

## **NOTICE OF 01/2025-2026 EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE FIRST (01<sup>ST</sup>) EXTRA ORDINARY GENERAL MEETING ("EOGM") FOR THE FINANCIAL YEAR 2025-2026 OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") (CIN: U67120RJ1995PLC009862) WILL BE HELD ON SATURDAY 03<sup>RD</sup> JANUARY, 2026 AT 11:30 A.M. (IST) THROUGH PHYSICAL MODE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT J 54-55, ANAND MOTI, GOPALPURA, TONK ROAD, JAIPUR-302018, RAJASTHAN AND THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:**

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### **SPECIAL BUSINESS:**

**1. 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**

*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 Sections 42, 71, 179 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or variation thereof for the time being in force) and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), including but not limited to the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Foreign Exchange Management Act, 1999, as amended from time to time, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended from time to time and other foreign exchange regulation provisions in India as may be applicable, subject to other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Reserve Bank of India ("RBI"), the Memorandum of Association and the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby accorded to offer, invite for subscription, issue and allot, from time to time, whether secured or unsecured, with or without green shoe option, cumulative or non-cumulative, listed or unlisted, rated or unrated, taxable, redeemable non-convertible debentures (NCDs) including but not limited to bonds and/or other debt securities issued to avail ESG funding, external commercial borrowings etc., denominated in Indian rupees or any foreign currency, aggregating to an amount not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore only) in one or more tranches and/or series, at par or at premium or at a discount, either at issue or at redemption, on a private placement basis, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided

by the Board, during the period of one year from the date of this Resolution or such other period as may be permitted under the Act and other applicable laws.”

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution”

**“RESOLVED FURTHER THAT** any Director or any Key Managerial Personnel of the Company as defined in the section 2(51) of the Companies Act, 2013 be and is/are hereby severally authorised to make all such filings as are required under the Companies Act, 2013.”

**2. 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 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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 & and articles of association of the company and as per the Master Directions Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 (as amended from time to time) or any other applicable Directions, and on the basis of recommendation of Nomination and Remuneration Committee and Board of Directors, Dr. Amita Gill (DIN: 09066022) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for the second term of five consecutive years from 12th February, 2026 to 11th February, 2031.”

**“FURTHER RESOLVED THAT** any Director or any Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the company to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”

### **3. TO APPROVE THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and Regulation 23 (6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulation, 2021 and subject to the approval of the Registrar of Companies, Rajasthan, the Articles of Association of Company be and is hereby amended by inserting the new Clause No. 91A after the existing cluse 91 which is as follows:

#### **“91A. Debenture Nominee Director**

- (i) Notwithstanding anything contrary contained in these Articles, any debenture trustee/ trustee appointed under the trust documents or any other document relating to or covering the issuance of debentures or bonds of the Company may pursuant to and in accordance with SEBI (Debenture Trustee) Regulations, 1993 or any other circular/ guidelines/ notification issued by SEBI or any other governmental authority in this regard from time to time, may nominate and require the appointment of a Director (“**Debenture Nominee Director**”) for and on behalf of the holders of the debentures or bonds for such period as notified by such debenture trustee/ trustee, but in any case not exceeding the period for which the debentures/bonds or any of them shall remain outstanding and may also nominate and require appointment of new Debenture Nominee Director on a vacancy being caused due to resignation, death, removal or otherwise of an existing Debenture Nominee Director. The Debenture Nominee Director shall not be liable to retire by rotation. The Debenture Nominee Director appointed or nominated under this Article will be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Debenture Nominee Director as may be agreed by the Company with the appointer of the Debenture Nominee Director.*
- (ii) Notwithstanding anything to the contrary contained in these Articles, the Company shall appoint the person nominated by the debenture trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended or updated from time to time), as a director on its Board of Directors at the earliest and not later than 1 (one) month from the date of receipt of nomination from the debenture trustee as to the appointment of Debenture Nominee Director or within such other timeline as may be prescribed under applicable law.”*

**RESOLVED FURTHER THAT** any Director or any Key Managerial Personnel of the Company as defined in the section 2(51) of the Companies Act, 2013 be and is/are hereby severally authorized to do all such acts, deed and matters and such other things as may be necessary to give effect to this aforesaid resolution and make all such filings as are required under the Companies Act, 2013.”

