets	1.59	-	1.59	2.01	-	2.01
(h) Other non-financial assets	309.28	303.03	6.25	320.03	317.77	2.26
Total Non-financial Assets	6,382.25	588.40	5,793.85	5,604.31	525.58	5,078.73
Total Assets	43,760.04	30,161.56	13,598.48	81,682.48	56,084.19	25,598.29
II. LIABILITIES AND EQUITY						
Liabilities						
(1) Financial Liabilities						
(a) Payables						
(I)Trade Payables						
i)Total Outstanding dues of Micro Enterprises and Small Enterprises	12.10	12.10	-	49.69	14.86	34.83
ii)Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	42.12	4.30	37.83	8.98	8.86	0.12
(II)Other Payables	-	-	-	-	-	-
i) Total outstanding dues of micro enterprises and small	-	-	-	-	-	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
(b) Debt Securities	450.00	450.00	-	1,403.56	3.56	1,400.00
(c) Borrowings (Other than Debt Securities)	25,030.66	20,908.73	4,121.93	55,765.19	38,220.62	17,544.57
(d) Subordinated Liabilities	1,000.00	-	1,000.00	1,001.17	1.17	1,000.00
(e) Lease liabilities	29.04	8.09	20.95	6.14	3.76	2.39
(f) Other Financial Liabilities	431.02	431.02	-	1,680.72	1,680.72	-
Total Financial Liabilities	26,994.95	21,814.25	5,180.71	59,915.45	39,933.55	19,981.90
(2)Non- Financial Liabilities						
(a) Current Tax Liabilities (Net)	-	-	-	-	-	-
(b) Provisions	330.11	294.31	35.80	266.25	266.25	-
(c) Deferred tax Liabilities (Net)	-	-	-	-	-	-
(d) Other non-financial liabilities	65.32	65.32	-	90.99	90.99	-
Total Non- Financial Liabilities	395.43	359.63	35.80	357.24	357.24	-
(3) EQUITY						
(a) Equity Share Capital	989.32	-	989.32	989.32	-	989.32
(b) Other Equity	15,380.33	-	15,380.33	20,420.47	-	20,420.47
Total Equity	16,369.66	-	16,369.66	21,409.79	-	21,409.79
Total Equity and Liabilities	43,760.04	22,173.87	21,586.17	81,682.48	40,290.79	41,391.69

36 Employee Stock Options (ESOP)

The Company has provided stock options to its employees pursuant to 'ESOP DCL Scheme 2022'. Details of all grants in operation during the year ended March 31, 2026 are as given below:

Particulars	Plan A	Plan B	Plan C
Date of Board approval of scheme	26-05-2022	26-05-2022	26-05-2022
Date of grant	08-08-2022	08-08-2022	08-08-2022
Number of Options granted	66,895	10,481	54,371
Method of settlement	Equity	Equity	Equity

Graded Vesting Period:			
At the end of 1st year from the grant date	20%	25%	30%
At the end of 2nd year from the grant date	20%	25%	35%
At the end of 3rd year from the grant date	20%	25%	35%
At the end of 4th year from the grant date	20%	25%	-
At the end of 5th year from the grant date	20%	-	-
Exercise Period	As per ESOP DCL Scheme 2022		
Vesting Conditions	Vesting will be over after 1 year of continuing service from the date of grant.		
Weighted average exercise price per option (₹)	10	10	10
Weighted average remaining contractual life (years)	3.95	2.36	1.36
Weighted average fair value per option (₹)	235.85	172.40	172.13
Risk free interest rate			
I	5.93%	5.93%	5.93%
II	6.44%	6.44%	6.44%
III	6.73%	6.73%	6.73%
IV	6.90%	6.90%	-
V	7.01%	-	-
Expected volatility			
I	57.03%	57.03%	57.03%
II	52.46%	52.46%	52.46%
III	58.26%	58.26%	58.26%
IV	54.41%	54.41%	-
V	52.46%	-	-
Dividend Yield			
I	0.00%	0.00%	0.00%
II	0.00%	0.00%	0.00%
III	0.00%	0.00%	0.00%
IV	0.00%	0.00%	-
V	0.00%	-	-

Year ended March 31, 2026	Plan A	Plan B	Plan C
Number of options outstanding at the beginning of the year	27012	7535	19453
Number of options granted during the year	37340	0	0
Number of options forfeited during the year	19443	1821	388
Number of options exercised during the year	0	0	0
Number of options expired during the year	0	0	0
Number of options outstanding at the end of the year	44909	5714	19065
Number of options exercisable at the end of the year	0	0	0
Year ended March 31, 2025	Plan A	Plan B	Plan C
Number of options outstanding at the beginning of the year	3095	7858	25400
Number of options granted during the year	25686	0	0
Number of options forfeited during the year	1769	323	5947
Number of options exercised during the year	0	0	0
Number of options expired during the year	0	0	0
Number of options outstanding at the end of the year	27012	7535	19453
Number of options exercisable at the end of the year	0	0	0

Digamber Capfin Limited
Notes to financial statements for the period ended on 31st March 2026

37 Disclosure as per Ind AS 7 "Cash Flow Statement"

Cash and non-cash changes in liabilities arising from financing activities:

Year ended 31st March 2026

Particulars	Lease Liability	Total
As at 1st April 2025	6.14	6.14
Cash Flows		
Receipts/(Payments)	(8.30)	(8.30)
Non-cash changes		
Interest Charged during the year	2.07	2.07
Addition/(Deletion) During the year	29.13	29.13
As at 31st March 2026	29.04	29.04

Year ended 31st March 2025

Particulars	Lease Liability	Total
As at 1st April 2024	34.32	34.32
Cash Flows		
Receipts/(Payments)	(29.80)	(29.80)
Non-cash changes		
Interest Charged during the year	1.62	1.62
Addition/(Deletion) During the year	-	-
As at 31st March 2025	6.14	6.14

38 Disclosure as per Ind AS 12: Income Taxes

(i) Income Tax recognized in the statement of profit and loss

(₹ In Lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Current Tax expense		
Current Year	-	(0.00)
Adjustment for earlier years	-	-
Total current Tax Expense	-	(0.00)
Deferred Tax Expense		
Origination and reversal of temporary differences	(157.60)	(250.59)
Origination and reversal of carried forward losses		
Total Deferred Tax Expense	(157.60)	(250.59)
Income Tax for Earlier Year	-	96.86
Total Income Tax Expense	(157.60)	(153.72)

(ii) Income Tax recognized in other comprehensive income

(₹ In Lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Net actuarial gains/(losses) on defined benefit plans		
Before Tax	(2.95)	17.11
Tax expense / (benefit) recognized in OCI	0.74	(4.31)
Net of Tax	(2.20)	12.80

(iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

(₹ In Lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Profit before tax	(5,226.07)	(4,889.13)
Applicable Tax Rate	25.17%	25.17%
Computed tax expense	-	-
Earlier Year tax	-	96.86
Adjustments for:		
CSR Expenses	-	-
Depreciation excess allowed	-	-
Disallowances	(157.60)	(250.59)
Parmanent Difference	-	-
Deduction u/s 80JAA	-	-
Tax as per Statement of Profit & Loss	(157.60)	(153.72)

Deferred tax balance (Asset) / Liability in relation to	As at 31st March 2026	Movement during the period	As at 31st March 2025
Effective Interest Rate on Financial Assets	60.59	(72.12)	132.71
Provisions for ECL	300.41	51.74	248.68
Actuarial Gain on Gratuity	(8.07)	0.74	(8.81)
Fair Valuation of Mutual Funds	(25.74)	13.74	(39.48)
Effective Interest Rate on Financial Liability	(29.29)	55.01	(84.30)
Effective Interest Spread impact due to Direct Assignment	(0.52)	74.00	(74.53)
Provisions for Leave Encashment	65.57	39.67	25.90
Depreciation and Amortisation	(71.72)	(4.70)	(67.02)
Leases	0.37	0.26	0.11
Security Deposit	0.00	-	(0.00)
Total	291.60	158.34	133.26
Recognised through:			
Profit & Loss		157.60	
OCI		0.74	
		158.34	

39 Disclosure as per Ind AS 37: Provisions, Contingent Liabilities, Contingent Assets

(₹ In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
A. Contingent Liabilities		
Claims against the company not acknowledged as debt		
Possible cash embezzlement matters under Investigation	-	-
Bank Guarantee	28.00	25.00
B. Capital and other Commitments		
Others		
The Company's capital commitments towards Capital Work in Progress	44.24	88.48
	72.24	113.48

C. Tax Matters

The Income-Tax Assessments of the Company have been completed up to Assessment Year 2024-25. The total outstanding demand is Rs.38,55,560/- as on date. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions of the Income tax Act, 1961, the Company has been legally advised that the demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary. Penalty proceedings for Assessment Years 2020-21 and 2024-25 are pending, and the amount of penalty is not ascertainable at this stage.

40 Disclosure as per Ind AS 24 and Clause 53(f) of SEBI (LODR) Regulations, 2015: Related Parties

(A) Name of Related parties and nature of relationship

1. Directors and Key Management Personnel	
a) Mr. Rajiv Jain	Chairman & Managing Director
b) Mr. Amit Jain	Whole Time Director
c) Mr. Lalit Kumar Jain	Independent Director
d) Mr. Nayan Ambali	Non- Executive Director
e) Mr. Jatin Chhabra	Non- Executive Director
f) Dr. Amita Gill	Independent Director
g) Mr. Chandramouli Coorg Subramanian	Independent Director
h) Mr. Bhanu Prakash Verma*	Nominee Director - SIDBI
i) Mr. Vivek Kumar Jain*	Chief Financial Officer
j) Ms. Riddhi Sharma*	Company Secretary and Compliance Officer

*Mr. Bhanu Prakash Verma was appointed as Nominee Director-SIDBI of the company w.e.f. 21/07/2025 and Ms. Debleena Majumdar has resigned from Directorship w.e.f. 12/09/2025, Ms. Riddhi Sharma was appointed as Company Secretary and Compliance Officer w.e.f. 11/12/2025 and Mr. Vivek Kumar Jain has resigned and his last working days is 30.06.2026.

2. Relatives of Key Management Personnel	
a) Mrs. Shweta Jain	
b) Mrs. Shilpa Ajmera	
c) Mrs. Taramani Jain	
d) Mrs. Sunita Jain	
e) Ms. Riddhi Bakliwal	
f) Ms. Adiva Bakliwal	
g) Ms. Vidhi Jain	
h) Mr. Veer Jain	

3. Enterprises in which Key Management Person and their Relatives are interested	
a) Rajiv Jain HUF	
b) Amit Jain HUF	

(B) Transaction with the above related parties		(₹ in Lakhs)	
Transactions with KMP & Directors with their relatives			
Name	Nature of Transaction	2025-2026	2024-2025
Mr. Amit Jain	Remuneration and commission	244.32	243.46
Mr. Rajiv Jain	Remuneration and commission	244.32	243.46
Ms. Neha Agarwal	Salary	-	0.25
Ms. Riddhi Sharma	Salary	0.45	-
Mr. Vivek Kumar Jain	Salary	31.57	9.19
Mr. Jatin Chhabra	Sitting Fees	1.50	1.59
Mr. Lalit Kumar Jain	Sitting Fees	2.25	2.46
Mr. Nayan Ambali	Sitting Fees	1.08	0.78
Dr. Amita Gill	Sitting Fees	1.47	1.59
Mr. Chandramouli Coorg Subramanian	Sitting Fees	1.65	1.23
Ms. Debleena Majumdar	Sitting Fees	0.15	0.60
Ms. Debleena Majumdar	Remuneration	-	2.19
Mr. Ashok Kumar Pandey	Sitting Fees	-	0.15
Mr. Bhanu Prakash Verma	Sitting Fees	-	-
Transactions with Other Parties			
Shweta Jain	Salary- Place of Profit	42.00	42.00
Shilpa Ajmera	Salary- Place of Profit	42.00	42.00
Conflux Technologies Pvt. Ltd.	Web Rent Exp	-	56.14

(C) Outstanding Balances of the above related parties -	2025-2026	2024-2025
Receivable/(Payable)		
Mr. Amit Jain	-	-
Mr. Rajiv Jain	-	-

(D) Compensation of KMP	2025-2026	2024-2025
(i) Short term benefits	528.76	506.95
(ii) Long term benefits	-	-

41 Disclosure as per Ind AS 116: Leases

The company lease primarily consist of leases for office premises. These agreements are generally renewable on mutually agreed terms.

Practical Expedients applied:

The company has elected not to apply the recognition, measurement and presentation requirements of the standard to all short term leases (leases which have a lease term of 12 months or less and do not contain a purchase option), and to leases of low value assets on a lease-by-lease basis.

Leases	(₹ In Lakhs)	
Particulars	Year ended 31st March 2026	Year ended 31st March 2025
(i) Movement of ROU Asset		
Balance at beginning of the year	5.72	32.17
Additions	29.63	-
Deletions	-	-
Gross Carrying value of asset	35.35	32.17
Less: Depreciation of ROU Assets	7.32	26.46
Net carrying value/Balance at end of the year	28.03	5.72
(ii) Movement of Lease Liabilities		
Balance at beginning of the year	6.14	34.32
Additions	29.13	-
Finance cost accrued during the period	2.07	1.62
Deletions	-	-
Paid/ payable lease liabilities	8.30	29.80
Balance at end of the year	29.04	6.14
(iii) Maturity Analysis of Lease Liability		
Contractual undiscounted cashflows:		
Less than one year	10.74	4.20
One to Three years	22.32	2.45
Three to five years	2.19	-
More than five years	-	-
Total undiscounted lease liability	35.25	6.65
(iv) Amount Recognised in Profit and Loss		
Interest on lease liabilities	2.07	1.62
Depreciation of ROU Assets	7.32	26.46
Expenses related to short term leases	392.71	391.49
Total expense booked in P&L	402.09	419.57

Company's short term lease expenses amounts to Rs 30.52 Lakhs for the year ended 31st March 2025 and Rs.12.80 Lakhs for the year ended 31st March 2025.

