

NOTICE IS HEREBY GIVEN THAT THE TWENTY- NINTH (29TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") (CIN: U67120RJ1995PLC009862) WILL BE HELD ON SATURDAY 29TH DAY OF JUNE 2024, 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:

ORDINARY BUSINESS:

- 1. To receive, consider, approve and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2024, along with the report of Board of Directors and Auditors along with all annexure thereon:**

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

"RESOLVED THAT pursuant to the provisions of Section 134 (1) of the Companies Act, 2013 and rules made thereunder and other applicable provisions (including any statutory modifications and re-enactment thereof) for the time being in force, the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 comprising of the Audited Balance Sheet, 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, 2024, 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 considered, approved and adopted."

- 2. To Re-appoint Mr. Nayan Ambali (DIN: 03312980), as Director of the Company who retire by rotation and being eligible, offers himself for re-appointment:**

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

"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 and as per Articles of Association, **Mr. Nayan Ambali (DIN: 03312980)** who retires by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To appoint M/S Jain Paras Bilala & Co. (Firm Registration No. 011046C) Chartered Accountants, as statutory auditors of the company

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory enactment or modification(s) for the time being in force and Guidelines of Reserve Bank of India as per Circular No. Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27th, 2021 as amended from time to time and on the recommendation of Audit Committee and Board of Directors, M/s. Jain Paras Bilala & Co., Chartered Accountants (FRN No. 011046C) be and are hereby appointed as the Statutory Auditors of the Company for the period of Three (3) years from the conclusion of 29th Annual General Meeting till the conclusion of the 32nd Annual General Meeting at such terms and conditions including remuneration as may be fixed by the Board of Directors of the company from time to time in this behalf in consultation with the said Statutory Auditors.

RESOLVED FURTHER THAT the Board (the term “Board” shall deem to include any committee thereof if so authorised by the Board from time to time) be and hereby authorised for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to give effect to the above resolution.”

SPECIAL BUSINESS:

4. To approve the regularization of Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director of the company for the period of five years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 161 of the Companies Act, 2013 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 on the recommendation of Nomination and Remuneration Committee and Board of Directors, Ms. Debleena Majumdar (DIN: 07663430), who was appointed as an Independent Director (Additional Director) on 07.05.2024 and ceases to hold office at the conclusion of this AGM, and in respect of whom the Company has received a notice under Section 160 in writing from a member proposing her candidature for

the office of Independent Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 07th May, 2024 to 06th May, 2029.

RESOLVED FURTHER THAT the Board (the term "Board" shall deem to include any committee thereof if so authorised by the Board from time to time) be and hereby authorised for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to give effect to the above resolution."

5. To approve the regularization of Mr. Chandramouli Coorg Subramanian (DIN: 10619001) as an Independent Director of the company for the period of five years.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 & 161 of the Companies act, 2013 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 on the recommendation of Nomination and remuneration committee and Board of Directors, Mr. Chandramouli Coorg Subramanian (DIN: 10619001), who was appointed as an Independent Director (Additional Director) on 07.05.2024 who ceases to hold office at the conclusion of this AGM and in respect of whom the Company has received a notice under section 160 in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 07th May, 2024 to 06th May, 2029.

RESOLVED FURTHER THAT the Board (the term "Board" shall deem to include any committee thereof if so authorised by the Board from time to time) be and hereby authorised for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to give effect to the above resolution."

6. To approve remuneration of Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V to the said Act and any other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], as amended from time to time and on recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 25,000/- per month w.e.f. 07.05.2024 to Ms. Debleena Majumdar (DIN: 07663430) Independent Director of the Company, for the period of one year i.e. from 07.05.2024 to 06.05.2025.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director for attending the meetings of the Board or Committees thereof (if applicable) or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board (the term “Board” shall deem to include any committee thereof if so authorised by the Board from time to time) be and hereby authorised for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to give effect to the above resolution.”