**For & on behalf of Board of Directors of  
DIGAMBER CAPFIN LIMITED**

**Date: 11<sup>th</sup> December, 2025**

**Place: Jaipur**

Sd/-  
**Riddhi Sharma**  
**Company Secretary and Compliance Officer**  
**Memb. No.: ACS46453**

## **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 (including amendment thereof) (collectively referred to as "said Circulars") permitted the holding of general meeting through VC / OAVM, without the physical presence of the shareholders at a common venue. Accordingly, the Company has decided to convene its ensuing First (1st) Extra Ordinary General Meeting for the Financial Year 2025-26 both through physical mode and through VC/ OAVM. The Shareholders attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum as per section 103 under the said circulars. The venue for EGM 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 EGM is annexed hereto.
3. 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 deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form (Form MGT-11) is enclosed herewith
4. A person can act as proxy on behalf of the members 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 appoint a single person as proxy and such person shall not act as a proxy for any other Member.
5. The members who shall be attending the meeting through VC/OAVM shall not be required to fill the attendance slips and are not entitled to appoint Proxy.
6. No person shall be entitled to attend the EGM 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, Gopalpura, Tonk Road, Jaipur-302018, Rajasthan or sent to the Company Secretary and Compliance Officer by e-mail to [compliance@digamberfinance.com](mailto:compliance@digamberfinance.com) not less than five days before the date of the meeting i.e. 27th December, 2025.

7. A route map along with prominent landmark for easy location to reach the venue of EGM is annexed with the notice of EGM as per the requirement of secretarial Standard-2 (SS-2) issued by the Institute by the Company Secretaries of India (ICSI) for those members who are willing to attend meeting physically.
8. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication.
9. In case of any queries related to change of address or shares, members may contact to company's RTA CDSL Ventures Limited having registered office address I-202 Deck Level, Tower No. 4, 2<sup>nd</sup> Floor, above Belapur Railway Station, Belapur, Navi Mumbai-400614 by courier or e-mail at [satishc@cdslindia.com](mailto:satishc@cdslindia.com) or [milinds@cdslindia.com](mailto:milinds@cdslindia.com)
10. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization, which include easy liquidity, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
11. Members who still hold share certificates in physical form can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
12. In case of any queries/ grievances connected with the EGM through VC / OAVM means, you may contact to: [compliance@digamberfinance.com](mailto:compliance@digamberfinance.com) or at mobile no. +91 8905884001
13. Shareholders may join the EGM of the company through VC/OAVM facility, by following the procedure as mentioned in the Notice, which shall be kept open for them at least 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.
14. The Registers under the Companies Act, 2013 along with proposed amended Articles of Association (AoA) will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1:00 pm on all working days except on

holidays. Any member seeking to inspect such registers can send their request to us at e-mail id [compliance@digamberfinance.com](mailto:compliance@digamberfinance.com)

15. Shareholders may also note that the Notice of the EGM is also being made available on the company's website <https://www.digamberfinance.com/> and statutory registers will be available for inspection by the member at the time of meeting. Any member seeking to inspect such registers can send their request to us at e-mail id [compliance@digamberfinance.com](mailto:compliance@digamberfinance.com)

16. Instruction for joining the EGM through VC/OAVM:

- a) Shareholders will be able to attend the EGM through VC/OAVM Facility through "Go To Meeting" video conferencing application. The link for joining the EGM 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 <https://meet.goto.com/digamberfinance/extra-ordinary-general-meeting> and after installation just click on the joining link and join the EGM.
- 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. 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 glitches.

**For & on behalf of Board of Directors of  
DIGAMBER CAPFIN LIMITED**

**Date: 11<sup>th</sup> December, 2025**

**Place: Jaipur**

**Sd/-  
Riddhi Sharma  
Company Secretary and Compliance Officer  
Memb. No.: ACS46453**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

The members may note that in order to meet its fund / liquidity requirements, the Company proposes to issue non-convertible debentures (NCD) or any other instruments on private placement basis up to Rs. 1,000 crores, in one or more tranches. As per Companies Act, 2013 ("Act") for any private placement of securities, the approval of the shareholders' is required.

Further, as per proviso to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Rules**") in case of offer or invitation for non-convertible debentures ("**NCDs**") or any other instruments, where the proposed amount to be raised through such offer or invitation exceeds the limit under Section 180(1)(c) of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

Accordingly, the Board in its meeting held on December 11, 2025, approved the proposal to raise fund by issue of NCDs or any other instruments on private placement basis upto Rs. 1000 Crore only. In terms of Section 42 of the Act read with Rule 14 of the Rules, the issue of debentures is required to be approved by the members of the Company by a special resolution. Further, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits the Company to pass a special resolution once in a year for offer or invitation of non-convertible debentures or any other instruments to be made during the year on a private placement basis. The Board has recommended these resolutions for the approval of the members as a **Special Resolutions**.