42 Disclosure as per Ind AS 19 ' Employee Benefits'

A) Defined contribution plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes. During the year company has recognised the following amounts in the statement of profit and loss account:

Particulars	(₹ In Lakhs)	
	Year ended 31st March 2026	Year ended 31st March 2025
Contributions to		
Provident and other funds	341.18	466.27
Total	341.18	466.27

B) Defined Benefit plan - Gratuity

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to gratuity at 15 days salary (15/26 X last drawn basic salary) for each completed year of service subject to a maximum of ₹20 Lakhs on retirement, resignation, termination, disablement or on death, in accordance with Payment of Gratuity Act, 1972. Present value of gratuity obligation is determined based on actuarial valuation using the projected unit credit method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	(₹ In Lakhs)	
	As at 31st March 2026	As at 31st March 2025
(i) Change in plan assets		
Fair value of plan assets at the beginning of the period	297.56	333.04
Expected Return on Plan Assets	19.46	24.57
Actuarial Gain/(Loss) on Plan Assets	2.53	(1.74)
Mortality	-	(0.36)
Employer contribution	-	0.20
Benefits paid	(31.97)	(58.15)
Fair value of plan assets at the end of the period	287.57	297.56
(ii) Change in defined benefit obligation		
Defined benefit obligation, beginning of the year	232.35	225.04
Current service cost	60.79	67.95
Interest cost	15.20	16.36
Past service cost	-	-
Benefits paid	(31.97)	(58.15)
Actuarial (gains)/losses	5.47	(18.85)
Defined benefit obligation, end of the year	281.84	232.35
(iii) Net Liability/(Asset) recognized in the Balance Sheet		
Present value of defined benefit obligation	281.84	232.35
Fair value of plan assets	(287.57)	(297.56)
Net liability	(5.73)	(65.21)
(iv) Expenses recognized in Statement of Profit or Loss		
Total Service Cost	60.79	67.95
Net Interest cost	(4.26)	(7.85)
Total Expense recognised in statement of profit or loss	56.52	60.10
(v) Remeasurements recognized in other comprehensive income(OCI)		
Changes in demographic assumptions	0.13	(9.05)
Changes in financial assumptions	(16.46)	19.41
Experience adjustments	19.27	(27.48)
Total Actuarial (Gain) / Loss recognised in OCI	2.95	(17.11)
(vi) Maturity Profile of Defined Benefit Obligation		
0 to 1 Year	24.49	19.78
1 to 2 Year	29.57	21.53
2 to 3 Year	21.59	16.34
3 to 4 Year	17.07	14.57
4 to 5 Year	13.91	12.70
5 to 6 Year	12.18	10.56
6 Year onwards	163.02	136.88
(vii) Sensitivity Analysis for significant assumptions*		
Increase/(Decrease) on present value of defined benefits obligation at the end of the year	281.84	232.35
0.5% increase in salary escalation rate	12.63	12.55
0.5% decrease in salary escalation rate	(11.62)	(11.49)
0.5% increase in discount rate	(13.91)	(12.00)
0.5% decrease in discount rate	15.24	13.26
(viii) Actuarial Assumptions		
Discount rate (p.a)	7.01%	6.54%
Salary Escalation Rate (p.a.)	7.00%	7.00%
Retirement age	60 years	60 years
Mortality (Including provision for disability)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Attrition Rate	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	41.81%	42.09%
From 31 to 44 Years	9.90%	9.70%
Above 44 Years	0.21%	0.10%

* These Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

C) Compensated absences

The Company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment if he has rendered continuous service of five years or more. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The scheme is unfunded and liability for the same is determined based on actuarial valuation using the projected unit credit method. A provision ₹ 61.18 lakh for the year have been made on the basis of actuarial valuation at the year end and debited to the Statement of Profit and Loss.

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow:

- Changes in Discount rate** - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Salary increase risk** - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Life expectancy** - Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals** - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

43 Disclosure as per Ind AS-107 'Financial Instruments'

Financial Risk Management

The Company's Principal financial liabilities comprise borrowings. The main purpose of these financial liabilities is to finance the Company's operations. At the other hand company's Principal financial assets include loans and cash and cash equivalents that derive directly from its operations.

As a lending institution, Company is exposed to various risks that are related to lending business and operating environment. The Principal Objective in Company's risk management processes is to measure and monitor the various risks that Company is subject to and to follow policies and procedures to address such risks. The Company's risk governance structure operates with a robust board and risk management committee with a clearly laid down charter and senior management direction and oversight. The board oversees the risk management process and monitors the risk profile of the company directly as well as through its sub committees including the Audit Committee, the Asset Liability Supervisory Committee and the Risk Management Committee. The key risks faced by the company are liquidity risk, credit risk, Concentration risk, market risk, interest rate risk and Operational Risk.

Company is exposed to following risk from the use of its financial instrument:

- Credit Risk
- Liquidity Risk
- Market Risk
- Concentration Risk
- Interest Rate Risk
- Operational Risk

(i) Credit risk

Credit risk arises when a borrower is unable to meet financial obligations under the loan agreement to the Company. This could be either because of wrong assessment of the borrower's repayment capabilities or due to uncertainties in future. The effective management of credit risk requires the establishment of appropriate credit risk policies and processes.

Loan Asset:

The company has comprehensive and well-defined credit policies across all products and segments, which are backed by analytics and technology for mitigating the risks associated with them. Company has developed "Credit scoring model" which uses quantitative measures of the performance and characteristics of past loans to predict the future performance of loans with similar characteristics. It is a statistical method of assessing the credit risk associated with new loan applications. Various Parameters or risk identifiers of this function are empirically designed; that is, they are developed entirely from information and experience gained through prior experience. It is the set of decision models and their underlying techniques that aid the company in determining to ascertain the credit worthiness of a potential customer and also fairly price credit risks. It is an objective risk assessment/identification tool, as opposed to subjective methods that rely on a credit underwriter's opinion. It helps the company in taking credit decisions in a consistent manner.

Company gives due importance to prudent lending practices and have implemented suitable measures for risk mitigation, which include verification of credit history from credit information bureaus, cash flow analysis, physical verifications of a customer's business and residence and field visits and required term cover for insurance. The company has a robust post sanction monitoring process to identify credit portfolio trends and early warning signals.

Cash & Cash Equivalents, Bank Deposits & Other Financial assets:

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/ financial institutions who have been assigned high credit rating by international and domestic rating agencies.

The Company held cash and cash equivalents of ₹ 1064.76, ₹ 3631.99 lakhs on 31st March 2026, 31st March 2025 respectively and other deposits with banks and financial institutions of ₹ 2489.26, ₹ 3109.02 Lakhs on 31st March 2026, 31st March 2025 respectively.

(ii) Concentration of Risk/Exposure

Concentration of credit risk arise when a number of counterparties or exposures have comparable economic characteristics, or such counterparties are engaged in similar activities or operate in same geographical area or industry sector so that collective ability to meet contractual obligations is uniformly affected by changes in economic, political or other conditions.

The Company is in retail lending business in all over India.

The Concentration of risk is managed by company for each product by its region and its sub segments. Company did not overly depend on few regions or sub-segments as of March 31, 2026.

Carrying amount of maximum credit risk as on reporting date

Particulars	(₹ In Lakhs)	
	As at 31st March 2026	As at 31st March 2025
Financial assets for which loss allowance is measured using 12 month Expected Credit Loss		
Loans	28,866.75	60,821.54
Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss		
Loans	1,376.91	5,796.98
Total	30,243.66	66,618.52

(iii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The objective of Liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirement. Liquidity risk may arise because of the possibility that the company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances caused by a difference in the maturity profile of Company assets and liabilities. This risk may arise from the unexpected increase in the cost of funding an asset portfolio at the appropriate maturity and the risk of being unable to liquidate a position in a timely manner and at a reasonable price.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The company manages liquidity risk by maintaining adequate cash and bank balances and access to undrawn committed borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	(₹ In Lakhs)				
	On Demand	0-1 year	1-5 years	More than 5 years	Total
As at 31st March 2026					
Borrowings	-	23,673.67	5,299.08	-	28,972.74
Debt Securities	-	460.02	-	-	460.02
Subordinated Liabilities	-	141.75	1,189.29	-	1,331.04
Trade and Other Payables	-	19.28	34.95	-	54.23
Other Financial Liabilities	-	431.02	-	-	431.02
Total	-	24,725.74	6,523.32	-	31,249.05
As at 31st March 2025					
Borrowings	-	42,804.76	18,545.30	-	61,350.06
Debt Securities	-	1,110.69	460.02	-	1,570.71
Subordinated Liabilities	-	157.50	1,381.20	-	1,538.70
Trade and Other Payables	-	58.67	-	-	58.67
Other Financial Liabilities	-	1,680.72	-	-	1,680.72
Total	-	45,812.34	20,386.52	-	66,198.85

Note : These undiscounted Cash Flows differ from the amount included in the Balance Sheet because the amount in Balance Sheet is based on discounted Cash Flow

(iv) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The Company's exposure to market risk is primarily on account of interest rate risk and liquidity risk. The objective of the company is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(v) Interest Rate Risk

The Company is subject to interest rate risk, primarily since it lends to customers at rates and for maturity years that may differ from funding sources. Interest rates are highly sensitive to many factors beyond control, including the monetary policies of the Reserve Bank of India, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. In order to manage interest rate risk, the Company seek to optimize borrowing profile between short-term and long-term loans. The Company adopts funding strategies to ensure diversified resource-raising options to minimize cost and maximize stability of funds. Assets and liabilities are categorized into various time buckets based on their maturities and Asset Liability Management Committee supervise an interest rate sensitivity report periodically for assessment of interest rate risks.

Interest Rate Exposure:

Particulars	(₹ In Lakhs)	
	As at 31st March 2026	As at 31st March 2025
A. Fixed Rate Borrowings	11,077.65	30,217.79
B. Floating Rate Borrowings	15,403.01	27,952.12
Total Borrowings	26,480.66	58,169.91

Fair Value Sensitivity analysis for Fixed rate -Instrument

The Company does not account for any Fixed rate -Financial Asset and Financial Liabilities at Fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash Flow Sensitivity analysis for Variable rate -Instrument

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amount shown below

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's statement of profit and loss:

Particulars	(₹ In Lakhs)			
	Year Ended 31st March 2026		Year Ended 31st March 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Borrowings (Floating)	15,403.01	15,403.01	27,952.12	27,952.12
Increase in basis points (1%)	154.03	154.03	279.52	279.52
Decrease in basis points (1%)	(154.03)	(154.03)	(279.52)	(279.52)

(vi) Operational risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and system or from external events. Operational risk is associated with human error, system failures and inadequate procedures and controls. It is the risk of loss arising from the potential that inadequate information system; technology failures, breaches in internal controls, fraud, unforeseen catastrophes, or other operational problems may result in unexpected losses.

The Company recognizes that operational risk event types that have the potential to result in substantial losses includes Internal fraud, External fraud, employment practices and workplace safety, clients, products and business practices, business disruption and system failures, damage to physical assets, and finally execution, delivery and process management.

The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of concurrent audit.

The company has put in place a robust Disaster Recovery (DR) plan and Business Continuity Plan (BCP) is further put in place to ensure seamless continuity of operations including services to customers, when confronted with any adverse events.

44 Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity share capital & Borrowings. The primary objective of Company's Capital Management is to maximize shareholder's value and to maintain an appropriate capital structure of debt and equity. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants. The company manages its capital using Debt to Equity Ratio which is Net Debt/Total Equity. Net Debt is total borrowing (Non-current and current) less cash and cash equivalent.

Particulars	(₹ In Lakhs)	
	As at 31st March 2026	As at 31st March 2025
Borrowings	26,480.66	58,169.91
Less: Cash and Cash Equivalents	1,064.76	3,631.99
Net Debt	25,415.90	54,537.92
Total Equity	16,369.66	21,409.79
Net Debt to Equity Ratio	1.55	2.55

45 Disclosure as per Ind AS 108: Operating Segments

a) The Managing Director (MD) of the company has been identified as the chief operating decision maker (CODM) as defined by the Ind AS 108 "Operating Segments". The Company's Operating segments are established in the manner consistent with the components of company that are evaluated regularly by the CODM. The company is engaged primarily in the business of financing and operates in a single reportable segment i.e. lending to retail customers under various product lines, having similar risks and returns.

b) Geographical Information

The Company operates in a single geographical area - India (country of domicile). All of the Company's non current assets are located in India.

c) Information about major customers

During the year ended 31st March 2026 and 31st March 2025, there is no single customer contributes 10% or more to the Company's revenue.

46 Disclosure as per Ind AS-113 'Fair Value Measurements'

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. Listed and actively traded equity instruments are stated at the last quoted closing price on the National Stock Exchange of India Limited (NSE).

Level 2 - The fair value of financial instruments that are not traded in active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of the financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

Valuation Techniques : The management assessed that cash and cash equivalents, bank balances other than cash & cash equivalents, other financial assets, trade payables, lease liability and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values of financial assets or liabilities.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Fair value measurement hierarchy of assets & liabilities as at March 31, 2026

Particulars	(₹ In Lakhs)			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Loans	-	-	29,050.02	29,050.02
Investments	727.96	-	-	727.96
Total	727.96	-	29,050.02	29,777.98
Financial Liabilities				
Debt Securities	-	-	450.00	450.00
Borrowings (Other than Debt Securities)	-	-	25,030.66	25,030.66
Subordinated Liabilities	-	-	1,000.00	1,000.00
Total	-	-	26,480.66	26,480.66

Fair value measurement hierarchy of assets & liabilities as at March 31, 2025

Particulars	(₹ In Lakhs)			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Loans	-	-	62,623.12	62,623.12
Investments	693.42	-	-	693.42
Total	693.42	-	62,623.12	63,316.54
Financial Liabilities				
Debt Securities	-	-	1,403.56	1,403.56
Borrowings (Other than Debt Securities)	-	-	55,765.19	55,765.19
Subordinated Liabilities	-	-	1,001.17	1,001.17
Total	-	-	58,169.91	58,169.91

(a) Financial Instruments by category

Particulars	(₹ In Lakhs)		
	As at 31st March 2026		
	Level	Carrying Value	Fair Value
Financial Assets at Amortised Cost			
Loans	3	29,050.02	29,050.02
Financial Assets at Fair Value through Profit and Loss			
Investments	1	727.96	727.96
Financial Liabilities at Amortised Cost			
Debt Securities	3	450.00	450.00
Borrowings	3	25,030.66	25,030.66
Subordinated Liabilities	3	1,000.00	1,000.00

(₹ In Lakhs)

Particulars	As at 31st March 2025		
	Level	Carrying Value	Fair Value
Financial Assets at Amortised Cost			
Loans	3	62,623.12	62,623.12
Financial Assets at Fair Value through Profit and Loss			
Investments	1	693.42	693.42
Financial Liabilities at Amortised Cost			
Debt Securities	3	1,403.56	1,403.56
Borrowings	3	55,765.19	55,765.19
Subordinated Liabilities	3	1,001.17	1,001.17

47 Transfer of Financial Assets

Transferred financial assets that are not derecognized in their entirety

Securitisation:

The Company uses securitisations PTC as a source of finance. Such transactions generally result in the transfer of contractual cash flows from portfolios of financial assets to holders of issued securities. Securitisation has resulted in the continued recognition of the securitised assets.

