

NOTICE OF TWENTY-EIGHTH (28TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT TWENTY- EIGHTH (28TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, 26TH DAY OF SEPTEMBER, 2023, AT 11:30 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT J 54-55, ANAND MOTI, GOPALPURA, TONK ROAD, JAIPUR-302018, RAJASTHAN TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2023, 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 the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 comprising of the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss and Cash Flow Statement and Statement for Change in the Equity Share Capital for the year ended as on 31st March, 2023, together with accounting policies, schedules and notes forming part of the accounts 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 approved and adopted."

- 2. To re-appoint Mr. Jatin Chhabra (DIN: 08271333), as Director of the Company who is liable to 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**:

"RESOLVED THAT pursuant to the provisions of the Section 152(6) of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, **Mr. Jatin Chhabra (DIN: 08271333)**, as the Director of the Company, who is liable to retire by rotation and being eligible offer himself for re-appointment, be and is hereby appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

- 3. To re-designate Ms. Shweta Jain as the Head- CSR Activities 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 188(1) & 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with the rules prescribed under Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and on the recommendation of Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to re-designate Ms. Shweta Jain from the designation of Finance Head to Head- CSR Activities of the Company, at a remuneration of Rs. 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum, subject to increase in 5% in the remuneration every year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Amit Jain, Whole Time Director or Mr. Rajiv Jain, Managing Director of the company be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for giving effect to the above resolution."

4. To re-designate Ms. Shilpa Ajmera as the Head- ESG Activities 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 188(1) & 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with the rules prescribed under Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and on the recommendation of Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to re-designate Ms. Shilpa Jain from the designation of IT Head to Head- ESG Activities of the Company, at a remuneration of Rs. 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum, subject to increase in 5% in the remuneration every year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Amit Jain, Whole Time Director or Mr. Rajiv Jain, Managing Director of the company be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for giving effect to the above resolution."

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



For DIGAMBER CAPFIN LTD.

Neha Agarwal
Company Secretary

Date: 29.08.2023
Place: Jaipur

Neha Agarwal
Company Secretary
Membership No. A35576

NOTES:

1. 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 and 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.
2. 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.
3. 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, 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., 21st day of September, 2023.
4. 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.
5. 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 to attend meeting physically.
6. The Notice of 28th AGM along with the Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those entitled who have registered their e-mail addresses with the Company / their respective depository participant ('DP'). Accordingly, no physical copy of the Notice of 28th AGM and the Annual Report for the Financial Year 2022-23 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 2022-23, upon sending a request to the Company neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.com mentioning your folio/DP ID and Client ID
7. The Notice of 28th AGM and the Annual Report are also available on the Company's website at <https://www.digamberfinance.com/disclosure.php>
8. 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.



9. Members seeking any information with regard to the Financial Statements, accounts or any matter to be placed at AGM are requested to write to the Company at neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.com at least seven days before the date of AGM so as to enable the Management to keep the information ready at the meeting.
10. 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, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.-

For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company at neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.com

11. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, which include easy liquidity, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. The Company has obtained electronic connectivity services from CDSL Ventures Limited for dematerialization of its Equity Shares. Accordingly, the Company has been allotted ISINs for Equity Shares. In this respect, the members of the Company are advised to get the shares held by them dematerialized. The brief procedure for dematerialization is stated below for your reference:
 - a) Shareholders have to approach to their DP and fill the Demat Request Form and lodge it to the DP along with the original share certificate.
 - b) Further; DP will process the documents and generate the demat request electronically and will send the same to RTA system and will forward the documents to Company for further process / verification.
 - c) After receipt and verification of the documents, Company shall provide mandated Report and confirmation to RTA, RTA will then verify the details and process the Electronic Demat Request from system.
 - d) d) As soon as RTA process the Demat request from system, within couple of hours shares will be credited into respective shareholder's Demat account.

Members can contact the Company for assistance in this regard.

13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.



14. The particulars of Employees remuneration shall be made available to any shareholder on a specific request made by him in writing before the date of such Annual General Meeting wherein financial statements for the relevant financial year are proposed to be adopted by shareholders and such particulars shall be made available by the company within three days from the date of receipt of such request from shareholders.
15. The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form. Blank forms will be supplied on request of the shareholders.
16. The SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020, has fixed 31st March, 2021 as the Cut-off date for re-lodgement of Transfer Deeds and any request received after 31st March, 2021 cannot be accepted unless the securities are held in dematerialized form.
17. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
18. The Registers under the Companies Act, 2013 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

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



**Date: 29.08.2023
Place: Jaipur**

For DIGAMBER CAPFIN LTD.