7. To approve revision in the remuneration of Mr. Rajiv Jain, Chairman cum Managing Director (DIN:00416121) of the company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act with amendments made thereafter, if any, and such other authorities as may be necessary, and in suppression of previous special resolution passed wide Item No. 2 approved in 01/2022-2023 Extra-Ordinary General Meeting of the Company held on Saturday, 25th June, 2022 and as per the provisions of RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and Master Circular – Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, (as amended from time to time), and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the company, the consent of members of company be and is hereby accorded for revision in the remuneration of Mr. Rajiv Jain, Chairman cum

Managing Director (DIN:00416121) of the Company with effect from 29.06.2024 to 13.04.2026 on the terms and conditions as mentioned below:

Salary & Perquisites:

Monthly/ yearly remuneration	Upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including all, perquisites & other allowances as per company norms or as may be decided by Board of Directors from time to time.
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation shall be within the limit approved by the members of company as per Schedule V of the Companies Act, 2013, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board (the term "Board" shall deem to include any committee thereof if so authorised by the Board from time to time) be and hereby authorised for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to give effect to the above resolution."

8. To approve the revision in the remuneration of Mr. Amit Jain, Whole Time Director cum CFO (DIN: 00416133) of the company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the said Act with amendments made thereafter, if any, and such other authorities as may be necessary, and in suppression of previous special resolution passed wide Item No. 3 approved in 01/2022-2023 Extra-Ordinary General Meeting of the Company held on Saturday, 25th June, 2022 and as per the provisions of RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and Master Circular – Non-Banking Financial Companies – Corporate Governance

(Reserve Bank) Directions, 2015, (as amended from time to time), and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the company, consent of members of company be and is hereby accorded for revision in the remuneration of Mr. Amit Jain, Whole Time Director cum CFO (DIN: 00416133) of the Company with effect from 29.06.2024 to 13.04.2026 on the terms and conditions as mentioned below:

Salary & Perquisites:

Monthly/ yearly remuneration	Upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including all, perquisites & other allowances as per company norms or as may be decided by Board of Directors from time to time.
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation shall be within the limit approved by the members of company as per Schedule V of the Companies Act, 2013, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board (the term "Board" shall deem to include any committee thereof if so authorised by the Board from time to time) be and hereby authorised for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to give effect to the above resolution."

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

Date: 07.05.2024

Place: Jaipur

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

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. The Twenty Ninth (29th) Annual General Meeting for the Financial Year 2023-24 will be held through physical mode as well as through VC/ OAVM. The Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum as per section 103 under the said circulars. The venue for AGM shall be the Registered office of the company situated at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018, Rajasthan.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at this AGM is annexed hereto.
3. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a shareholder of the company. The instrument of proxy in order to be effective, should be duly stamped, filled, signed, completed in all respects and should be deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting. A proxy form (Form MGT-11) is enclosed herewith.
4. A person can act as proxy on behalf of the members of company not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
5. The members of company who shall be attending the meeting through VC/OAVM are not required to fill the attendance slips nor entitled to appoint Proxy.
6. 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

Chairman by e-mail to compliance@digamberfinance.com with a cc marked to rajamdcl@gmail.com and cco@digamberfinance.com not less than five days before the date of the meeting i.e. on/before 24th June, 2024.

7. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed with the notice of AGM as per the requirement of secretarial Standard-2 (SS-2) issued by the Institute by the Company Secretaries of India (ICSI) for members of company to attend meeting physically.
8. The Notice of 29th AGM along with the Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those entitled and who have registered their e-mail address with the Company / their respective depository participant ('DP'). Accordingly, no physical copy of the Notice of 29th AGM and the Annual Report for the Financial Year 2023-24 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 2023-24, upon sending a request to the Company on compliance@digamberfinance.com mentioning your folio/DP ID and Client ID
9. The Notice of 29th AGM and the Annual Report are also available on the Company's website at <https://www.digamberfinance.com/disclosure.php>
10. 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.
11. 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.-
12. For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company at compliance@digamberfinance.com
13. 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, Members who still hold share certificates in physical form are advised to dematerialize 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.