The table below outlines the carrying amounts and fair values of all financial assets transferred that are not derecognised in their entirety and associated liabilities.

(₹ in lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Carrying amount of transferred assets measured at amortised cost (Total Pool Amount)	-	8,602.00
Carrying amount of associated liabilities (Investor Part)	-	7,742.00

Assignment Deal:

During the year ended 31st March 2026, the Company has not sold any loans and advances.

The table below summarises the carrying amount of the derecognised financial assets measured at amortised cost and the gain on derecognition

(₹ in lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Carrying value of derecognised financial asset	-	4,950.00
Gain from derecognition	-	522.76
Total	-	5,472.76

48 The title deeds of all the immovable properties disclosed in the financial statements (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

49 There are no Loans that have been granted to Promoter, Director, KMP or other Related Parties (as defined in Companies Act 2013)

Loans to Directors, Senior Officers and relatives of Directors

(Rs. In Lakhs)

Particulars	Current Year	Previous Year
Directors and their relatives	-	-
Entities associated with directors and their relatives	-	-
Senior Officers and their relatives	-	-

50 There are no proceedings which have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

51 The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are not in agreement with the books of accounts and summary of reconciliation thereof is disclosed below :-

Particulars	Apr 2025 to June 2025 (Q1)	July 2025 to Sept 2025 (Q2)	Oct 2025 to Dec 2025 (Q3)	Jan 2026 to Mar 2026 (Q4)
Balance as per Statement filed with Bank/Financial Institution	49,269.56	43,072.38	36,259.61	27,115.66
Add: Advance from customer	15.79	151.71	21.61	15.05
Less: Back dated input	0.03	(0.03)	0.36	0.21
Less: Member Reject	-	-	-	-
Less: Death Case	-	-	-	-
Less: Write-off	-	-	-	-
Balance as per Books of Accounts	49,285.32	43,224.13	36,280.87	27,130.49

52 The company is not declared wilful defaulter by any bank or financial institution or other lender.

53 The company has no transactions with the struck off Companies under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956,

54 Company has registered all the charges or satisfaction thereof with ROC within the statutory period.

55 The company is not falling under the category of Companies (Restriction on number of Layers) Rules, 2017.

56 Ratios

Particulars	Numerator	Denominator	As at 31st March 2026	As at 31st March 2025	% Variance	Reason for variance (if above 25%)
(a) Capital to risk weighted asset ratio (CRAR)	Tier I capital + Tier II capital	Risk weighted asset	40.03%	32.69%	22.42%	-
(b) Tier I CRAR	Tier I capital	Risk weighted asset	39.32%	27.11%	45.04%	-
(c) Tier II CRAR	Tier II capital	Risk weighted asset	0.70%	5.58%	-87.39%	-
(d) Liquidity Coverage Ratio	Total Asset matured within 12 months	Total Liability matured within 12 months	1.36	1.39	-2.28%	-

The Liquidity Coverage Ratio (LCR) is disclosed herewith as per the applicability of Schedule III of the Companies Act, 2013. However, The Reserve Bank of India (RBI) has also issued a circular regarding Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies ref. no. RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated 4.11.2019, introducing guidelines on liquidity risk management for non-banking financial companies (NBFCs). Henceforth, the Company does not meet the criteria for LCR applicability, and therefore, the disclosure provisions related to LCR are not applicable to the Company.

57 There is no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

58 a) 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

b) 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.

59 The Company has not entered into any transactions 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), unless there is immunity for disclosure under any scheme.

60 The Company has not traded nor invested in Crypto currency or Virtual Currency during the financial year.

Digamber Capfin Limited
Notes Forming Part of Standalone Financial Statements
for the year ended 31st March 2026

61 Details of Dues to Micro and Small Enterprises as Defined under the MSMED Act, 2006

Sl. No	Particulars / Disclosures required under MSMED Act, 2006	(₹ in lakhs)	
		As at 31st March, 2026	As at 31st March, 2025
(i)	Principal amount and interest due remaining unpaid to suppliers	49.94	49.69
(ii)	Interest paid by the buyer in terms of Section 16	-	-
(iii)	Interest due and payable for delay in payments (excluding Section 16 interest)	-	-
(iv)	Interest accrued and unpaid at the end of the year	-	-
(v)	Further interest remaining due and payable for succeeding years	-	-
	Total	49.94	49.69

62 Details Of Ratings Assigned By Credit Rating Agencies and Migration Of Ratings During The Year

Particulars	Rating Agencies	Date of Rating Agencies	Rating valid upto	2025-26	2024-25
Term Loan Rating	CRISIL Rating Ltd	Dec 29, 2025	Dec 29, 2026	CRISIL BBB-/Stable	
Cash Credit & OD facility	CRISIL Rating Ltd	Dec 29, 2025	Dec 29, 2026	A3	
Non-Convertible Debentures	CRISIL Rating Ltd	Dec 29, 2025	Dec 29, 2026	CRISIL BBB-/Stable	
Term Loan Rating	CRISIL Rating Ltd	Dec 13, 2024	Dec 13, 2025		CRISIL BBB/Stable
Cash Credit & OD facility	CRISIL Rating Ltd	Dec 13, 2024	Dec 13, 2025		A3+
Non-Convertible Debentures	CRISIL Rating Ltd	Dec 13, 2024	Dec 13, 2025		CRISIL BBB/Stable

63 Disclosure on Liquidity Risk:

1. Funding Concentration based on significant counterparty (both deposits and borrowings)

Particulars	Number of Significant Counterparties	Amount (₹ In Lakhs)	% of Total deposits	% of Total Liabilities
As at March 31, 2026	18	26,480.66	0%	96.68%
As at March 31, 2025	26	58,169.91	0%	96.51%

*No. of significant counterparties/ No. of Existing lenders

2. Top 20 large deposits (amount in ₹ lakhs and % of total deposits) : The Company is not a deposit- taking company, hence this disclosure is not applicable.

3. Top 10 borrowings

Particulars	Amount (₹ in Lakh)	%
As at March 31, 2026	27,354.19	88.55%
As at March 31, 2025	44,388.31	74.96%

4. Funding Concentration based on significant instrument/product :

Name of the instrument/ product	As at March 31, 2026		As at March 31, 2025	
	Amount (₹ lakh)	% of Total Liabilities	Amount (₹ lakh)	% of Total Liabilities
a) Term Loan	19,064.43	69.60%	53,787.09	89.24%
b) Non-Convertible Debenture	450.00	1.64%	1,403.56	2.33%
d) Cash Credit	5,966.23	21.78%	1,978.10	3.28%
e) Subordinated Liabilities	1,000.00	3.65%	1,001.17	1.66%
Total	26,480.66	96.68%	58,169.91	96.51%

5. Stock Ratios:

Particulars	As at March 31, 2026			As at March 31, 2025		
	% of total public funds	% of total liabilities	% of total assets	% of total public funds	% of total liabilities	% of total assets
a) Commercial papers	-	-	-	-	-	-
b) Non-convertible debentures (original maturity of less than one year)	-	-	-	-	-	-
c) Other short-term liabilities, if any	Nil	1.81%	1.13%	Nil	2.94%	2.17%

Description from Finance

6. Institutional set-up for liquidity risk management:

Digamber Capfin Limited (DCL) has an Assets Liability Management Committee (ALCO), a Board level Committee to oversee liquidity risk management. ALCO consists of Managing Director, Whole Time Director and Chief Financial Officer along with other Senior Management Personnel. The ALCO Meetings are held quarterly. DCL has a Risk Management Committee (RMC) a Committee of the Board, which oversee overall risks to which the company's exposed including risk management. The ALCO and RMC also updates the Board at regular intervals. The company has adopted the ICAAP Policy as well.

64 Capital Adequacy Ratio

Particulars	(₹ in lakhs)	
	As at 31st March 2026	As at 31st March 2025
Tangible Net worth(1)	16,369.66	21,409.79
Less: Impairment Reserve	(567.66)	(567.66)
Less: Deferred Tax Asset and Intangible Assets	(532.96)	(140.99)
Less: First Loss Credit enhancement	(251.07)	(433.87)
Less: Unrealised gain on sold portfolios	-	(60.36)
Tier 1 Capital (1-2)= (3)	15,017.97	20,206.90
Tier 2 Capital (Provision on Asset and discounted subordinated liabilities) (4)	268.67	4,161.52
Total Capital Fund (3+4)= (5)	15,286.64	24,368.42
Adjusted value of funded risk assets (on balance sheet item) (6)	38,192.08	74,532.80
Adjusted value of non-funded risk assets (off Balance sheet item) (7)	-	-
Total Risk Weighted assets (6+7)= (8)	38,192.08	74,532.80
CRAR/CAR(5/8)	40.03%	32.69%

65 Provision and Contingencies (Show under the head expenditure in statement of Profit and Loss)

Particulars	As at 31st March 2026	As at 31st March 2025
	Provisions for depreciation on Investment	-
Provision for Tax	-	(0.00)
Provision for Gratuity	-	-
Provision for Leave Encashment	165.24	111.67
Provision for Expenses	129.07	113.28
Provision towards NPA	(2,681.40)	1,490.34
Provision for Standard Assets	162.61	138.90
Provision for Loss by Fraud	35.80	41.30
	(2,188.68)	1,895.49

66 NPA Movement

Particulars	(₹ In Lakhs)	
	As at 31st March 2026	As at 31st March 2025
Net NPA's to Net Advance %	1.19%	3.32%
Movement of NPAs (Gross)		
Opening Balances	5,796.98	3,739.69
Add: Additions during year and change in existing NPAs	4,478.28	9,646.12
Less: Reductions during year	(8,898.36)	(7,588.83)
Closing Balance	1,376.91	5,796.98
Movement of NPAs (Net)		
Opening Balances	2,084.56	1,517.61
Add: Additions during year and change in existing NPAs	783.25	2,536.94
Less: Reductions during year	(2,521.93)	(1,969.99)
Closing Balance	345.88	2,084.56
Movement of provision for NPAs (Excluding Provision of Standard Assets)		
Opening Balances	3,712.42	2,222.08
Provision made during the year	(2,681.40)	1,490.34
Write-off/Write back of excess Provision	-	-
Closing Balance	1,031.03	3,712.42

67 Disclosure in the notes to accounts in respect of securitisation transactions as required under revised guidelines On securitisation transactions issued by RBI vide circular no. RBI/DOR/2021-22/85 DOR.STR.REC.53/21.04.177/2021-22 as amended from time to time :-

(₹ In Lakhs)		
Particulars	As at 31st March 2026	As at 31st March 2025
No of SPEs holding assets for securitisation transactions originated by the originator (only the SPVs relating to outstanding securitization exposures to be reported here)	1.00	2.00
Total amount of securitised assets as per books of the SPEs	781.05	7,495.92
Total amount of exposures retained by the originator to comply with MRR as on the date of balance sheet		
a) Off-balance sheet exposures		
• First loss		
• Others		
b) On-balance sheet exposures		
• First loss	498.81	860.22
• Others		
Amount of exposures to securitization transactions other than MRR (FD)		
a) Off-balance sheet exposures		
i) Exposure to own securitisations		
• First loss		
• Others		
ii) Exposure to third party securitisations		
• First loss		
• Others		
b) On-balance sheet exposures		
i) Exposure to own securitisations		
• First loss		
• Others	498.81	860.22
ii) Exposure to third party securitisations		
• First loss		
• Others		
Sale consideration received for the securitised assets and gain/loss on sale on account of securitisation	4,489.25	7,742.01
Form and quantum (outstanding value) of services provided by way of, liquidity support, post-securitisation asset servicing, etc.		
(a) liquidity support		
Performance of facility provided. Please provide separately for each facility viz. Credit enhancement, liquidity support, servicing agent etc. Mention percent in bracket as of total value of facility provided.		
Credit Enhancement		
(a) Amount paid	-	-
(b) Repayment received	-	-
(C) Outstanding amount	502.13	860.22
liquidity support (bank part)		
(a) Amount paid	4,489.25	7,742.01
(b) Repayment received	4,295.24	1,108.46
(C) Outstanding amount	194.01	6,633.55
Servicing agent (total Portfolio)		
(a) Amount paid	4,988.05	8,602.23
(b) Repayment received	4,207.00	1,106.31
(C) Outstanding amount	781.05	7,495.92
Average default rate of portfolios observed in the past. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc		
Amount and number of additional/top up loan given on same underlying asset. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc		
Investor complaints (a) Directly/Indirectly received and; (b) Complaints outstanding		

68 Disclosures pursuant to RBI Notification - RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated 24 September 2021

Particulars	As at 31st March 2026	As at 31st March 2025
Number of Loan Accounts assigned	-	14,302
Amount of Loan Accounts assigned (Rs. In 'Lakhs')	-	5,500.00
Number of Transactions	0	1
Weighted Average Maturity (Remaining) (Months)	0.00	7.32
Weighted Average Holding (After Origination) (Months)	0.00	16.65
Retention of Beneficial Economic Interest (MRR)	0.00%	10.00%
Coverage of Tangible Security Coverage	NA	NA
Rating wise Distribution of rated Loans	0	Unrated
No. of Instances (Transactions) where transferor has agreed to replace the transferred loans	NA	NA
No of Transferred Loans Replaced	NA	NA

69 CONCENTRATION OF ADVANCES

(₹ in lakhs)		
Particulars	As at 31st March 2026	As at 31st March 2025
Total Advances to twenty largest borrowers	58.97	15.61
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	0.20%	0.02%

70 CONCENTRATION OF EXPOSURES

(₹ in lakhs)		
Particulars	As at 31st March 2026	As at 31st March 2025
Total Exposure to twenty largest borrowers / customers	58.97	15.61
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	0.20%	0.02%

71 CONCENTRATION OF NPAs

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Total Exposure to top four NPA accounts	2.78	2.80

72 Sector-wise NPA*

(in %)

