FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Form language ◉ English ◯ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: U67120RJ1995PLC009862 **Pre-fill**

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACD4387Q

(ii) (a) Name of the company: DIGAMBER CAPFIN LTD

(b) Registered office address:

J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road,
NA
Jaipur
Jaipur
Rajasthan

(c) *e-mail ID of the company: compliance@digamberfinance

(d) *Telephone number with STD code: 01412700233

(e) Website: www.digamberfinance.com

(iii) Date of Incorporation: 17/04/1995

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital ◉ Yes ◯ No

(vi) *Whether shares listed on recognized Stock Exchange(s) ◯ Yes ◉ No

(b) CIN of the Registrar and Transfer Agent: U93090MH2006PLC164885 **Pre-fill**

Name of the Registrar and Transfer Agent

CDSL VENTURES LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM

(b) Due date of AGM 30/09/2025

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	9,893,246	9,893,246	9,893,246
Total amount of equity shares (in Rupees)	150,000,000	98,932,460	98,923,460	98,932,460

Number of classes 1

Class of Shares EQUITY SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	15,000,000	9,893,246	9,893,246	9,893,246
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	98,932,460	98,923,460	98,932,460

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,000,000	0	0	0
Total amount of preference shares (in rupees)	30,000,000	0	0	0

Number of classes 1

Class of shares PREFERENCE SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	3,000,000			
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	30,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	624,269	9,268,977	9893246	98,932,460	98,932,460	
Increase during the year	0	455,599	455599	455,590	455,590	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Convert into DEMAT	0	455,599	455599	455,590	455,590	
Decrease during the year	455,599	0	455599	455,590	455,590	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Convert into DEMAT	455,599		455599	455,590	455,590	
At the end of the year	168,670	9,724,576	9893246	98,932,460	98,932,460	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company INE02QN01014

(ii) Details of stock split/consolidation during the year (for each class of shares) | 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ◯ Yes ◉ No ◯ Not Applicable

Separate sheet attached for details of transfers ◉ Yes ◯ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	29/06/2024		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)
Ledger Folio of Transferor		

Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,400	100000	140,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			140,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	140,000,000	0	0	140,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 2,327,410,339.77

(ii) Net worth of the Company 2,140,979,142.53

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,022,771	81.09	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	8,022,771	81.09	0	0

Total number of shareholders (promoters) 12

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	826,675	8.36	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,043,800	10.55	0	
10.	Others	0	0	0	

	Total	1,870,475	18.91	0	0

Total number of shareholders (other than promoters) 64

Total number of shareholders (Promoters+Public/ Other than promoters) 76

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	12
Members (other than promoters)	76	64
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	2	0	2	0	49.8	0
B. Non-Promoter	0	4	0	6	0	1.04
(i) Non-Independent	0	2	0	2	0	1.04
(ii) Independent	0	2	0	4	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	1	0	1	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	2	7	49.8	1.04

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJIV JAIN	00416121	Managing Director	2,559,277	
AMIT JAIN	00416133	Whole-time directo	2,367,599	
NAYAN AMBALI	03312980	Director	0	
LALIT KUMAR JAIN	07517615	Director	0	
JATIN CHHABRA	08271333	Director	103,300	
AMITA GILL	09066022	Director	0	
CHANDRAMOULI CO	10619001	Director	0	
DEBLEENA MAJUMDA	07663430	Director	0	
ASHOK KUMAR PAND	03007456	Director	0	
VIVEK KUMAR JAIN	ADLPJ8196N	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
NEHA AGARWAL	ARAPA6810B	Company Secretary	30/04/2024	CESSATION
CHANDRAMOULI C	10619001	Additional director	07/05/2024	APPOINTMENT
DEBLEENA MAJUM	07663430	Additional director	07/05/2024	APPOINTMENT
CHANDRAMOULI C	10619001	Director	29/06/2024	CHANGE IN DESIGNATION
DEBLEENA MAJUM	07663430	Director	29/06/2024	CHANGE IN DESIGNATION
AMIT JAIN	00416133	CFO	12/12/2024	CESSATION
VIVEK KUMAR JAIN	ADLPJ8196N	CFO	12/12/2024	APPOINTMENT
SHASHANK VYAS	09789867	Nominee director	28/01/2025	CESSATION
ASHOK KUMAR PA	03007456	Nominee director	28/01/2025	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	29/06/2024	79	19	83.58

B. BOARD MEETINGS

*Number of meetings held 6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2024	7	5	71.43
2	20/07/2024	9	8	88.89
3	21/08/2024	9	7	77.78
4	08/10/2024	9	6	66.67
5	08/11/2024	9	6	66.67
6	25/02/2025	9	7	77.78

C. COMMITTEE MEETINGS

Number of meetings held 36

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	NOMINATION	06/05/2024	4	4	100
2	AUDIT COMM	06/05/2024	3	3	100
3	CORPORATE	06/05/2024	4	4	100
4	ALCO COMMI	20/08/2024	5	4	80
5	IT STRATEGY	21/08/2024	3	3	100
6	IT STEERING	20/08/2024	3	3	100
7	CLIENT GRIE	12/04/2024	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	NEW PRODU(	05/08/2024	4	4	100
9	RISK MANAGI	30/04/2024	4	3	75
10	AUDIT COMM	20/08/2024	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	RAJIV JAIN	6	6	100	10	10	100	
2	AMIT JAIN	6	5	83.33	23	23	100	
3	NAYAN AMBA	6	2	33.33	11	4	36.36	
4	LALIT KUMAR	6	6	100	12	12	100	
5	JATIN CHHAE	6	5	83.33	5	5	100	
6	AMITA GILL	6	5	83.33	8	7	87.5	
7	CHANDRAMC	5	5	100	4	4	100	
8	DEBLEENA M	5	4	80	0	0	0	
9	ASHOK KUMA	1	1	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajiv Jain	Managing Direct	24,000,000	0	0	0	24,000,000
2	Amit Jain	Whole-time Dire	24,000,000	0	0	0	24,000,000
	Total		48,000,000	0	0	0	48,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Neha Agarwal	Company Secre	25,000	0	235	0	25,235
2	Vivek Kumar Jain	Chief Financial (	919,492	0	0	0	919,492
	Total		944,492	0	235	0	944,727

Number of other directors whose remuneration details to be entered 8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	LALIT KUMAR JAI	Independent Dir	0	0	0	246,000	246,000
2	JATIN CHHABRA	Non-Executive D	0	0	0	159,000	159,000
3	AMITA GILL	Independent Dir	0	0	0	159,000	159,000
4	SHASHANK VYAS	Nominee Directo	0	0	0	0	0
5	NAYAN AMBALI	Non-Executive D	0	0	0	78,000	78,000
6	CHANDRAMOULI (	Independent Dir	0	0	0	123,000	123,000
7	DEBLEENA MAJU	Independent Dir	219,000	0	0	60,000	279,000
8	ASHOK KUMAR PA	Nominee Directo	0	0	0	15,000	15,000
	Total		219,000	0	0	840,000	1,059,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ◯ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow ◯ Associate ◯ Fellow

Certificate of practice number

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 17 dated 21/05/2025 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director 00416121

To be digitally signed by

◯ Company Secretary

◯ Company secretary in practice

Membership number | Certificate of practice number

Attachments

List of attachments

1. List of share holders, debenture holders — **Attach**
2. Approval letter for extension of AGM; — **Attach**
3. Copy of MGT-8; — **Attach**
4. Optional Attachement(s), if any — **Attach**

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company