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) 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 may contact the Company for assistance in this regard at the mail id: compliance@digamberfinance.com

14. Members who still hold share certificates in physical form and have not nominated anyone can avail 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.
15. In case of any queries/ grievances connected with the AGM through VC / OAVM means, you may contact to the company at the designated mail id: compliance@digamberfinance.com or contact at +91 8905884001.
16. Shareholders may join the AGM of the company through VC/OAVM facility, by following the procedure as mentioned in the Notice, which shall be kept open for them 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. Thereafter shareholders will not be able to join the meeting through VC/OAVM mode.
17. In case of any query related to shares, members holding shares in physical form may contact the Company at registered office or mail id: compliance@digamberfinance.com and members holding shares in demat form may contact the company's RTA CDSL Ventures Limited having registered office address I-202 Deck Level, Tower No. 4, 2nd Floor, above Belapur Railway Station, Belapur, Navi Mumbai-400614 by courier or at e-mail id satishc@cdslindia.com or milinds@cdslindia.com.
18. The Registers maintained under the Companies Act, 2013 and other documents as required will be available for inspection at the Registered Office of the Company during specified business hours i.e. between 11.00 am to 1.00

pm on all working days except on holidays and will also be available for inspection by the Members of company at the ensuing AGM. Any member seeking to inspect such registers can send their request to us at e-mail id compliance@digamberfinance.com

19. Instruction for joining the AGM through VC/OAVM:

- a) Shareholders will be able to attend the AGM through VC/OAVM Facility through "Go To Meeting" video conferencing application. The link for joining the AGM via VC / OAVM is provided along with the said notice in the E-mail and please download and install the application in your Laptop/computer with this link <https://meet.goto.com/digamberfinance/annual-general-meeting> and after installation just click on the joining link and join the AGM.
- b) Shareholders may join the Meeting through Laptops for better experience. Further, the shareholders will be required to use Camera and Internet with a good speed to avoid any disturbance during the meeting. Please note that shareholders connecting from mobile or tablets or through laptops etc. 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: 07.05.2024

Place: Jaipur

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

Annexure A

Brief profile of Ms. Debleena Majumdar, (DIN:07663430) along with her additional information as proposed at Item No. 4 & 6, is provided as required by Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Name of the Director	Ms. Debleena Majumdar
Category	Independent Director
Director Identification Number (DIN)	07663430
Date of Birth	17/08/1977
Age	46 years
Nationality	Indian
Date of Appointment on the Board	07/05/2024 (Appointed as Additional Director)
Qualifications	Management degree in Strategy and Finance from Faculty of Management Studies, Delhi Graduation in Statistics from Presidency College, Kolkata Six Sigma certification from General Electric German language certification from Max Mueller Bhavan, Kolkata
Expertise in specific functional area	Strategy and Finance
Brief Resume	Ms. Debleena Majumdar (DIN: 07663430) has over 20+ years of leadership experience across Strategy and Finance in leading global companies. Over the last 7 years, she has been the co-founder of Kahaniyah, which helps companies to simplify strategy using data and narrative story structuring. She has been on the Advisory Board of Conflux Technologies, a Fintech firm. She is a published author. She has deep expertise in Strategy, Finance, Storytelling, leading teams across global firms, entrepreneurship skills and expertise in writing books as well as writing for Economic Times.
Last drawn Remuneration Details along with remuneration sought to be paid	Last Drawn remuneration: NIL Remuneration sought to be paid: It is proposed to pay her remuneration of Rs. 25,000/- per month for a period of one-year i.e from 07.05.2024 to 06.05.2025 subject to approval of members of company. Further she is eligible to receive sitting fee, as decided by the Board from time to time for attending the Board or Committee Meetings of the Company.

Eligibility	Ms. Debleena Majumdar (DIN:07663430) is fulfilling the Fit and Proper criteria as prescribed under RBI guidelines and is eligible to be appointed as Independent Director. Further she is not disqualified in any criteria as per section 164 of the Companies Act, 2013 as an Independent Director of the company.
Terms and Conditions	Appointed as an Independent Director (Additional Director) of the company w.e.f. 7 th May, 2024 to hold the office till the ensuing Annual General Meeting and is proposed to be confirmed as Independent Director for term of 5 (five) consecutive years, not liable to retire by rotation, from 07 th May, 2024 to 06 th May, 2029 subject to approval of members of company.
Number of equity shares held in the Company in which she is director/ Designated Partner	She is holding 48.26% of shareholding in Storyed Private Limited and 50% of contribution ratio in Kahaniyah LLP
No. of Board/Committee meetings attended of Digamber Capfin Limited held during FY 2023-2024	Not Applicable as she was appointed in the Board Meeting held on 7 th May, 2024
List of the directorships held in other companies (except Digamber Capfin Limited)	1. Kahaniyah LLP 2. Storyed Pvt. Ltd.
Relationships between Directors/Managers/ KMP	Not related to any Director / Key Managerial Personnel or their relatives.
Chairmanship/Membership in any Company	NIL