Particular	Exposure	Gross NPA	2025-26	Exposure	Gross NPA	2024-25
Agriculture & allied activities	21562.61	944.70	3.12%	47973.17	3560.85	5.35%
Small Business	8675.39	432.12	1.43%	18634.26	2235.31	3.36%
Corporate borrowers	0.00	0.00	0.00%	0.00	0.00	0.00%
Services	0.00	0.00	0.00%	0.00	0.00	0.00%
Unsecured personal loans	0.00	0.00	0.00%	0.00	0.00	0.00%
Auto loans	0.00	0.00	0.00%	0.00	0.00	0.00%
Other - Social Infrastructure	5.65	0.09	0.00%	11.09	0.90	0.00%
Total	30243.65	1376.91	4.55%	66618.52	5797.07	8.70%

73 Detail of Impairment Loss Allowance Reserve

(A) As at 31st March, 2026:

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS 109	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage I*	28,307.63	119.78	28,187.85	110.26	9.52
	Stage II	559.12	42.83	516.29	2.24	40.58
Subtotal		28,866.75	162.61	28,704.14	112.50	50.11
Non-Performing Assets (NPA)						
Substandard	Stage III	516.95				
Doubtful	Stage III	859.96	1,031.03	345.88	982.74	48.29
Subtotal for NPA		1,376.91	1,031.03	345.88	982.74	48.29
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms.						
	Stage I	-	-	-	-	-
	Stage II	-	-	-	-	-
	Stage III	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage I	28,307.63	119.78	28,187.85	110.26	9.52
	Stage II	559.12	42.83	516.29	2.24	40.58
	Stage III	1,376.91	1,031.03	345.88	982.74	48.29
Total		30,243.65	1,193.64	29,050.01	1,095.24	98.40

(B) As at 31st March, 2025:

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS 109	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage I*	59,203.82	236.93	58,966.89	236.82	0.11
	Stage II	1,617.72	46.04	1,571.68	6.47	39.57
Subtotal		60,821.54	282.97	60,538.57	243.29	39.68
Non-Performing Assets (NPA)						
Substandard	Stage III	2,541.25	1,270.62	1,270.62	415.92	854.71
Doubtful	Stage III	3,255.73	2,441.80	813.93	1,598.97	842.83
Subtotal for NPA		5,796.98	3,712.42	2,084.56	2,014.89	1,697.54
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms.						
	Stage I	-	-	-	-	-
	Stage II	-	-	-	-	-
	Stage III	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage I	59,203.82	236.93	58,966.89	236.82	0.11
	Stage II	1,617.72	46.04	1,571.68	6.47	39.57
	Stage III	5,796.98	3,712.42	2,084.56	2,014.89	1,697.54
Total		66,618.52	3,995.39	62,623.12	2,258.17	1,737.22

74 Disclosure of penalties imposed by RBI and other regulators:

No penalties have been imposed by RBI and other regulators on the Company during the F.Y. 2025-26 (Previous Year- Nil)

		(₹ in lakhs)		
Particulars		Amount outstanding	Amount overdue	
Liabilities side				
1. Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :				
a) Debentures (other than falling within the meaning of public deposits*)				
: Secured		450.00		-
: Unsecured				-
b) Deferred Credits				-
c) Term Loans		25,030.66		-
d) Inter-corporate loans and borrowing				-
e) Commercial Paper				-
f) Public Deposits				-
g) Subordinated Liabilities		1,000.00		-
h) Other Loans (specify nature)				-
CC & OD		5,966.23		-
(Unsecured Loan from Director & Relatives)				
2. Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid :				
a) In the form of Unsecured debentures				-
b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of Security				-
c) Other public deposits				-
Assets side			Amount outstanding	
3. Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :				
a) Secured				-
b) Unsecured		29,050.02		
4. Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities				
(i) Lease assets including lease rentals under sundry debtors :				
a) Financial lease				-
b) Operating lease				-
(ii) Stock on hire including hire charges under sundry debtors :				
a) Assets on hire				-
b) Repossessed Assets				-
(iii) Other loans counting towards asset financing activities				
a) Loans where assets has been repossessed				-
b) Loans other than (a) above				-
5. Break-up of Investments				
Current Investments				
1. Quoted				
(i) Shares				
(a) Equity				-
(b) Preference				-
(ii) Debentures and Bonds				-
(iii) Units of mutual funds		727.96		
(iv) Government Securities				-
(v) Others (please specify)				-
2. Unquoted				
(i) Shares				
(a) Equity				-
(b) Preference				-
(ii) Debentures and Bonds				-
(iii) Units of mutual funds				-
(iv) Government Securities				-
(v) Others (please specify)				-
Long Term Investments				
1. Quoted				
(i) Shares				
(a) Equity				-
(b) Preference				-
(ii) Debentures and Bonds				-
(iii) Units of mutual funds				-
(iv) Government Securities				-
(v) Others (please specify)				-
2. Unquoted				
(i) Shares				
(a) Equity				-
(b) Preference				-
(ii) Debentures and Bonds				-
(iii) Units of mutual funds				-
(iv) Government Securities				-
(v) Others (please specify)				-
6. Borrower group-wise classification of assets financed as in (3) and (4) above :			Amount (Net of Provisions)	
Category		Secured	Unsecured	Total
1. Related Parties				
a) Subsidiaries		-	-	-
b) Companies in the same group		-	-	-
c) Other related parties		-	-	-
2. Other than Related Parties		-	29,050.02	29,050.02
Total		-	29,050.02	29,050.02
7. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
Category				
1. Related Parties				
a) Subsidiaries			-	-
b) Companies in the same group			-	-
c) Other related parties			-	-
2. Other than Related Parties			727.96	727.96
Total			727.96	727.96
8. Other Information				
Particulars		Amount		
i) Gross Non Performing Assets				
a) Related Parties				-
b) Other than Related Parties		1,376.91		
ii) Net Non Performing Assets				
a) Related Parties				-
b) Other than Related Parties		345.88		
iii) Assets acquired in satisfaction of debt				-

76 NET INTEREST MARGIN

Particulars	For the Year Ended	
	March 31, 2026	March 31, 2025
Net interest income (a)	8050.88	13159.92
Average Portfolio (b)	52176.88	92542.58
NET INTEREST MARGIN (a/b)	15.43%	14.22%

77 Disclosure as required under RBI notification no.RBI/2020-21/17 DOR.No.BP.BC/4/21.04.048/2020-21 dated August 6,2020 on "Micro, Small and Medium Enterprises (MSME) sector - Restructuring of Advances

No. of accounts restructured	Amount (₹ in Lakhs)
-	-

78 Exposure to Capital Market

The Company has no exposure to capital market as on March 31, 2026. (Previous Year- Nil)

79 Exposure to Real Estate Sector

The Company has no exposure to real estate sector as on March 31, 2026. (Previous Year- Nil)

80 Sectoral exposure

(₹ in Lakhs)

Sectors	March 31, 2026			March 31, 2025		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	22,903.70	2,285.79	9.98%	51,700.03	4,847.37	9.38%
2. Industry	-	-	-	-	-	-
3. Services	-	-	-	-	-	-
4. Personal Loans	-	-	-	-	-	-
5. Others	-	-	-	-	-	-
(i). Small Business	9,402.02	1,158.74	12.32%	20,328.47	2,946.71	14.50%
(ii). Social Infrastructure	6.46	0.89	13.84%	13.09	1.70	13.01%
Total	32,312.17	3,445.43	10.66%	72,041.59	7,795.78	10.82%

81 Intra-group Exposures

The Company has no Intra-group exposure as on March 31, 2026. (Previous Year- Nil)

82 Unhedged foreign currency exposure

The Company has no Unhedged foreign currency exposure as on March 31, 2026. (Previous Year- Nil)

83 Related Party Disclosure

(₹ in Lakhs)

Related Party	Key Management Personnel		Relatives of Key Management Personnel-Place of Profit		Director		Enterprises in which Director are interested		Total	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Borrowings	-	-	-	-	-	-	-	-	-	-
Deposits	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-
Others										
Remuneration and commission	488.64	486.92	-	-	-	2.19	-	-	488.64	489.11
Salary	32.02	9.44	84.00	84.00	-	-	-	-	116.02	93.44
Sitting Fees	-	-	-	-	8.10	8.40	-	-	-	8.40
Web Rent Exp Paid	-	-	-	-	-	-	-	56.14	-	56.14
Web Rent Exp O/S	-	-	-	-	-	-	-	-	-	-

The Company do not have any Parent, Subsidiary, Associate or Joint Venture. Hence information related to the same is not provided in the above table.

84 Capital

(₹ in Lakhs)

Particulars	31-Mar-26	31-Mar-25
CRAR (%)	40.03%	32.69%
CRAR- Tier I Capital (%)	39.32%	27.11%
CRAR- Tier II Capital (%)	0.70%	5.58%
Amount of subordinated debt raised as Tier-II capital	400	600

85 Investments

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
1 Value of Investments		
(i) Gross Value of Investments		
(a) In India	727.96	693.42
(b) Outside India	-	-
(ii) Provision for Depreciation		
(a) In India	-	-
(b) Outside India	-	-
(iii) Net Value of Investments		
(a) In India	727.96	693.42
(b) Outside India	-	-
2 Movement of provisions held towards depreciation on investments		
(i) Opening Balance	-	-
(ii) Add: Provision made during the year	-	-
(iii) Less : Write-off / write-back of excess provisions during the year	-	-
(iv) Closing Balance	-	-

86 Derivatives

- a) The Company has not dealt in any market linked or non market linked derivative.
 b) The Company has not entered into any forward Rate Agreement / Interest Rate Swap for derivative.
 c) The Company has not entered into any exchange traded derivative.
 d) The Company has not enter into any transactions or have any exposure in derivatives. Therefore, the disclosures on risk exposure in derivatives - Qualitative Disclosure, are not applicable.

87 Details of financial assets sold to securitization / reconstruction Company for asset reconstruction

Particulars	As at March 31, 2026	As at March 31, 2025
i) No. of Accounts	-	21,322
ii) Aggregate value (net of provisions) of accounts sold*	-	7,742.01
iii) Aggregate consideration	-	7,742.01
iv) Additional consideration realized in respect of accounts transferred in earlier years	-	-
v) Aggregate gain / loss over net book value	-	-

* Impact of ECL provision not considered since all sold Id's are on time.

88 Details of assignment transactions

Particulars	As at March 31, 2026	As at March 31, 2025
i) No. of Accounts	-	14,302
ii) Aggregate value (net of provisions) of accounts sold*	-	4,950.00
iii) Aggregate consideration	-	4,950.00
iv) Additional consideration realized in respect of accounts transferred in earlier years	-	-
v) Aggregate gain / loss over net book value	-	-

* Impact of ECL provision not considered since all sold Id's are on time.

89 The Company has not purchased and sold any non-performing financial assets during the financial year ended March 31, 2026. (Previous Year- Nil)

90 ASSET LIABILITY MANAGEMENT (ALM)

As on 31st March , 2025

(₹ in Lakhs)

Particulars	1 to 7 Days	8 to 14 Days	Over 14 days to 1 month	Over 1 month upto 2 Month	Over 2 months upto 3 months	Over 3 month upto 6 month	Over 6 Month upto 1 year	Over 1 year upto 3 years	Over 3 years upto 5 years	Over 5 years
Asset										
Advances	676.78	1,353.57	1,827.53	2,863.21	2,677.58	6,301.51	6,829.76	6,330.02	519.72	863.97
Fixed Asset/ Intangible asset	-	-	-	-	-	-	-	-	-	5,499.00
Cash and Bank including Investments	-	-	739.87	-	-	-	-	-	-	-
EIS Asset	-	-	-	-	-	-	-	-	790.48	-
Other Assets	122.31	230.67	1,888.27	254.86	251.56	2,666.43	879.40	1,027.25	14.97	346.37
Total	799.09	1,584.24	4,455.67	3,118.07	2,929.14	8,967.94	7,709.16	8,147.75	534.69	6,709.34
Liabilities										
Borrowings	318.05	524.07	6,587.91	1,633.17	1,462.78	4,633.07	6,199.67	5,121.93	-	-
Other Liabilities	190.90	291.85	19.65	14.80	1.46	2.85	297.93	84.32	7.38	-
Reserves and Surplus	-	-	-	-	-	-	-	-	-	16,573.97
Equity Share Capital	-	-	-	-	-	-	-	-	-	989.32
Total	508.95	815.92	6,607.56	1,647.97	1,464.24	4,635.92	6,497.60	5,206.25	7.38	17,563.30
Surplus/(Deficit)	290.14	768.32	(2,151.89)	1,470.10	1,464.90	4,332.02	1,211.56	2,941.50	527.31	(10,853.96)
Cumulative Surplus/(Deficit)	290.14	1,058.46	(1,093.43)	376.67	1,841.57	6,173.59	7,385.15	10,326.65	10,853.96	-

There is no Foreign Currency Assets and Foreign Currency Liabilities.

As on 31st March, 2025

(₹ in Lakhs)

Particulars	1 to 7 Days	8 to 14 Days	Over 14 days to 1 month	Over 1 month upto 2 Month	Over 2 months upto 3 months	Over 3 month upto 6 month	Over 6 Month upto 1 year	Over 1 year upto 3 years	Over 3 years upto 5 years	Over 5 years
Asset										
Advances	499.76	1,199.43	2,882.62	4,486.08	4,131.08	12,351.88	20,912.11	14,358.57	2,541.25	3,255.73
Fixed Asset/ Intangible asset	-	-	-	-	-	-	-	-	-	4,943.21
Cash and Bank including Investments	1,191.49	1,580.61	405.11	-	164.81	1,223.97	2,310.49	4,119.39	28.34	-
EIS Asset	-	-	386.92	302.19	188.75	215.90	3.06	0.12	-	-
Other Assets	223.40	204.20	335.69	53.70	50.47	418.63	361.85	105.29	75.60	166.18
Total	1,914.65	2,984.24	4,010.34	4,841.97	4,535.11	14,210.38	23,587.51	18,583.37	2,645.19	8,365.12
Liabilities										
Borrowings	1,326.67	683.34	1,594.36	3,199.13	3,820.43	10,245.11	16,889.32	19,411.55	1,000.00	-
Other Liabilities	184.46	1,041.73	659.74	9.00	112.63	14.46	43.42	37.33	-	-
Reserves and Surplus	-	-	-	-	-	-	-	-	-	24,415.86
Equity Share Capital	-	-	-	-	-	-	-	-	-	989.32
Total	1,511.13	1,725.07	2,254.10	3,208.13	3,933.06	10,259.57	16,932.74	19,448.88	1,000.00	25,405.18
Surplus/(Deficit)	403.52	1,259.17	1,756.24	1,633.84	602.05	3,950.81	6,654.77	(865.51)	1,645.19	(17,040.06)
Cumulative Surplus/(Deficit)	403.52	1,662.69	3,418.93	5,052.77	5,654.82	9,605.63	16,260.40	15,394.89	17,040.08	-

There is no Foreign Currency Assets and Foreign Currency Liabilities.