Statement of disclosure as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

<b>Sr. No.</b>	<b>Particular</b>	<b>Details</b>
1	<b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs or any other instruments (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs or any other instruments during the year.</p> <p>Accordingly, this is not applicable at present and the specific terms of each offer/ issue of NCDs or any other instruments shall be decided</p>



		by the Board of Directors of the Company from time to time.
2	<b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b>	The kind of the securities and their price shall be such, as may be determined and approved by the Board of Directors of the Company from time to time.
3	<b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b>	Not applicable, as the securities proposed to be issued are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board of Directors of the Company from time to time, in consultation with the relevant investor(s).
4	<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	Not applicable
5	<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Act upto Rs. 1000 Crores (Rupees One Thousand Crores) in one or more tranches
6	<b>MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES</b>	The specific terms of each offer/issue of NCDs or any other instruments shall be decided by the Board of Directors of the Company from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in consultation with the respective investor(s).

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution. The Board recommends the passing of the resolution as special resolution.

## **ITEM NO.2**

Dr. Amita Gill (DIN:09066022) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 w.e.f. 12<sup>th</sup> February 2021 for a tenure of 5 years. Accordingly, Dr. Amita Gill holds office as an Independent Director of the Company till 11<sup>th</sup> February, 2026.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation of Independent Director, has recommended re-appointment of Dr. Amita Gill as an Independent Director of the Company for a further period of 5 (Five) years with effect from 12.02.2026 to 11.02.2031. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background, experience and contributions made by Dr. Amita Gill during her tenure, the continued association of Dr. Amita Gill would be beneficial to the Company.

In the opinion of the Board, she fulfils the conditions for appointment as an Independent Director as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), if applicable. The Company has also received a declaration of Independence from her in this regard. She is independent of the management.

In terms of Section 149 and other applicable provisions of the Act, it is proposed to re-appoint Dr. Amita Gill as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 12.02.2026 to 11.02.2031.

She is eligible to receive sitting fee as decided by the board from time to time & reimbursement of travel and other incidental expenses incurred for attending the board or committee meetings of the company. The Board of Directors of your Company recommends the special resolution set out in item no. 2 for approval of the Members.

The other details of Dr. Amita Gill as required to be given pursuant to the Secretarial Standard-2 in respect of Item No. 2 of the Notice are as under:

Sr. No.	Name of Director	Dr. Amita Gill
1	Date of Birth	18/02/1957
2	DIN	09066022

3	Age	68 Years
4	Category	Independent Director
5	Nationality	Indian
6	Date of Appointment on the Board	12/02/2021
7	Qualifications	M.sc, M.Phil., Ph.d in Higher Energy Physics from University of Rajasthan, Jaipur
8	Master in specific functional area	Finance and Technology
9	No. of Equity Shares held in the Company Shares	NIL
10	Number of Board Meeting attended during the year 2024-2025 and during the year 2025-2026	During the year 2024-2025: 5 (out of 6 meetings)  During the year 2025-2026 (till 11.12.2025): 4 (out of 5 meetings)
11	Terms & Conditions of Appointment	Appointed as Independent Director of the Company for a period of 5 Years (Five years) with effect from 12.02.2021 to 11.02.2026
12	Eligibility	She fulfills the criteria of independence as defined under section 149 of the Companies Act, 2013, Fit and Proper Criteria prescribed under RBI guidelines and is not disqualified in any criteria as per section 164 of the Companies Act, 2013 as Director of the company
13	Relationships between Directors/ KMP	Dr. Amita Gill is not related to any Director or KMP of the Company
14	Directorship in other company	NIL
15	Details of Chairmanship/ Membership in the committees of Digamber Capfin Limited	Audit Committee (Member) Nomination & Remuneration Committee (Member)

Except Dr. Amita Gill, being an appointee, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No.2

### **ITEM NO.3**

As per the terms of various Non-Convertible Debentures, Bonds or any other instrument as may be decided and approved by the Board of Directors from time to time, the company may require to give right to Debenture Trustees to appoint any nominee director on the Board of the Company representing the Debenture holder/Bond Holders.