Annexure B

Brief profile of Mr. Chandramouli Coorg Subramanian (DIN: 10619001) along with his additional information as proposed at Item No. 5, is provided as required by Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Chandramouli Coorg Subramanian
Category	Independent Director
Director Identification Number (DIN)	10619001
Date of Birth	10/06/1981
Age	42 years
Nationality	USA
Date of Appointment on the Board	07/05/2024
Qualifications	Bachelor of Engineering, Mechanical Engineering.
Expertise in specific functional area	Information Technology and Product strategist
Brief Resume	Mr. Chandramouli Coorg Subramanian (DIN: 10619001) is accomplished as senior technology executive with over two decades of experience specializing in artificial intelligence, digital transformation, and strategic product management. He is known for pioneering leadership that has significantly impacted business growth and operational efficiency in start-ups and major enterprises alike. He is expert in navigating complex business environments and leveraging technology to enhance organizational capabilities and achieve strategic goals.
Last drawn Remuneration Details along with remuneration sought to be paid	Last Drawn remuneration: NIL Remuneration sought to be paid: No remuneration sought to be paid except sitting fee, as decided by the Board from time to time for attending the Board or Committee Meetings of the Company.
Terms and Conditions	He is Appointed as an Independent Director (Additional Director) of the company w.e.f 7 th May, 2024 to hold the office till the ensuing Annual General Meeting and is proposed to be confirmed as Independent Director for term of 5 (five) consecutive years, not liable to retire by rotation, from 07 th May, 2024 to 06 th

	May, 2029 subject to approval of members of company
Eligibility	Mr. Chandramouli Coorg Subramanian (DIN: 10619001) is fulfilling the Fit and Proper criteria as prescribed under RBI guidelines and is eligible to be appointed as Independent Director. Further he is not disqualified in any criteria as per section 164 of the Companies Act, 2013 as an Independent Director of the company.
Number of equity shares held in the Company in which he is director.	NIL
No. of Board/Committee meetings attended of Digamber Capfin Limited held during FY 2023-2024	Not Applicable as he was appointed in the Board Meeting held on 7 th May, 2024
List of the directorships held in other companies (except Digamber Capfin Limited)	NIL
Relationships between Directors/Managers/ KMP	Not related to any Director / Key Managerial Personnel or their relatives.
Chairmanship/Membership in any Company	NIL

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Pursuant to RBI circular ref. no. DOS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, M/s Kalani & Company, Chartered Accountants, (FRN:000722C), were appointed as the Statutory Auditor of the company for a period of 3 years from the conclusion of 26th Annual General Meeting ("AGM") held in Financial Year 2021-2022 till the conclusion of 29th AGM to be held in Financial Year 2024-25

Further as per the provisions and various clauses of above mentioned circular, M/s Kalani & Company is not eligible to be re-appointed for another term. On the recommendation of Audit Committee, the Board of Directors vide its resolution passed in Board meeting dated May 07, 2024 after considering various proposals of CA firms based on the assessment of Independence of the auditor, conflict of interest position in terms of relevant regulatory provisions, standards and best practices and assessing the eligibility of firm on various defined criteria's as per Companies Act, 2013, RBI Guidelines and any other as applicable, has recommended to appoint M/s Jain Paras Bilala & Company, Chartered Accountants, (FRN: 011046C) as Statutory Auditors of the company for a continuous period of three years from conclusion of the ensuing 29th Annual General Meeting till the Conclusion of 32nd Annual General Meeting subject to the assessment of the firms satisfying the eligibility norms each year by Board of Directors and approval of shareholders in the ensuing 29th AGM.