As per Indian Accounting Standard (Ind AS) 110 - Consolidated Financial Statements, a parent company is required to consolidate the financial statements of all its subsidiaries, associates, and joint ventures. However, the company does not have any parent, subsidiary, associate, or joint venture. Therefore, the company is not obligated to prepare consolidated financial statements. Additionally, there has been no financing of parent company products during the financial years ended March 31, 2026, and March 31, 2025.

92 Details of Single Borrower Limit (SGL)/ Group Borrower Limit (GBL)

The Company does not Exceed the Prudential Exposure limits for Single borrower Limit (SGL)/ Group Borrower Limit (GBL) during the F.Y. 2025-26.(Previous Year- Nil)

93 The Company has not given any unsecured advances against intangible securities such as charge over the rights licenses, authority, etc. during the financial year ended March 31, 2026.(Previous Year- Nil)

94 The Company is holding licence from Reserve Bank of India (RBI) to operate as NBFC-MFI vide registration No. RBI B-10.00099.

95 Remuneration and Sitting Fees of Non-Executive Directors

(₹ in Lakhs)

Name of Director	Designation	Nature of Payment	As at March 31, 2026	As at March 31, 2025
Mr. Jatin Chhabra	Executive Director	Sitting Fees	1.50	1.59
Mr. Ashok Kumar Pandey	Independent Director	Sitting Fees	-	0.15
Mr. Lalit Kumar Jain	Executive Director	Sitting Fees	2.25	2.46
Mr. Nayan Ambali	Executive Director	Sitting Fees	1.08	0.78
Mrs. Amita Gill	Independent Director	Sitting Fees	1.47	1.59
Mr. Shashank Vyas	Executive Director	Sitting Fees	-	-
Mr. Chandramouli Coorg Subramanian	Independent Director	Sitting Fees	1.65	1.23
Mrs. Debleena Majumdar	Independent Director	Sitting Fees	0.15	0.60
Mrs. Debleena Majumdar	Independent Director	Remuneration	-	2.19
Mr. Bhanu Prakash Verma	Executive Director	Sitting Fees	-	0

Mr.Ashok Kumar Pandey has resigned from the Directorship w.e.f. 09/04/2025 and Mr. Bhanu Prakash Verma has appointed as the Nominee Director of the Company w.e.f. 21/07/2025.

Ms. Debleena Majumdar has resigned as the Independent Director of the Company w.e.f. 12/09/2025

96 Revenue Recognition

There is no instances where revenues recognition has been postpone pending the resolution of significant uncertainties.

97 Overseas assets (for those with Joint ventures and subsidiaries abroad)

There are no overseas assets owned by the Company.

98 Off-balance sheet SPVs sponsored

There are no SPVs which are required to be consolidated as per accounting norms during the year ended March 31, 2026.(Previous Year- Nil)

99 Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Particulars	As at March 31, 2026	As at 31, 2025	March
Complaints received by the NBFC from It's Customers			
1. Number of complaints pending at the beginning of the year	-	-	-
2. Number of complaints received during the year	32	23	-
3. Number of complaints disposed during the year	31	23	-
3.1 of which, No. of complaints rejected by the NBFC	-	-	-
4. Number of complaints pending at the end of the year	1	-	-
5. Number of maintainable complaints received by the NBFC from Office of Ombudsman	-	-	-
Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	-	-	-
Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-	-
Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-	-
Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-	-

100 Top five grounds of complaints received by the NBFCs from customers

Grounds of Complaints, (i.e. Complaints relating to)	Number of Complaints pending at the beginning of the year 25-26	Number of Complaints received during the year 25-26	% Increase/ Decrease in the number of Complaints received over the previous year 24-25	Number of Complaints Pending at the end of the year 25-26	Of 5, number of Complaints pending beyond 30 days
1	2	3	4	5	6
Current Year					
Ground - 1 Loan Closure	-	12	Increase by 140%	1	1
Ground - 2 Loan installment	-	7	Increase by 28.57%	-	-
Ground - 3 Insurance Claim	-	4	Increase by 100%	-	-
Ground - 4 Staff Misbehaviour	-	4	Increase by 100%	-	-
Ground - 5 Not Maintainable by the company	-	5	Increase by 100%	-	-
Total	-	32		1	1
Previous Year					
Ground - 1 NOC not received	-	5	Decrease by 80%	-	-
Ground - 2 Disbursement	-	5	Decrease by 64%	-	-
Ground - 3 Loan installment	-	8	Increase by 33.33%	-	-
Ground - 4 Loan repayment	-	3	Increase by 100%	-	-
Ground - 5 Loan Closure	-	2	Increase by 100%	-	-
Total	-	23		-	-

101 Instances of fraud

(₹ in Lakhs)

For the year ended 31st March, 2026				
Nature of Fraud	No. of cases	Amount of Fraud	Recovery	Amount Provided
Cash Embezzlement	37	4.38	-	4.38

For the year ended 31st March, 2025				
Nature of Fraud	No. of cases	Amount of Fraud	Recovery	Amount Provided
Cash Embezzlement	5	27.72	0.07	27.65

102 Instances of Robbery/Theft/Dacoity/Burglary/Extortion

(₹ in Lakhs)

For the year ended 31st March, 2026				
Nature	No. of cases	Amount	Recovery	Amount Provided
Robbery	1.00	0.64	0.60	0.04
Theft	-	-	-	-
Total	1.00	0.64	0.60	0.04

For the year ended 31st March, 2025				
Nature	No. of cases	Amount	Recovery	Amount Provided
Robbery	-	-	-	-
Theft	-	-	-	-
Total	-	-	-	-

103 "The Reserve Bank of India (RBI) has introduced the Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs ('the Framework') through Circular No. RBI/DOR/2025-26/339 DOR.FIN.REC.No.258/03.10.119/2025-26 issued in November 28, 2025. Under this Framework, NBFCs are categorized into different layers, namely Base Layer (NBFC-BL), Middle Layer (NBFC-ML), Upper Layer (NBFC-UL), and Top Layer (NBFC-TL). The Company has been classified as a Middle Layer NBFC in accordance with the Framework.

104 Additional notes

- Earnings in foreign currency during the year ended March 31, 2026: Nil (year ended March 31, 2025 - Nil)
- Expenditure in foreign currency on account of professional fees during the year ended March 31, 2026: Nil (year ended March 31, 2025 - Nil)
- Expenditure in foreign currency on account of payment of interest during the year ended March 31, 2026: Euro 3,43,929 (year ended March 31, 2024 - Euro 4,12,792)
- The Company does not have any exposure to gold loans, and it is not involved in gold auctions.
- The Company is registered as a non-deposit accepting NBFC, and as a result, it has not accepted any deposits. Therefore, there is no requirement for disclosure regarding deposits in the financial statements.
- The Company has not Pledge its any Equity Share against any Loan.

105 Draw Down from Reserves

No reserves have been draw down during the financial year 2025-26 (Previous Year- Nil) as disclosed in the part (b) of statement of changes in equity

106 Previous year figures have been regrouped / reclassified wherever necessary to correspond with current year classification/disclosure.

For better understanding and presentation of financial statement a reconciliation statement of reclassification made from previous year financial statement is provided below:

Previous Year (2024-25) Classification	Current Year (2025-26) Classification	Amount(₹ in lakhs)
Other Payables	Trade Payables	42.12

In terms of our report of even date

For and on behalf of the Board

For Jain Paras Bilala & Co.
Chartered Accountants
(Firm Reg. no. 011046C)

Rajiv Jain
Chairman and Managing Director
(DIN - 00416121)

Amit Jain
Whole Time Director
(DIN - 00416133)

CA Manoj Kumar
Partner
M.No. 415632

Riddhi Sharma
Company Secretary & Compliance Officer
M.no.- A46453

Place : Jaipur
Date :

1) Composition of the Board

Sl. No.	Name of Director	Director Since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	DIN	Number of Board Meetings		Annual General Meeting (AGM) held on 31/07/2025 (Whether Attended)	No. of other Directorships	Remuneration			No. of shares held in the NBFC
					Held	Attended			Salary and other compensation (Rs. In lakhs)	Sitting Fee (Rs. In lakhs)	Commission (Rs. In lakhs)	
a)	Mr. Rajiv Jain	17-04-1995	Executive	00416121	7	7	Yes	-	244.32	-	-	2559277
b)	Mr. Amit Jain	17-04-1995	Executive	00416133	7	6	Yes	-	244.32	-	-	2368113
c)	Mr. Lalit Kumar Jain	30-09-2016	Independent	07517615	7	7	Yes	4*	-	2.25	-	0
d)	Mr. Nayan Ambali	27-05-2022	Non- Executive	03312980	7	4	No	2	-	1.08	-	0
e)	Mr. Jatin Chhabra	21-01-2019	Non- Executive	08271333	7	6	Yes through VC	-	-	1.50	-	103300
f)	Dr. Amita Gill	12-02-2021	Independent	09066022	7	5	Yes	-	-	1.47	-	0
g)	Mr. Chandramouli Coorg Subram	05-07-2024	Independent	10619001	7	7	Yes through VC	-	-	1.65	-	14285
h)	Ms. Debleena Majumdar	05-07-2024	Independent	07663430	3	1	No	1	-	0.15	-	0
i)	Mr. Ashok Kumar Pandey	28-01-2025	Nominee-SIDBI	03007456	NA	NA	NA	1	-	-	-	0
j)	Mr. Bhanu Prakash Verma	21-07-2025	Nominee-SIDBI	07391257	5	0	No	3	-	-	-	0

Note-

Mr. Ashok Kumar Pandey, Nominee Director-SIDBI has resigned from the company w.e.f. 09/04/2025 and Ms.Debleena Majumdar, Independent Director of the Company has resigned w.e.f. 12/09/2025.

*Includes designated Partnership in a LLP

None of the Directors of the Company hold directorship in any Listed Company.

Details of change in composition of the Board during the current and previous financial year.

Sl. No.	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter Nominee/ Independent)	Nature of change (Resignation, Appointment)	Effective Date
1	Mr. Shashank Vyas	Nominee Director -SIDBI	Resignation	28.01.2025
2	Mr. Ashok Kumar Pandey	Nominee Director- SIDBI	Appointment	28.01.2025
3	Ms. Debleena Majumdar	Independent Director	Resignation	12.09.2025
4	Mr. Ashok Kumar Pandey	Nominee Director- SIDBI	Resignation	09.04.2025
5	Mr. Bhanu Prakash Verma	Nominee Director- SIDBI	Appointment	21.07.2025

Details of any relationship amongst the directors inter-se shall be disclosed.

- Mr. Amit Jain brother of Mr. Rajiv Jain

- Mr. Rajiv Jain brother of Mr. Amit Jain

2) Committees of the Board and their composition

Committee	Sl. No.	Name of Director/ Management Personnels	Member of Committee Since	Term of reference (summarised)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
						Held	Attended	
1 Executive Committee	1.	Rajiv Jain	27-04-2017	To Borrow money under the authority provided by Board/Shareholder, Invest funds of the company subject to guidelines provided by RBI for this purpose, account opening both in terms of borrowings & for operational functioning of the company, any authorization for regular business affairs, approval/ review of Operational policies of the company necessary for conducting operations of the company and other works under the power delegated by the Board of Directors of the company.	Chairperson of Committee	21	21	2559277
	2.	Amit Jain	27-04-2017			Member	21	21
	3.	Mr. Dharmendra Kumar Jangid	21-01-2019		Member	NA	NA	25754
	4.	Mr. Vivek Kumar Jain	25/02/2025		Member	21	21	0
			1. Mr. Dharmendra Kumar Jangid was appointed as member of the committee w.e.f. 04.04.2026 2. Mr.Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026.					

2	Audit Committee	1.	Lalit Kumar Jain	03-10-2016	It reviews the compliance with legal and statutory requirements, the Quarterly, Half Yearly and Annual Financial Statements and related party transactions and reports its findings and gives various recommendations to the Board etc. or any other function as may be delegated.	Chairperson of Committee	4	4	0
		2.	Amita Gill	05-07-2022		Member	4	3	0
		3.	Nayan Ambali	21-01-2019		Member	4	1	0
3	Nomination and Remuneration Committee	1.	Lalit Kumar Jain	03-10-2016	This Committee covers all matters specified in section 178 of Companies act, 2013 and recommends to the Board appointment/removal based on the performance of various specified persons and other matters related to remuneration for Directors, Key Managerial Personnel and Senior Management and Executive Directors and company as a whole etc.	Chairperson of Committee	3	3	0
		2.	Jatin Chhabra	21-01-2019		Member	3	3	103300
		3.	Amita Gill	05-07-2022		Member	3	3	0
		4.	Mr. Nayan Ambali	20-07-2024		Member	3	2	0
4	Corporate Social Responsibility Committee	1.	Rajiv Jain	02-07-2018	To formulate and recommend to the Board, a corporate social responsibility policy & recommend the amount of expenditure to be incurred on CSR activities and other works associated to the same.	Chairperson of Committee	1	1	2559277
		2.	Jatin Chhabra	18-07-2019		Member	1	1	103300
		3.	Lalit Kumar Jain	02-07-2018		Member	1	1	0
5	Asset-Liability Management Committee	1.	Mr. Rajiv Jain	15-03-2019	Reviewing the capital based ratios along with ALM on quarterly basis, discussing the business strategy of the company in line with company's budget & discuss on Capital management, liquidity and interest rate risk etc. and others as per the applicable guidelines issued by Reserve Bank of India.	Chairperson of Committee	4	4	2559277
		2.	Mr. Amit Jain	15-03-2019		Member	4	4	2368113
		3.	Mr. Dharmendra Kumar Jangid	18-07-2019		Member	4	4	25754
		4.	Mr. Devendra Kumar Galav	13-03-2026		Member	NA	NA	0
		5.	Mr. Shashank Y. Kumar	20-07-2024		Member	4	4	332
		6.	Mr. Vivek Kumar Jain	25-02-2025		Member	4	4	0
		7.	Mr. Naveen Kumar Mallik	05-07-2024		Member	4	4	0
		1. Mr. Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026 2. Mr. Naveen Kumar Mallik ceased to be member of committee and his last working days is 28.02.2026. 3. Mr. Devendra Kumar Galav was appointed as member of the committee w.e.f. 13.03.2026							
6	Internal Committee	1.	Mrs. Riddhi Sharma	09-02-2024	To provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith	Presiding Officer	0	0	225
		2.	Mr. Shashank Y. Kumar	29-08-2023		Member	0	0	332
		3.	Ms. Kamini Sharma	08-11-2024		Member	0	0	370
		4.	Ms. Charu Gupta	24-08-2021		Member	0	0	0
		5.	Mr. Satyendra Chauhan	29-08-2023		Member	0	0	0
		Mr. Satyendra Chauhan, Head-HR ceased to be the member of the committee w.e.f. 24.03.2026.							
7	IT Steering Committee	1.	Mr. Amit Jain	05-01-2021	To assist the IT Strategy Committee in strategic IT planning, oversight of IT performance, and aligning IT activities with business needs. To ensure implementation of a robust IT architecture meeting statutory and regulatory compliance.	Chairperson of Committee	4	3	2368113
		2.	Mr. Dharmendra Kumar Jangid	05-01-2021		Member	4	4	25754
		3.	Mr. Dharendra Pratap	03-01-2026		Member	2	2	0
		4.	Mr. Devendra Kumar Galav	20/07/2024		Member	NA	NA	0
		5.	Mr. Shashank Y. Kumar	25/02/2025		Member	NA	NA	332
		6.	Mr. Naveen Kumar Mallik	25/02/2025		Member	4	3	0
		7.	Mr. Vivek Kumar Jain	25/02/2025		Member	4	3	0
		1. Mr. Dharendra Pratap was appointed as member of the Committee w.e.f. 03/01/2026 2. Mr. Naveen Kumar Mallik ceased to be member of the Committee w.e.f. 28/02/2026. 3. Mr. Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026 4. Mr. Devendra Kumar Galav was appointed as member of the committee w.e.f. 13.03.2026 and Mr. Shashank Y. Kumar was appointed as member of the committee w.e.f. 04.04.2026							

