

NOTICE OF 01ST EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2023-2024

NOTICE IS HEREBY GIVEN THAT FIRST (1ST) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2023-24 WILL BE HELD ON TUESDAY, 16TH DAY OF JANUARY, 2024 AT 11:30 A.M. (IST) 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:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE AMENDMENT IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) 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 13 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 subject to the approval of the Registrar of Companies, Rajasthan the consent of the members of the Company be and is hereby accorded, to amend Clause III (A) of the Memorandum of Association of Company by inserting the following sub-clauses after existing sub-clause 5 as under:

6. *Subject to such permissions/ licenses as may be required, to engage in the business of issuance of pre-paid payment instruments, cash cards, pre-paid cards, processing payments through online and offline modes including, without limitation, point of sale, mobile and internet platforms, telephone and IVR, mobile and e-wallets, money transfer services and any other related services and to undertake systems study, analysis, design, development of software systems, hardware and related activities for the implementation of above mentioned activities in the areas of payment systems and lending; and to undertake any associated or ancillary activities. To carry on the business of providing different types of payments related services both online and offline including, without limitation, payment aggregation services and payment gateway services, development of infrastructure relating to, amongst other things, information technology, handling, facilitating, processing and settlement of payment related transactions, resolution of grievances and disputes between various parties and allied activities.*

7. Subject to such permissions/ licenses as may be required, to operate as a Bharat Bill Payment Operating Unit (BBPOU) for on-boarding billers, customers and aggregators and facilitating processing of payments and to undertake any associated or ancillary activities. To carry on the business of processing and settlement of import and export related payments an Online Payment Gateway Service Provider (OPGSP) and to undertake any associated or ancillary activities. To carry on sale, purchase, promotion, technology integration and management of coupons, vouchers, loyalty cards, gift cards through online and offline modes including, without limitation, all types of mobile and internet platforms; to undertake tie-ups and alliances with various persons or entities for the above mentioned activities and to undertake any associated or ancillary activities. To carry on the business of providing mobile and web designing and development services, mobile and web application solutions, software development services, web hosting services, provision of electronic services, internet related consultancy services, internet marketing, online information services, online application integration, information technology and information technology enabled services, maintenance services and other mobile and internet related systems, services, products, information, technology and solutions, to act as a banking correspondent, service provider, marketing partner, distribution partner and/or as an agent or partner or service provider acting in any other capacity for any banks or other financial institutions or any other entities issuing or selling any financial, investment or insurance related products, instruments or services, and to undertake any associated or ancillary activities. To establish and operate business activities in the area of artificial intelligence and other technology related to Payment systems in India and outside India.
8. Subject to such permissions/ licenses as may be required, to carry on the business in India or elsewhere of providing a platform, technology services and/or other mechanism through any future known or unknown technology, in the physical and/or electronic form, and/or any other means, to facilitate transactions, conduct business, and such similar, incidental and ancillary activities thereto including but not limited to any advertisements, promotions and analytics services. To carry on the business in India and elsewhere of designing, researching, developing, manufacturing, assembling, purchasing, importing, exporting, supplying, buying, selling, repairing and otherwise dealing in and handling portfolio of products that integrate Automates Teller Machine (ATM) management, Point of Sale (POS) and merchant systems, credit and debit card systems and internet banking all related and auxiliary items and accessories and provide any time – anywhere transactions by deploying Automated Teller Machines, cash dispensers or their variations and/or to act as a Shared Payment Network System (SPNS) provider and operator engaged in setting up, maintaining and supporting the ATM network(s) so deployed that

supports credit cards, debit cards and smart cards across the card issuing banks and/or institutions and to provide POS facilities by sponsoring POS terminals in the network on modes such as Standard Interface, Direct Connect or Host Interface and provide other related services. To establish and run payment systems in emerging markets. To act as White Lable ATM deployer and operator providing end to end ATM and network management and to apply to Reserve Bank of India or any other designated Authority empowered to provide the required authorization, procure and implement appropriate license(s).