Furthermore, as required under Section 139(1) of the Companies Act, 2013 and RBI Guidelines, the Company has obtained an eligibility certificate from M/s Jain Paras Bilala & Company, Chartered Accountants, (FRN: 011046C) to the effect that they confirm that they fulfil the criteria as specified in the said Section and that they have not been disqualified in any manner for being appointed as Statutory Auditors within the meaning of Section 141 of the Companies Act, 2013 and aforesaid RBI Guidelines.

The Board of Directors of your Company recommends the Ordinary Resolution set out in Item No. 3 for approval of the Members of company.

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 at Item No. 3.

ITEM NO. 4

Pursuant to the provisions of Section 149, 150, 152 & 161 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, and on the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director (Additional Director) of the

company w.e.f. 7th May, 2024 to hold the office till the ensuing Annual General Meeting.

Ms. Debleena Majumdar (DIN: 07663430) has over 20+ years of leadership experience across Strategy and Finance in leading global companies. Over the last 7 years, she has been the cofounder of Kahaniyah, which helps companies to simplify strategy using data and narrative story structuring. She has been on the Advisory Board of Fintech firms. She is a published author.

She has deep expertise in Strategy, Finance, Storytelling, leading teams across global firms, entrepreneurship skills and expertise in writing books as well as writing for Economic Times.

Based on her background, experience, qualification and expertise in the field of Strategy and Finance, her appointment would be beneficial to the Company. Therefore, on the recommendation of Nomination and Remuneration Committee and Board of Directors, it is proposed to members of company to confirm and regularise the appointment of Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director of the Company for term of 5 (five) consecutive years, not liable to retire by rotation, with effect from 07th May, 2024 to 06th May, 2029.

Further Ms. Debleena Majumdar (DIN: 07663430) has given her consent in the Form DIR-2 to act as an Independent Director of the company and has submitted her declaration of independence & form DIR-8 for being eligible to be appointed and not disqualify in any criteria as per section 164 of the Companies Act, 2013 as an Independent Director of the company. The terms of her appointment shall be in accordance with the Company's policies and regulatory requirements. She is not disqualified from being appointed as a Director. She is also fulfilling the Fit and Proper Criteria prescribed under RBI guidelines.

The Brief profile and other documents related to appointment of Ms. Debleena Majumdar (DIN: 07663430) would be available for inspection to the Members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM and also on the day of AGM.

The Board of Directors of your Company recommends the Ordinary Resolution set out in Item No. 4.

The other details of Ms. Debleena Majumdar (DIN: 07663430) as required to be given pursuant to the Secretarial Standard-2 in respect of Item No. 4 of the Notice are given in the Annexure A to this Notice.

Except Ms. Debleena Majumdar (DIN: 07663430), 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 at Item No. 4.

ITEM NO. 5

Pursuant to the provisions of Section 149, 150, 152 & 161 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, and on the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Chandramouli Coorg Subramanian (DIN: 10619001) as an Independent Director (Additional Director) of the company w.e.f. 7th May, 2024 to hold the office till the ensuing Annual General Meeting.

Mr. Chandramouli Coorg Subramanian (DIN: 10619001) is an accomplished senior technology executive with over two decades of experience specializing in artificial intelligence, digital transformation, and strategic product management. He is known for pioneering leadership that has significantly impacted business growth and operational efficiency in startups and major enterprises alike. He is also an expert in navigating complex business environments and leveraging technology to enhance organizational capabilities and achieve strategic goals.

Based on his background, experience, qualification and expertise in the field of Information Technology and Product Strategy, his appointment would be beneficial to the Company. Therefore, on the recommendation of Nomination and Remuneration Committee and Board of Directors, it is proposed to members of company to confirm and regularise the appointment of Mr. Chandramouli Coorg Subramanian (DIN: 10619001) as an Independent Director of the Company for term of 5 (five) consecutive years, not liable to retire by rotation, with effect from 07th May, 2024 to 06th May, 2029.

Further Mr. Chandramouli Coorg Subramanian (DIN: 10619001) has given his consent in the Form DIR-2 to act as an Independent Director of the company and has submitted his declaration of Independence & form DIR-8 for being eligible to be appointed and not disqualify in any criteria as per section 164 of the Companies Act, 2013 as an Independent Director of the company. The terms of his appointment shall be in accordance with the Company's policies and regulatory requirements. He is not disqualified from being appointed as a Director. He is also fulfilling the Fit and Proper Criteria prescribed under RBI guidelines.