8	IT Strategy Committee	1.	Mr. Chandramauli Coorg Subramanian	20-07-2024	To ensure that the Company has put an effective IT Strategic plan which aligns with the overall strategy of the Company towards accomplishment of its business objectives. The Committee shall be responsible for ensuring that the Company has put in place a process for assessing and managing IT and cybersecurity risks and providing overall cyber security structure and strategy for the company.	Chairperson of Committee	4	4	14285
		2.	Mr. Amit Jain	05-01-2021		Member	4	4	2368113
		3.	Mr. Nayan Ambali	05-01-2021		Member	4	1	0

9	Risk Management Committee	1.	Mr. Amit Jain	28-04-2016	To ensure that the company has implemented an effective ongoing process to identify risk. To oversee formal reviews of activities associated with the effectiveness of risk management, mitigation and internal control processes	Chairperson of Committee	6	6	2368113
		2.	Mr. Dilip Kumar Morwal	20-07-2024		Member	6	6	0
		3.	Mr. Dharmendra Kumar Jangid	28-04-2016		Member	6	6	25754
		4.	Mr. Devendra Kumar Galav	13-03-2026		Member	NA	NA	0
		5.	Mr. Dharendra Pratap	05-09-2025		Member	4	2	0
		6.	Ms. Shilpa H	05-09-2025		Member	4	2	0
		7.	Mr. Shashank Y. Kumar	04-04-2026		Member	NA	NA	332
		8.	Ms. Kamini Sharma	13-03-2026		Member	NA	NA	370
		9.	Mr. Naveen Kumar Malik	05-07-2024		Member	6	5	0
		10.	Mr. Vivek Kumar Jain	25-02-2025		Member	6	5	0
		11.	Mr. Satyendra Chauhan	20-07-2024		Member	6	5	0
1. Mr. Dharendra Pratap and Ms. Shilpa H were appointed as member of the committee w.e.f. 05.09.2025. 2. Mr. Naveen Kumar Malik ceased to be member of the Committee w.e.f. 28/02/2026. 3. Mr. Satyendra Chauhan ceased to be member of the Committee w.e.f. 24/03/2026 4. Mr. Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026 5. Mr. Devendra Kumar Galav and Ms. Kamini Sharma were appointed as member of the committee w.e.f. 13.03.2026 6. Mr. Shashank Y. Kumar was appointed as member of the committee w.e.f. 04.04.2026									

10	Client Grievance Redressal Committee (formerly known as Ombudsman Committee)	1.	Mr. Dilip Kumar Morwal	25-02-2025	Ensures timely and efficiently address grievances received from the clients and provide the highest quality of services to the clients	Chairperson of Committee	7	7	0
		2.	Mr. Dharmendra Kumar Jangid	03-10-2016		Member	7	7	25754
		3.	Mr. Jugal Kishore Jangid	03-10-2016		Member	7	7	361
		4.	Mr. Srikant Bohara	09-02-2024		Member	7	7	482

11	Project Advisory Committee	1.	Mr. Dharmendra Kumar Jangid	12-02-2021	To review the operations and progress of arrangement availed under the SIDBI Prayaas Scheme.	Member	0	0	25754
		2.	Mrs. Preeti Chopra	12-02-2021		Member	0	0	619
		3.	(Authorised person/ Nominee SIDBI)	24-08-2021		Member	0	0	0

12	Stakeholder Relationship Committee	1.	Mr. Rajiv Jain	29-08-2023	To look into the interest of various stakeholders & to implement investor friendly initiatives and ensure compliances relating to various securities issued.	Chairperson of Committee	1	1	2559277
		2.	Mr. Amit Jain	29-08-2023		Member	1	1	2368113
		3.	Mr. Jatin Chhabra	29-08-2023		Member	1	1	103300
		4.	Mr. Lalit Kumar Jain	29-08-2023		Member	1	1	0

13	Environmental, Social and Governance Committee (ESG)	1.	Mr. Amit Jain	29-08-2023	To carry out its ESG activities and review or recommend amendment in the ESG Policy or framework of the Company	Chairperson of Committee	2	2	2368113
		2.	Ms. Shweta Jain	29-08-2023		Member	2	2	1077849
		3.	Ms. Shilpa Ajmera	29-08-2023		Member	2	2	914044
		4.	Mr. Dilip Kumar Morwal	29-08-2023		Member	2	2	0
		5.	Mr. Chandramouli Coorg Subramanian	29-08-2023		Member	1	0	14285
1. Mr. Chandramouli Coorg Subramanian was appointed as member of the committee w.e.f. 12.01.2026									

14.	Committee of the Executive (COE) for Fraud Risk Management	1.	Mr. Amit Jain	21-08-2024	Enhancing fraud prevention, early detection, and timely reporting the same to the RBI. The Committee Shall also enforce strict accountability measures for staff involved in fraudulent activities, ensure timely reporting of incidents to law enforcement agencies and RBI, and adhere to penal measures for entities and individuals involved in fraudulent activities.	Chairperson of Committee	2	2	2368113
		2.	Mr. Dilip Kumar Morwal	21-08-2024		Member	2	2	0
		3.	Mr. Devendra Kumar Galav	13-03-2026		Member	1	1	0
		4.	Mr. Shashank Y. Kumar	04-04-2026		Member	NA	NA	332
		5.	Ms. Kamini Sharma	13-03-2026		Member	1	1	370
		6.	Mr. Naveen Kumar Malik	21-08-2024		Member	1	1	0
		7.	Mr. Vivek Kumar Jain	25-02-2025		Member	2	1	0
		8.	Mr. Satyendra Chauhan	21-08-2024		Member	2	1	0
1. Mr. Naveen Kumar Malik ceased to be member of the Committee w.e.f. 28.02.2026, Mr. Satyendra Chauhan, ceased to be member of the Committee w.e.f. 24.03.2026 and Mr. Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026 2. Mr. Devendra Kumar Galav and Ms. Kamini Sharma were appointed as member of the committee w.e.f. 13.03.2026. 3. Mr. Shashank Y. Kumar was appointed as member of the committee w.e.f. 04.04.2026									

15.	Information Security Committee	1.	Mr. Shilpa H	05-09-2025	Development of information/cyber security policies, implementation of policies, standards and procedures to ensure that all identified risks are managed within the company's risk appetite;	Chairperson of Committee	2	2	0
		2.	Mr. Amit Jain	20-07-2024		Member	2	2	2367599
		3.	Mr. Dharmendra Kumar Jangid	20-07-2024		Member	2	2	25754
		4.	Mr.Devendra Kumar Galav	13-03-2026		Member	NA	NA	0
		5.	Mr. Naveen Kumar Malik	20-07-2024		Member	1	1	0
		Mr. Dilip Kumar Morwal was appointed as member of the Committee w.e.f. 28.10.2024 and ceased to be member of the Committee w.e.f. 19.05.2025. Mr. Amardeep Kumar was appointed as member of the Committee w.e.f.19.05.2025 and ceased to be member of the Committee w.e.f. 20.08.2025 Ms. Shilpa H was appointed as member of the Committee w.e.f. 05.09.2025. Mr. Naveen Kumar Mallik ceased to be member of the Committee w.e.f. 28.02.2026 Mr. Devendra Kumar Galav was appointed as member of the Committee w.e.f. 13.03.2026.							

16.	Credit Committee	1.	Mr. Dharmendra Kumar Jangid	03-10-2016	Approving request of clients for credit as per creditworthiness of the clients as per policy of the company.	Chairperson of Committee	1	1	25754
		2.	Ms. Preeti Chopra	03-10-2016		Member	1	1	619
		3.	Mr. Subhash Kumawat	03-10-2016		Member	1	1	0
		4.	Mr. Manoj Kumar Jat	29-08-2023		Member	1	1	0

17.	New Product Committee	1.	Mr. Rajiv Jain	29-08-2023	To identify and mitigate the risk involved in the product issued by the Company	Chairperson of Committee	2	2	2559277
		2.	Mr. Amit Jain	29-08-2023		Member	2	2	2368113
		3.	Mr. Dilip Kumar Morwal	29-08-2023		Member	2	2	0
		4.	Mr. Dharmendra Kumar Jangid	29-08-2023		Member	2	2	25754
		5.	Mr.Shashank Y. Kumar	04-04-2026		Member	NA	NA	332
		6.	Mr.Vivek Kumar Jain	25-02-2025		Member	2	2	0
		1. Mr.Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026 2. Mr.Shashank Y. Kumar was appointed as member of the committee w.e.f. 04.04.2026							

18.	Manpower Planning and Appraisal Committee formally known as Staff Appraisal Committee	1.	Mr. Rajiv Jain	18-07-2019	To review recruitment and selection process of all staff except key managerial personal, senior management, directors as same is governed by Nomination & remuneration committee.& to monitor and overview the implementation of staffing plans	Chairperson of Committee	4	4	2559277
		2.	Mr. Amit Jain	18-07-2019		Member	4	4	2368113
		3.	Mr. Dharmendra Kumar Jangid	18-07-2019		Member	4	4	25754
		4.	Mr. Shashank Y. Kumar	04-04-2026		Member	NA	NA	332
		5.	Ms. Kamini Shama	13-03-2026		Member	NA	NA	370
		6.	Mr. Vivek Kumar Jain	25-02-2025		Member	4	4	0
		7.	Mr. Satyendra Chauhan	20-07-2024		Member	4	4	0
1.Mr.Vivek Kumar Jain ceased to be member of committee w.e.f. 04.04.2026. and Mr. Satyendra Chauhan ceased to be member of the Committee w.e.f. 24.03.2026. 2.Mr. Shashank Y. Kumar was appointed as member of the committee w.e.f. 04/04/2026. 3. Ms. Kamini Sharma was appointed as member of the committee w.e.f. 13.03.2026.									

3) General Body Meetings

Sl. No.	Type of Meeting (Annual/ Extra-Ordinary)	Date and Place	Special resolutions passed
1	2025-26 30th Annual General Meeting	Thursday, July 31, 2025 at registered of the company at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018	2
2	2025-26 01st Extra Ordinary General Meeting	Saturday, January 03, 2026 at registered of the company at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018	2

4) Details of non-compliance with requirements of Companies Act, 2013

There is no any default in compliance with the requirements of Companies Act, 2013.

5) Details of penalties and strictures -

No penalties or stricture imposed on it by the Reserve Bank or any other statutory authority.

108 A) Breach of covenant

During the reporting period, the Company has breached certain financial covenants under its borrowing arrangements with 10 lenders. However, in all such cases, either the respective lenders have provided waivers for the said breaches or no penal action/penalty has been invoked by them. The Company continues to service all its debt obligations in a timely manner, and these breaches have not resulted in any demand for immediate repayment or any adverse impact on the Company's operations or financial position.

B) Divergence in Asset Classification and Provisioning

During the financial year 2025–2026, the Reserve Bank of India (RBI) conducted inspection for the financial year 2024–2025 and observed divergence in Asset Classification and Provisioning as under

i. Wrong Asset Classification: 52 accounts involving an amount of Rs. 16.33 Lakhs were classified as Standard Accounts instead of NPA.

ii. Short Provisioning: In 333 loans accounts amount Rs. 45.35 Lakhs through the company has classified the account as NPA (Stage III), it has not provided for these accounts as per its ECL framework and the provisions were created based on DPDs only. Therefore the required provisioning as per IRAC norms and the ECL framework was found to be deficient amounting to Rs. 20.88 Lakhs as per the ECL framework and applicable IRAC norms.

The above divergence occurred on account of a technical issue in the Loan Management System (LMS) of the Company, which has since been identified and resolved. RBI has not conducted inspection for the financial year 2025–2026.

For and on behalf of the Board

For Jain Paras Bilala & Co.
Chartered Accountants
(Firm Reg. no. 011046C)

Rajiv Jain
Chairman and Managing Director
(DIN - 00416121)

Amit Jain
Whole Time Director
(DIN - 00416133)

CA Manoj Kumar
Partner
M.No. 415632

Place : Jaipur
Date :
UDIN :

Riddhi Sharma
Company Secretary & Compliance Officer
M.no.- A46453

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST (31ST) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED (“THE COMPANY”) (CIN: U67120RJ1995PLC009862) WILL BE HELD ON WEDNESDAY, 15TH DAY OF JULY 2026, AT 11:30 A.M. (IST) THROUGH PHYSICAL MODE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT J 54-55, ANAND MOTI, HIMMAT NAGAR, GOPALPURA, TONK ROAD, JAIPUR-302018, RAJASTHAN AND THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider, approve and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2026, along with the report of Board of Directors and Auditors along with all annexure thereon:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 134 (1) of the Companies Act, 2013 and rules made thereunder and other applicable provisions (including any statutory modifications and re-enactment thereof) for the time being in force, and pursuant to the recommendation of Audit Committee and Board of Directors, the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 comprising of the Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement and Statement for Change in the Equity Share Capital for the financial year ended 31st March, 2026 along with accounting policies, schedules and notes forming part thereon and the Reports of the Board of Directors and Auditors thereon along with all annexure as laid before this Annual General Meeting be and are hereby considered, approved and adopted.”