9. Subject to such permissions/ licenses as may be required, to act as money changers, brokers, dealers, agents, buyers, and sellers of all in foreign exchange in the form of currencies, travelers cheques, Bonds, notes. Instruments, papers, documents, to take positions hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travelers cheques, credit cards, phone cards and all Instruments in any currency subject to all rules, regulations and approvals as may be necessary. To undertake the business of money transfer (inward remittance and outward remittance), money remittance or prepaid cards with all its variations or extensions which are in existence or which may come into existence, within India and outside and as a principal or as an agent for any other person carrying on such business and to undertake export and import all foreign currencies. To deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients, to manage, acquire, hold, exchange, dispose of monies, foreign exchange, funds, pools relating to and/or emanating from India or elsewhere on its own behalf or on behalf of its clients, customers, dealers, brokers, agents, trusts, funds, Govt. or other bodies, to do the business of broking in exchange, currencies, shares, securities, monies, or in other derivatives, to do the business of custodial services, assets, and securities, and/or portfolio management in India or abroad, on its own or on behalf of its clients, dealers, brokers and others.
10. Subject to such permissions/ licenses as may be required, to act as a banking or business correspondent, service provider, marketing partner, distribution partner and/or as Corporate Agent for Insurance Solicitation and/or as an agent or partner or service provider acting in any other capacity for any banks, insurance companies or other financial institutions or any other entities issuing or selling any financial, investment or insurance related products, instruments or services, and to undertake any associated or ancillary activities.

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."

**By order of the Board of Directors of
DIGAMBER CAPFIN LIMITED**

**Date: 19.12.2023
Place: Jaipur**

**Neha Agarwal
Company Secretary
Membership No. A35576**



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 2023-24 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 to the notice Item No. 1 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 by e-mail to neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.com not less than five days before the date of the meeting i.e., 11th January, 2024.

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 members 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, 2nd Floor, above Belapur Railway Station, Belapur, Navi Mumbai-400614 by courier or e-mail at satishc@cdslindia.com or rmilinds@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:

Ms. Neha Agarwal, Company Secretary of the company at the designated mail id: compliance@digamberfinance.in or at telephone 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 Memorandum of Association (MoA) 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 neha.agarwal@digamberfinance.in with cc marked to 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/corporate.php>

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://global.gotomeeting.com/install/597133029> 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.

**By order of the Board of Directors of
DIGAMBER CAPFIN LIMITED**

**Date: 19.12.2023
Place: Jaipur**

**Neha Agarwal
Company Secretary
Membership No. A35576**

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

Item 01: -

In order to expand the Company's present scope of operations and to avail the opportunity at local level across the financial services industry, the Company is planning to enter into the business of insurance as a Composite Insurance Agent and the company may further explore the opportunities in other businesses like money changing, outward remittance, inward remittance, financial inclusion, payment systems etc. subject to such permissions/licenses as may be required for these businesses. This will enable the Company to expand the scope of its operations and increase its revenue.

To commence the proposed new business activities, the Object Clause [Clause III (A)] of the Memorandum of Association of the Company needs to be altered. It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting sub-clause No. 6 to 10 after existing sub-clause No. 5 as stated in the Special Resolution annexed to the Notice.

The above amendment would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary.

Further, in terms of Section 13 of Companies Act, 2013 consent of the Members is required by way of a Special Resolution for amending the object clause of MoA of the Company.

The entire set of new Memorandum of Association proposed to be adopted is enclosed with the notice and the same is open for Members for inspection at the Company's Registered Office during all working days from 10 A.M. to 6 P.M. till the date of respective EGM.

The Board recommends passing of the Resolution set out at Item No. 1 for the approval of the members of the company by a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

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]

CIN:	U67120RJ1995PLC009862
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):	
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. _____ 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 2023-24 of the Company to be held on Tuesday, January 16, 2023 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
Special Business			
1.	To approve the amendment in the Object Clause of Memorandum of Association (MOA) of the Company (Special Resolution)		

Signed this _____ day of _____ 2023

Signature of shareholder

Signature of Proxy holder

Signature across the
stamp

Affix Rs. 1
Revenue
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

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 1st Extra-Ordinary General Meeting for Financial Year 2023-24 of the Company held on Tuesday, January 16, 2023 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 1st Extra-Ordinary General Meeting for Financial Year 2023-24 