The Brief profile and other documents related to appointment of Mr. Chandramouli Coorg Subramanian (DIN: 10619001) would be available for inspection to the Members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM and also on the day of AGM.

Further he 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 Ordinary Resolution set out in Item No. 5 for approval of the Members of company.

The other details of Mr. Chandramouli Coorg Subramanian (DIN: 10619001) as required to be given pursuant to the Secretarial Standard-2 in respect of Item No. 5 of the Notice are given in the Annexure B to this Notice.

Except Mr. Chandramouli Coorg Subramanian (DIN: 10619001), 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 at Item No. 5

ITEM NO. 6

Pursuant to the provisions of Section 149, 150, 152 & 161 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, and on the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director (Additional Director) of the company w.e.f 7th May, 2024 to hold the office till the ensuing Annual General Meeting and therefore it is proposed to the members of company to confirm and regularise the appointment Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director of the Company for term of 5 (five) consecutive years, not liable to retire by rotation, with effect from 07th May, 2024 to 06th May, 2029.

Pursuant to the provisions of Section 197, 198 read with Schedule V to the said Act and any other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company after considering her background, experience, qualification and expertise in the field of Strategy and Finance, it is proposed to fix a remuneration of Rs. 25,000/- per month for Ms. Debleena Majumdar (DIN: 07663430) for the period of one year i.e. from 07.05.2024 to 06.05.2025 as the Independent Director of the Company. The Committee and the Board is of the view, that her experience and skill set would be beneficial to the company in the long run and she will be an asset for the growth of the Company and will be contributing significantly in increasing the effectiveness of the Board and Committee Meetings.

Further 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. 6 for approval of the Members of company.

The other details of Ms. Debleena Majumdar (DIN: 07663430) as required to be given pursuant to the Secretarial Standard-2 in respect of Item No. 6 of the Notice are given in the Annexure A to this Notice.

Except Ms. Debleena Majumdar (DIN: 07663430), 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 at Item No. 6.

ITEM NO. 7

In the Extra-Ordinary General Meeting (EoGM) held on Saturday, 25th June, 2022, the members of company approved the revision in remuneration of Mr. Rajiv Jain (DIN: 00416121), Chairman cum Managing Director of the company from Rs. 10,00,000/- (Rupees Ten Lakh) per month i.e. Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh) per annum to Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms, with effect from 25.06.2022 to 24.06.2025.

Since the remuneration is fixed till 24.06.2025, it was recommended by the Nomination and Remuneration Committee and Board of Directors to keep the remuneration of Mr. Rajiv Jain (DIN: 00416121), Chairman cum Managing Director of the company at the present level with effect from 29.06.2024 to 13.04.2026 i.e. till his present tenure as Chairman and Managing Director on the terms and conditions as mentioned below:

Remuneration & Perquisites:

Monthly/ yearly remuneration	Upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including all, perquisites & other allowances as per company norms or as may be decided by Board of Directors from time to time.
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

Except for the revision in tenure of remuneration, all other terms and conditions of appointment, as approved earlier by the members of company, and which are not dealt with in this item resolution, shall remain unaltered.

As the above mentioned remuneration is to be paid as per the provisions of Section II of Part II of Schedule V of Companies Act, 2013 read with relevant provisions of

Companies Act 2013, accordingly a special resolution is proposed for the approval of the shareholders.

Disclosure as required under Schedule V and amendment made thereafter under Companies Act, 2013 is given hereunder as Annexure C.

ITEM NO. 8

In the Extra-Ordinary General Meeting (EoGM) held on Saturday, 25th June, 2022, the members of company approved the revision in remuneration of Mr. Amit Jain (DIN: 00416133), Whole-time Director cum CFO of the company from Rs. 10,00,000/- (Rupees Ten Lakh) per month i.e. Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh) per annum to Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms, with effect from 25.06.2022 to 24.06.2025.