In order to enable the Company to appoint a nominee director pursuant to the clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended or updated from time to time) and to ensure compliance with the sub-regulation (6) of regulation 23 of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (as amended or updated from time to time), it is hereby proposed to alter the existing Articles of Association by inclusion of the following Article 91A after the existing Article 91 in the Articles of Association of the Company:

#### ***"91A. Debenture Nominee Director***

- (i) *Notwithstanding anything contrary contained in these Articles, any debenture trustee/ trustee appointed under the trust documents or any other document relating to or covering the issuance of debentures or bonds of the Company may pursuant to and in accordance with SEBI (Debenture Trustee) Regulations, 1993 or any other circular/ guidelines/ notification issued by SEBI or any other governmental authority in this regard from time to time, may nominate and require the appointment of a Director ("**Debenture Nominee Director**") for and on behalf of the holders of the debentures or bonds for such period as notified by such debenture trustee/ trustee, but in any case not exceeding the period for which the debentures/bonds or any of them shall remain outstanding and may also nominate and require appointment of new Debenture Nominee Director on a vacancy being caused due to resignation, death, removal or otherwise of an existing Debenture Nominee Director. The Debenture Nominee Director shall not be liable to retire by rotation. The Debenture Nominee Director appointed or nominated under this Article will be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Debenture Nominee Director as may be agreed by the Company with the appointer of the Debenture Nominee Director.*
- (ii) *Notwithstanding anything to the contrary contained in these Articles, the Company shall appoint the person nominated by the debenture trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended or updated from time to time), as a director on its Board of Directors at the earliest and not later than 1 (one) month from the date of receipt of nomination from the debenture trustee as to the appointment of Debenture Nominee Director or within such other timeline as may be prescribed under applicable law."*

In this regard and pursuant to the provisions of Section 14 of the Companies Act, 2013, read with rules made thereunder, approval of shareholders is required for the purpose of alteration of Articles of Association of the Company by insertion of new clause/Article 91A in Articles of Association of company after existing Article 91 relating to the appointment of debenture nominee director.

Further, none of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company are interested in the proposed Resolution except as holders of shares in general.

Accordingly, the Board of Directors of the Company recommends to the members to pass the resolution as a Special Resolution for alteration of Articles of Association of the Company by way of insertion of new Article 91A.

**For & on behalf of Board of Directors of  
DIGAMBER CAPFIN LIMITED**

**Date: 11<sup>th</sup> December, 2025**

**Place: Jaipur**

**Sd/-  
Riddhi Sharma  
Company Secretary and Compliance Officer  
Memb. No.: ACS46453**



**FORM MGT-11**

**PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

<b>CIN:</b>	U67120RJ1995PLC009862
<b>Name of the Company:</b>	DIGAMBER CAPFIN LTD
<b>Registered Office:</b>	J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018

<b>Name of the member(s):</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No./ Client Id:</b>	
<b>DP Id:</b>	

I/We, being the member(s) holding \_\_\_\_\_ equity shares of the above named company, hereby appoint-

1. \_\_\_\_\_ of \_\_\_\_\_ having mail ID----- or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having mail ID----- or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having mail ID-----

and whose signature(s) are appended below as my/our proxy to attend and vote (only on a poll) for me/us and on my/our behalf at the 1st Extra-Ordinary General Meeting for Financial Year 2025-26 of the Company to be held on Saturday 03<sup>rd</sup> January, 2026 at 11:30 A.M. at the registered office of the Company at J 54-55, Anand Moti, 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
<b>Special Business</b>			
1.	<b>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</b>		
2.	<b>Re-appointment of Dr. Amita Gill (DIN:09066022) as an independent director of the company for second term for the period of five years</b>		
3.	<b>To Approve The Alteration In The Articles of Association of The Company</b>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder

Affix Rs. 1  
Revenue  
stamp

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

## ATTENDANCE SLIP

<b>Name of the Company:</b>	DIGAMBER CAPFIN LTD
<b>Registered Office:</b>	J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018

<b>Name of the member(s):</b>		
<b>Name of the Proxy :</b>		
<b>Postal address:</b>		
<b>Regd. Folio No.:</b>		<b>No. of shares:</b>
<b>DP- Client ID:</b>		<b>No. of shares:</b>

I certify that I am registered shareholder/proxy for the registered Shareholder of the Company.

I/We hereby record my/our presence at the 1<sup>st</sup> Extra-Ordinary General Meeting for Financial Year 2025-26 of the Company held on Saturday 03<sup>rd</sup> January, 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.

## ROUTE MAP

**Venue of the Meeting:** J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018

**Prominent Landmark:** Kanha Restaurant, Tonk Road, Jaipur.

**Route Map:** The Mark indicating the venue of 1<sup>st</sup> Extra-Ordinary General Meeting for Financial Year 2025-26 