- 2. To Re-appoint Mr. Nayan Ambali (DIN: 03312980), as Director of the Company who retire by rotation and being eligible, offers himself for re-appointment:**

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

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“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Nayan Ambali (DIN: 03312980), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To approve the regularization of Mr. Om Prakash Verma (DIN: 11722286) as an Independent Director of the Company for the period of five years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, the Articles of Association of the Company and the provisions of the RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Governance) Directions, 2025, as amended from time to time, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Om Prakash Verma (DIN: 11722286), who was appointed as an Additional Director in the category of Independent Director of the Company with effect from 08th June, 2026 and who holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 08th June, 2026 and ending on 07th June, 2031.

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof duly authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters

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and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. To approve Digamber Capfin Limited Employees Stock Option Scheme – 2026 (DCL ESOP 2026)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rules made thereunder, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, consents and sanctions, and pursuant to the recommendations of the Board of Directors, Digamber Capfin Limited Employees Stock Option Scheme – 2026' ("DCL ESOP 2026" / "Scheme") as placed before the meeting be and is hereby approved, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorise to create, grant, offer, issue and allot, in one or more tranches, up to 98900 (Ninety Eight Thousand Nine Hundred) Employee Stock Options ("Options"), exercisable into equivalent number of fully paid-up Equity Shares of the Company, on such terms and conditions as may be determined by the Board in accordance with the provisions of the applicable laws and the Scheme.

The aforesaid Options may be granted to:

- a. permanent employees of the Company working in India or outside India;
- b. directors of the Company, whether whole-time directors or not, but excluding independent directors; and
- c. employees and directors covered under clauses (a) and (b) above, of the subsidiary company(ies) of the Company,

but shall not include:

- i. an employee who is a promoter or belongs to the promoter group; or

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ii. a director who either by himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company,

and such other persons as may be permitted under the applicable laws from time to time (collectively referred to as "Eligible Employees").

FURTHER RESOLVED THAT the number of Options/Shares aforesaid shall stand adjusted in accordance with the applicable provisions of law and the Scheme, in the event of any variation in the share capital of the Company on account of sub-division, consolidation, bonus issue, rights issue or any other corporate action, in such manner as may be determined by the Board.

FURTHER RESOLVED THAT the Scheme shall be implemented through the direct route by way of fresh allotment of Equity Shares by the Company and shall follow the cash mechanism.

FURTHER RESOLVED THAT the Board be and is hereby authorised to administer and supervise the Scheme, determine the price of share on which the options are to be granted and to exercise all powers and perform all acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the Scheme.

FURTHER RESOLVED THAT the Equity Shares to be issued and allotted by the Company upon exercise of the Options shall rank pari passu in all respects with the existing Equity Shares of the Company.

FURTHER RESOLVED THAT the Company shall comply with the applicable accounting policies, guidelines and accounting standards as may be prescribed from time to time, including any disclosure requirements prescribed thereunder.

FURTHER RESOLVED THAT the Board be and is hereby authorised, subject to compliance with applicable laws, to modify, amend, alter, vary, suspend or terminate the Scheme at any time and to do all such acts, deeds, matters and things as it may deem necessary or expedient for the purpose of implementing, administering and giving effect to the Scheme and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the Members of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to appoint merchant bankers, advisors, consultants, legal professionals, trustees, agents, representatives or such other intermediaries as may be required for the effective implementation and administration of the Scheme and to make applications, filings and submissions with the

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appropriate regulatory authorities and to take all necessary actions in connection therewith.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee, Director(s), Officer(s) or authorised representative(s) of the Company for the purpose of giving effect to this Resolution and to do all acts, deeds and things as may be necessary in connection therewith, including filing of requisite forms and returns under the Companies Act, 2013.

FURTHER RESOLVED THAT notwithstanding introduction and implementation of the Digamber Capfin Limited Employees Stock Option Scheme – 2026, the existing ESOP scheme(s) of the Company shall continue to remain in force in parallel in respect of the options already granted thereunder until such options are vested, exercised, lapsed, cancelled or otherwise terminated in accordance with the terms of the respective existing ESOP scheme(s)."

**By order of the Board of Directors of
DIGAMBER CAPFIN LIMITED**

**Date: 08.06.2026
Place: Jaipur**

**Riddhi Sharma
Company Secretary and Compliance Officer
Membership No.: A46453**

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 3/2022 dated 05th May, 2022, read with General Circular No. 20/2021 dated 08th December, 2021, 10/2021 dated 23rd June, 2021, 39/2020 dated 31st December, 2020, 33/2020 dated 28th September, 2020, 22/2020 dated 15th June, 2020, 20/2020 dated 5th May, 2020, 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (including amendment thereof) (collectively referred to as "said Circulars") permitted the holding of general meeting through VC / OAVM. The 31ST Annual General Meeting for the Financial Year 2025-2026 will be held through physical mode as well as through VC/ OAVM. The Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum as per section 103 under the said circulars. The venue for AGM shall be the registered office of the company situated at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018, Rajasthan.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at this AGM is annexed hereto.
3. The brief profile of the Director liable to retire by rotation and being eligible for reappointment, is attached as Annexure-A.
4. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a shareholder of the company. The instrument of proxy in order to be effective, should be duly stamped, filled, signed, completed in all respects and should be deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting. A proxy form (Form MGT-11) is enclosed herewith.
5. A person can act as proxy on behalf of the members of company not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may

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- appoint a single person as proxy and such person shall not act as a proxy for any other Member.
6. The members of company who shall be attending the meeting through VC/OAVM are not required to fill the attendance slips nor entitled to appoint Proxy.
 7. No person shall be entitled to attend the AGM and/or vote as duly authorized representative of a body corporate, unless a certified true copy of the Board Resolution appointing him/her as a duly authorized representative, is provided to the Company by post addressed to Digamber Capfin Limited Address J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018, Rajasthan or by e-mail to compliance@digamberfinance.com with a cc marked to riddhi.sharma@digamberfinance.com and cco@digamberfinance.com on or before 08th July, 2026.
 8. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed with the notice of AGM as per the requirement of secretarial Standard-2 (SS-2) issued by the Institute by the Company Secretaries of India (ICSI) for members of company to attend meeting physically.
 9. The Notice of 31st AGM along with the Annual Report for the Financial Year 2025-2026 is being sent only through electronic mode to those entitled and who have registered their e-mail address with the Company / their respective depository participant ('DP'). Accordingly, no physical copy of the Notice of 31st AGM and the Annual Report for the Financial Year 2025-2026 will be sent to those who have not registered their e-mail addresses with the Company/ DP. The Members/Debenture Holders/Debenture Trustees will be entitled to a physical copy of the Annual Report for the Financial Year 2025-26, upon sending a request to the Company on compliance@digamberfinance.com mentioning your folio/DP ID and Client ID.
 10. The Notice of 31st AGM and the Annual Report are also available on the Company's website at <https://www.digamberfinance.com/disclosure.php>
 11. Members who have not registered their e-mail address or in change of email address, are requested to register their e-mail address for receiving all communication.
 12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as,

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name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

13. In case of any queries/ grievances connected with the AGM through VC / OAVM means, you may contact to the company at the designated mail id: compliance@digamberfinance.com or contact at +91 8905884001.
14. Shareholders may join the AGM of the company through VC/OAVM facility, by following the procedure as mentioned in the Notice, which shall be kept open for them 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. Thereafter shareholders will not be able & allowed to join the meeting through VC/OAVM mode.
15. In case of any query related to shares, members holding shares in demat form may contact the company's RTA CDSL Ventures Limited having registered office address I-202 Deck Level, Tower No. 4, 2nd Floor, above Belapur Railway Station, Belapur, Navi Mumbai-400614 by courier or at e-mail id satishc@cdslindia.com or milinds@cdslindia.com.
16. The Registers maintained under the Companies Act, 2013 and other documents as required and related to the matters which are to be transacted in the proposed AGM will be available for inspection at the Registered Office of the Company during specified business hours i.e. between 11.00 am to 1.00 pm on all working days except on holidays and will also be available for inspection by the Members of company at the ensuing AGM. Any member seeking to inspect such registers can send their request to us at e-mail id compliance@digamberfinance.com
17. Instruction for joining the AGM through VC/OAVM:
 - a) Shareholders will be able to attend the AGM through VC/OAVM Facility through Zoho Cliq meetings. The link for joining the AGM via VC / OAVM is provided along with the said notice in the E-mail and please download and install the application in your Laptop/computer with this link and after installation just click on the joining link <https://cliq.zoho.in/meeting/1CQBBY1CEV0C> and join the AGM.
 - b) Shareholders may join the Meeting through Laptops for better experience. Further, the shareholders will be required to use Camera and Internet with a good speed to avoid any disturbance during the meeting. Please note that shareholders connecting from mobile or tablets or through laptops etc.

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connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical glitches.

**By order of the Board of Directors of
DIGAMBER CAPFIN LIMITED**

**Riddhi Sharma
Company Secretary and Compliance
Officer
Membership No.: A46453**

Date: 08.06.2026

Place: Jaipur

DIGAMBER CAPFIN LIMITED

J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018
CIN: U67120RJ1995PLC009862 Website: www.digamberfinance.com Contact No.: +911412700233-234
Email id: info@digamberfinance.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 08th June, 2026, appointed Mr. Om Prakash Verma (DIN: 11722286) as an Additional Director in the category of Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and the Rules made thereunder, to hold office up to the date of this Annual General Meeting.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has recommended the confirmation of appointment of Mr. Om Prakash Verma as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 08th June, 2026 and ending on 07th June, 2031, to the Members for their approval.

The Company has received following necessary documents from Mr. Om Prakash Verma:

- a. consent to act as Director in Form DIR-2 pursuant to the provisions of the Companies Act, 2013;
- b. intimation in Form DIR-8 under the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act; and
- c. a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Further, Mr. Om Prakash Verma satisfies the Fit and Proper Criteria prescribed under the applicable guidelines and directions issued by the Reserve Bank of India from time to time.

In the opinion of the Board, Mr. Om Prakash Verma fulfils the conditions specified under the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The details of Mr. Om Prakash Verma as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure – B forming part of this Notice.

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The letter of appointment and other relevant documents pertaining to the appointment of Mr. Om Prakash Verma shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection during the Annual General Meeting.

Considering his rich experience, expertise and knowledge in the relevant field, the Board is of the opinion that his association as an Independent Director would be beneficial and in the best interest of the Company.

Except Mr. Om Prakash Verma, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board of Directors recommends the passing of the Ordinary Resolution set out at Item No. 3 of the accompanying Notice and for approval of the Members for the matter.

ITEM NO. 4

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of the Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

The company is already having Digamber Capfin Limited Employees Stock Option Scheme – 2022 which was approved by shareholders in their meeting held on 25th June, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed a new ESOP Scheme named Digamber Capfin Limited Employees Stock Option Scheme – 2026 accordingly the Board of Directors has in its meeting held on 08th June, 2026, approved Digamber Capfin Limited Employees Stock Option Scheme – 2026 ("DCL ESOP 2026") and recommend the same to Shareholders for their approval.

In terms of Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares("Shares") to the Employees of the Company, the approval of the existing Members by way of resolution is required. The special resolution as set out in Item No. 04 is seeking approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

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The main features and other details of the scheme as per Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

1. **Objects of the Issue:** The main objective behind Employee Stock Option Scheme is to reward, motivate, retain and also attract the key Employees and to create a sense of ownership and participation amongst them so that they can contribute to the growth and profitability of the company.
2. **Brief description of the scheme:** ESOP is basically a tool used by a company to retain its employee and get them awarded for being associated with the company. It is also a tool to attract talent.

As a part of an employee's benefit ESOP creates a sense of ownership in mind of employees and their interest in the organization remains intact. ESOP plays a vital role to attract employees at the growing stage of the Company.

Company is proposing to issue ESOP with an intention to attract and retain the personnel for positions of substantial responsibility and to provide additional incentive and scheme of ownership to employees.

Further, the ESOP Plan is implemented to enable the employees to share the wealth that they help to create for the company over a certain period of time.

The scheme talks about the method of granting, vesting, exercising the options and all the relevant aspects. The policy also gives a discretionary power to Board of Directors to decide the price on which options can be granted.

3. **The total number of stock options to be granted:**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed more than 98900 Options which shall be convertible into equal number of Shares.

4. **Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme:**

- a. Permanent Employee of the Company who has been working in India or

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outside India; or

- b. Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or
- c. an employee as defined in clause (a) or (b) of the Subsidiary Company of the Company (if any)

but does not include-

- i. an Employee who is a Promoter or a Person belonging to the Promoter Group; or
- ii. a Director who either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

5. The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme:

The Board of Directors may on the basis of all or any of the following criteria, or any other criteria which they deemed fit to decide on the Employees who are eligible for the grant of Options under the Scheme and the terms and conditions thereof.

- a. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- b. Performance of Employee: Employee's performance during the financial year on the basis of the parameters decided by the Company.
- c. Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- d. Any other criteria as decided by the Board of Directors from time to time.

Employees at all the levels in the Company will be eligible to participate in the Scheme.

New Joinees can also participate in the Scheme and be granted Options based upon the discretion of the Board of Directors.

DIGAMBER CAPFIN LIMITED

6. Price on which the options can be granted and exercised:

The Board can decide and determine the price of options to be granted to the employees and exercised by them under the Scheme as defined in the Policy.

7. The requirement of vesting and period of vesting:

Subject to the continued employment of the Grantee (an eligible Employee to whom Options have been granted under the Scheme), vesting period shall commence from the grant date and shall be minimum of 1 (One) year from the date of grant and it may extend upto maximum of 8 (Eight) years from the date of grant, at the discretion of and in the manner prescribed by the Board of Directors.

Vesting of Options will be on yearly basis.