Neha Agarwal

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

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

SPECIAL BUSINESS:

ITEM NO. 3: TO RE-DESIGNATE MS. SHWETA JAIN AS THE HEAD- CSR ACTIVITIES OF THE COMPANY

The Company believes in responsible and sustainable business practices. The provisions of Corporate Social Responsibility (CSR) is applicable on the Company in the financial year 2023-2024. So, the Company is required to obligate the CSR Expenditure in the activities to be undertaken in the areas or subjects specified in Schedule VII of the Companies Act, 2013. Company can make contribution to the implementing agencies for incurring the expenses for fulfilment of the project while for few projects, the Company may directly make payment to the beneficiaries and for this company is required to collect all the required documents/information from the recipients of CSR contribution. Further, the Company needs to monitor the implementation of the CSR projects/ programs/activities, including any ongoing project, if any, with the approved timelines and year wise allocation as per the CSR Policy and ensure compliance of the provisions related to CSR mentioned in the Companies Act, 2013 and the Rules made thereunder from time to time. Henceforth, it is necessary to have a person dedicatedly working for the achievement of these objectives.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 29, 2023 has approved the re-designation of Ms. Shweta Jain from the designation of Finance Head to Head- CSR Activities of the Company at a remuneration of Rs. 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum with annual increment in remuneration of 5.00% subject to the approval of shareholders of the Company

The details of remuneration paid in the previous financial year 2022-23 are as follows:

Remuneration limit as per the Extra-Ordinary General Meeting held on 25.06.2022	Remuneration paid during the FY 2022-23
Rs. 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum	Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only)

Pursuant to the provisions of Section 188 of the Companies Act, 2013, it is necessary to obtain the approval of the shareholders of the Company for the approval of related party transactions. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit.

Ms. Shweta Jain is the wife of Mr. Amit Jain, Whole-time Director & CFO of the Company and falls under the preview of the definition of "Relative" as per Section 2(76) of Companies Act, 2013 along with rules prescribed. Therefore, this re-designation requires consent of members in the General Meeting.

The Directors commend the passing of the resolution under Item No.3 of the accompanying Notice for the approval of the members of the company by passing Special Resolution.



None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives, except Mr. Rajiv Jain, Chairman & Managing Director of the Company and Mr. Amit Jain, Whole-time Director & CFO of the Company are concerned or interested in the passing of the above resolution.

ITEM NO. 4: TO RE-DESIGNATE MS. SHILPA AJMERA AS THE HEAD- ESG ACTIVITIES OF THE COMPANY

The Company believes in responsible and sustainable business practices. Therefore, to achieve sustainability in the business and to achieve the highest standard in all the elements of Environment, Social, and Governance (ESG) practices against global standards. To ensure that the ESG policy adopted by the company is followed in letter and spirit and to monitor the implementation of ESG Committee, it is necessary to have a person dedicatedly working for the achievement of these objectives.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 29, 2023 has approved the re-designation of Ms. Shilpa Ajmera from the designation of IT Head to Head- CSR Activities of the Company at a remuneration of Rs. 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum with annual increment in remuneration of 5.00% subject to the approval of shareholders of the Company.

The details of remuneration paid in the previous financial year 2022-23 are as follows:

Remuneration limit as per the Extra-Ordinary General Meeting held on 25.06.2022	Remuneration paid during the FY 2022-23
Rs. 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum	Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only)

Pursuant to the provisions of Section 188 of the Companies Act, 2013, it is necessary to obtain the approval of the shareholders of the Company for the approval of related party transactions. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit.

Ms. Shilpa Ajmera is the wife of Mr. Rajiv Jain, Chairman & Managing Director of the Company of the Company and falls under the preview of the definition of "Relative" as per Section 2(76) of Companies Act, 2013 along with rules prescribed. Therefore, this re-designation requires consent of members in the General Meeting.

The Directors commend the passing of the resolution under Item No.4 of the accompanying Notice for the approval of the members of the company by passing Special Resolution.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives, except Mr. Rajiv Jain, Chairman & Managing Director of the Company and Mr. Amit Jain, Whole-time Director & CFO of the Company are concerned or interested in the passing of the above resolution.



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

For DIGAMBER CAPFIN LTD.

Neha Agarwal
Company Secretary

Date: 29.08.2023

Place: Jaipur

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

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 2022-2023 (28th 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 28th Annual General Meeting alongwith 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. However, in case you wish to receive the above communication/documents in physical mode or have not registered the e-mail address, you may send your request for getting the communications/documents in hard copy and for getting your e-mail registered at e-mail id neha.agarwal@digamberfinance.in with cc marked to compliance@digamberfinance.com.



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 28th Annual General Meeting of the Company to be held on Tuesday, 26th September, 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
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2023, along with the report of Board of Directors and Auditors along with all annexure thereon (Ordinary Resolution)		
2.	To re-appoint Mr. Jatin Chhabra (DIN: 08271333), as the Managing Director of the Company who is liable to retire by rotation and being eligible, offer himself for re-appointment (Ordinary Resolution)		
Special Business			
3.	To re-designate Ms. Shweta Jain as the Head- CSR Activities of the Company (Special Resolution)		
4.	To re-designate Ms. Shilpa Ajmera as the Head- ESG Activities of the company (Special Resolution)		

Signed this _____ day of _____ 2023

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

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 28th Annual General Meeting of the Company held on Tuesday, September 26, 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 Annual General Meeting