The actual vesting may further be linked with the eligibility criteria's, as determined by the Board of Directors, including but not limited to the performance of the Company and the Grantee, and mentioned in the grant letter.

The Options which get lapsed due to eligibility criteria's in any of the vesting, if any, will get lapsed from the hands of the Grantee. The Board of Directors shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the grant and first vesting.

8. The maximum period within which the Options shall be vested:

The options granted under the Scheme shall be vested within a maximum period of 8 (Eight) years.

9. The Exercise Price or the formula for arriving at the same:

Under this Scheme, the exercise price will be the price communicated to the Employee at the time of Grant of the Options.

DIGAMBER CAPFIN LIMITED

10. Exercise period and process of Exercise:

After vesting, the Options can be exercised in parts at the end of every year through cash mechanism by submitting the exercise application, as prescribed by the Board of Directors from time to time, along with exercise price, applicable taxes and other charges, if any.

The Options shall be exercisable within such period as may be decided by the Board of Directors subject to the maximum period of 4 years from the date of respective vesting.

The vested Options which are not exercised within the exercise period shall lapse from the hands of the Grantees.

The Board of Directors shall have the power to cancel all or any of the Options granted under the Scheme, if so required, under any law for the time being in force or the order of any jurisdictional court. In the event of any such cancellation, the Company or the Board of Directors shall not be liable to compensate the Grantee in any manner.

11. Lock in period:

The Shares so allotted pursuant to the exercise of Options will not be subject to any lock in period from the date of allotment.

12. The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed more than 98900 which shall be convertible into equal number of Shares.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors.

13. The method which the company shall use to value its options:

Fair value method as per prescribed method under applicable laws/regulations.

14. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The conditions under which option vested in employees may lapse are:

DIGAMBER CAPFIN LIMITED

- a. Non – exercise of Options according to terms and condition of the scheme.
- b. In case of termination of employment due to misconduct.

15. The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee

In the event of cessation of employment due to Resignation or Termination (not due to misconduct or ethical/ compliance violations) all vested Options as on that date shall be exercisable by the Grantee by last day of employment in the Company or before expiry of exercise period, whichever is earlier. The vested Options not so exercised shall lapse irrevocably and the rights there under shall be extinguished.

16. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

The company will directly implement and administer the scheme.

17. Statement to the effect that the company shall comply with the applicable accounting standards.

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable laws / regulations.

Digamber Capfin Limited Employees Stock Option Scheme – 2022 shall continue to operate in parallel only in respect of the options already granted thereunder until such options are vested, exercised, lapsed, cancelled or otherwise terminated in accordance with the terms of the respective scheme.

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ANNEXURE A

As per the requirement of provisions of section 152(6) of Companies Act, 2013, and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], as amended from time to time, not less than two-thirds of the total number of Directors of a public company shall be persons whose period of office is liable to determination by retirement of Directors by rotation; and be appointed by the company in general meeting, one-third of such of the Directors for the time being as are liable to retire by rotation.

It is hereby informed that Mr. Nayan Ambali (DIN: 03312980), Non-Executive Director is liable to retire by rotation and being eligible to offers himself for re-appointment.

Details of Mr. Nayan Ambali:

Background Details:

Mr. Nayan Ambali (DIN: 03312980) has vast experience in Information Technology, especially in building the technologies for various industries and business experience for BFSI Sector. He has more than 18 years of experience in Information Technology industry. He has worked for Inuit as leading health care products and was responsible for product management, Ogilvy & Mather as key product lead of knowledge portal, SoX compliance consultant to Bank of America and Metlife and was responsible for building STI (Straight Through Information System) and has also co-founded Conflux Technologies Private Limited which has now be acquired by M2P. He earned a bachelor's degree in electronics and communication engineering from Visvesvarya Technology University.

The other details of Mr. Nayan Ambali as required to be given pursuant to the Secretarial Standard in respect of Item No. 2 of the Notice are as under:

S.No.	Name of Director	Mr. Nayan Ambali
1.	Date of Birth	01/05/1984
2.	DIN	03312980
3.	Age	42 Years
4.	Category	Non-Executive Director
5.	Nationality	Indian
6.	Date of Appointment on the Board	27.05.2022

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S.No.	Name of Director	Mr. Nayan Ambali
7.	Qualifications	(Bachelor's degree in electronics and communication engineering from Visvesvaraya Technological University).
8.	Master in specific functional area	Information Technology
9.	No. of Equity Shares held in the Company Shares as on 31.03.2026	NIL
10.	Number of Board Meeting attended during the year 2025-2026.	There were 7 Board Meetings held during the FY 2025-2026 and out of which Four meetings were attended by Mr. Nayan Ambali
11.	Relationships between Directors/ KMP	Mr. Nayan Ambali is not related to any Director or KMP of the Company
12.	List of the directorships held in other companies (except Digamber Capfin Limited)	<ol style="list-style-type: none"> 1. Wepact Technologies Private Limited 2. OKA Housing Technologies Private Limited.
13.	Chairmanship/Membership in any Company	NIL

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ANNEXURE-B

Brief profile of Mr. Om Prakash Verma (DIN: 11722286) along with additional information proposed to be appointed/confirmed as Independent Director as proposed at Item No. 3 required by Secretarial Standard on General Meetings (SS – 2), issued by the Institute of Company Secretaries of India.

Particulars	Details
Name of Director	Mr. Om Prakash Verma
Category	Independent Director
Director Identification Number (DIN)	11722286
Date of Birth	09.10.1964
Age	62 Years
Nationality	Indian
Date of Appointment on the Board	08.06.2026
Qualifications	B.Com, Master of Arts in Sociology, CAIIB
Expertise in specific functional area	Financial Management and Risk assessment & Management
Brief Resume	Mr. Om Prakash Verma (DIN: 11722286) is Senior banking professional with nearly 40 years of extensive experience in commercial banking, branch management, credit appraisal, international banking, recovery management, and business leadership across diverse geographies in India and overseas. Served in leadership roles at UCO Bank on various priorities including Deputy General Manager, Zonal Head, AGM, and Branch Head, successfully driving business growth, operational excellence, compliance, credit management, and recovery initiatives. Demonstrated expertise in MSME banking, retail

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Particulars	Details
	and corporate banking, forex operations, international banking, and team leadership with a strong track record of managing large-scale banking operations and developing high-performing teams. He also possesses international exposure through overseas operations in Hong Kong.
Last drawn Remuneration Details along with remuneration sought to be paid	Last Drawn remuneration: NIL Remuneration sought to be paid: No remuneration sought to be paid except sitting fee, as decided by the Board from time to time for attending the Board or Committee Meetings of the Company as applicable.
Terms and Conditions	Appointed as an Independent Director (Additional Director) of the company w.e.f 08.06.2026 to hold the office till the ensuing Annual General Meeting and is proposed to be confirmed as Independent Director for the term of 5 consecutive years, not liable to retire by rotation, from 08 th June, 2026 to 07 th June, 2031.
Number of equity shares held in the Company in which he is director	NIL
No. of Board/Committee meetings attended of Digamber Capfin Limited held during FY 2025-2026	Not Applicable as he was appointed in the Board Meeting held on 08.06.2026.
List of the directorships held in other companies (except Digamber Capfin Limited)	NIL

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Particulars	Details
Relationships between Directors/ KMP	Not related to any Director or Key Managerial Personnel or their relatives
Chairmanship/Membership in any Company	NIL

**By order of the Board of Directors of
DIGAMBER CAPFIN LIMITED**

Date: 08.06.2026

Place: Jaipur

**Riddhi Sharma
Company Secretary and Compliance Officer
Memb. No.: A46453**

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GREEN INITIATIVE

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative” in Corporate Governance by allowing paperless compliance by companies through electronic mode. In accordance with the circulars bearing No.17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs, Companies can send various notices/documents including Notice calling Annual General Meeting, Audited Financial Statements, Director’s Report, Auditor’s Report etc. for the financial year 2025-2026 (31st Annual Report), to their shareholders through electronic mode, to the registered e-mail address of the shareholders.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 31st Annual General Meeting along with Annual Report of the company has been uploaded on the website of the Company at www.digamberfinance.com.

This is opportunity for every shareholder of **DIGAMBER CAPFIN LIMITED** (The Company) to contribute to the Green Initiative of the Company. In furtherance of the initiative, the company proposes to send all communication and notices/documents at the registered e-mail id of the shareholders.

The Route Map, Proxy Form and Attendance Slip are attached with the Notice.

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ATTENDANCE SLIP

Name of the Company:	DIGAMBER CAPFIN LTD
Registered Office:	J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018

Name of the member(s):		
Name of the Proxy :		
Postal address:		
Regd. Folio No.:		No. of shares:
DP- Client ID:		No. of shares:

I certify that I am registered shareholder/proxy for the registered Shareholder of the Company.

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company held on 15th July, 2026 at 11:30 A.M. at the Registered office of the Company situated at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018.

Member's / Proxy's name in Block Letters: _____

Signature of the Shareholder/Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.

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MGT-11

[Pursuant to section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

	U67120RJ1995PLC009862
Name of the Company:	DIGAMBER CAPFIN LIMITED
Registered Office:	J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No./ Client Id:	
DP Id:	

I/We, being the member(s) holding equity shares of the above named company, hereby appoint:-

1. Mr./Mrs. _____ Address: _____
Mail ID: _____ Signature _____ or failing him/her.
2. Mr./Mrs. _____ Address: _____
Mail ID: _____ Signature _____ or failing him/her

as my/our proxy to attend and vote (only on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on _____, 2026 at _____ at the registered office of the Company situated at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018 and at any adjournment thereof in respect of such resolutions as are indicated below:

(Please put a (✓) in the appropriate column as indicated below. If you leave columns blank in any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.)

Resolution No.	Subject Matter	For	Against
Ordinary Business			
1.	To receive, consider, approve and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2026, along with the report of Board of Directors and Auditors along with all annexure thereon		
2.	To Re-appoint Mr. Nayan Ambali (DIN: 03312980), as Director of the Company who retire by rotation and being eligible, offers himself for re-appointment		
Special Business			
3.	To approve the regularization of Mr. Om Prakash Verma (DIN: 11722286) as an Independent Director of the Company for the period of five years.		
4.	To approve Digamber Capfin Limited Employees Stock Option Scheme – 2026 (DCL ESOP 2026)		

Signed this _____ day of _____ 2026

Signature of shareholder

Signature of Proxy holder

Affix Rs. 1
Revenue
stamp (Please
cancel)

Signature across the stamp

- ❖ This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- ❖ A Proxy need not be a Member of the Company.

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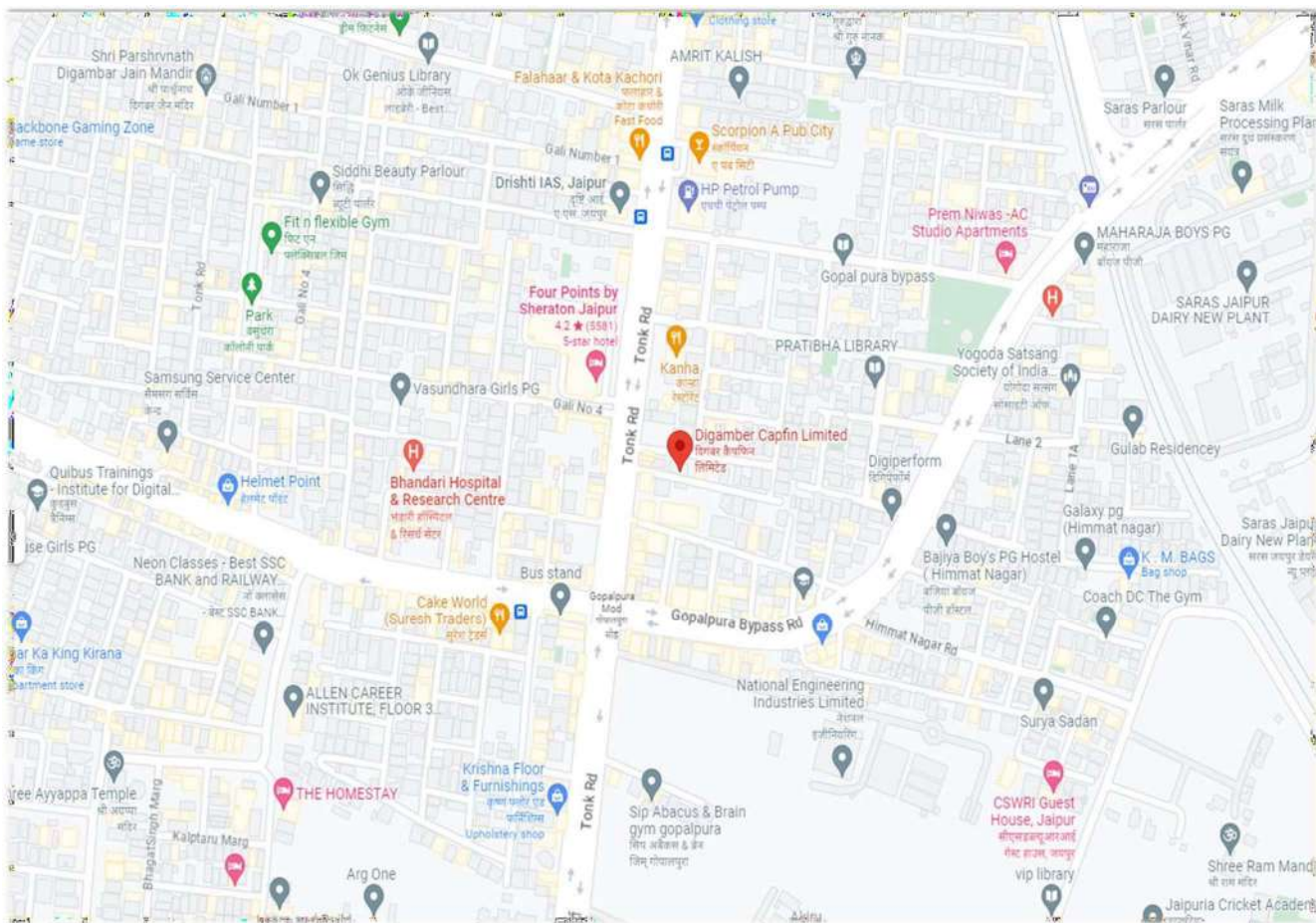
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ROUTE MAP

Venue of the Meeting: J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018

Prominent Landmark: Near Kanha Restaurant, Tonk Road, Jaipur.

Route Map: The Mark indicating the venue of Annual General Meeting



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