Since the remuneration is fixed till 24.06.2025, it was recommended by the Nomination and Remuneration Committee and Board of Directors to keep the remuneration of Mr. Amit Jain (DIN: 00416133), Whole-time Director cum CFO of the company at the present level with effect from 29.06.2024 to 13.04.2026 i.e. till his present tenure as Whole-time Director cum CFO on the terms and conditions as mentioned below:

Remuneration & Perquisites:

Monthly/ yearly remuneration	Upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including all, perquisites & other allowances as per company norms or as may be decided by Board of Directors from time to time.
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

Except for the revision in tenure of remuneration, all other terms and conditions of appointment, as approved earlier by the members of company, and which are not dealt with in this resolution, shall remain unaltered.

As the above mentioned remuneration is to be paid as per the provisions of Section II of Part II of Schedule V of Companies Act, 2013 read with relevant provisions of Companies Act 2013, accordingly a special resolution is proposed for the approval of the shareholders.

Disclosure as required under Schedule V and amendment made thereafter under Companies Act, 2013 is given hereunder as Annexure C.

Annexure C:

Disclosure as required under Schedule V and amendment made thereafter under Companies Act, 2013 is given hereunder:

(I) GENERAL INFORMATION:

1. Nature of Industry:

Digamber Capfin Limited (DCL) is a non-banking finance Company-Micro Finance Institution (NBFC-MFI), registered with Reserve Bank of India (RBI) situated at Jaipur, Rajasthan, incorporated on April 17, 1995 and providing financial and support services to the marginalized sections in society, particularly to rural and semi-urban women. DCL was initially registered as NBFC-AFC and was doing business of vehicle financing in rural areas. In the year 2009, the company starts the new microfinance vertical and change in its RBI classification as NBFC-MFI.

2. Date of Commencement of business:

The Company is carrying the business since the date of receipt of certificate of commencement i.e 23rd July, 1996. The company is in MFI business since 2009 and got revised license from RBI for NBFC–MFI on 06th September, 2013.

3. Financial Performance based on given Indicators:

The Company's financial Summary or Highlights for the financial year 2023-24 along with previous financial year 2022-23 figures is given hereunder:

Particulars	Unit	March 31, 2024	March 31, 2023	Difference	Change (%)
Total Revenue from Operations	Rs. In Lakh	26,803.98	25,072.10	1731.88	(+)6.91%
(+) Other Income	Rs. In Lakh	1,047.89	609.45	438.45	(+)71.94%
Total Income	Rs. In Lakh	27,851.87	25,681.55	2170.33	(+)8.45%
(-) Total Expenditure (other than Interest Expense and Depreciation)	Rs. In Lakh	14432.92	11849.50	2583.42	(+)21.80%
EBIDTA (Earnings before interest Depreciation & Tax)	Rs. In Lakh	13418.95	13832.05	(-)413.10	(-)2.99%
(-) Interest Expense	Rs. In Lakh	10087.50	8336.32	1751.18	(+)21.01%
Profit before Depreciation and tax	Rs. In Lakh	3331.45	5495.73	(-)2164.28	(-)39.38%
(-) Depreciation	Rs. In Lakh	156.27	143.21	13.06	(+)9.12%
Profit before tax	Rs. In Lakh	3,175.18	5,352.52	(-)2177.34	(-)40.68%
	Current Tax	798.15	1665.64	(-)867.49	(-)52.08%
	Deferred Tax	(-)55.99	(-)291.08	235.10	(+)80.76%

(-) Tax Expenses	Income Tax for Earlier Year		11.82	36.71	(-)24.89	(-)67.80%
Profit after tax		Rs. In Lakh	2,421.20	3,941.25	(-)1520.05	(-)38.57%
Total Comprehensive Income for the period		Rs. In Lakh	2425.67	3955.26	(-)1529.59	(-)38.67%
EPS (Basic)		In Rs.	24.47	39.90	(-)15.43	(-)38.67%
EPS (Diluted)		In Rs.	24.42	39.81	(-)15.39	(-)38.66%
Paid-up Equity Share Capital		Rs. In Lakh	989.32	987.69	1.63	(+) 0.17%
Face Value of Equity Shares		In Rs.	10 each	10 each	-	-

4. Foreign investments or collaborations, if any:

There is no foreign collaboration or investment made by the company.

However, during financial year 2023-2024, the Company has raised funds through External Commercial Borrowings of € 5,000,000 (Euro Five Millions Only) from foreign lender IIV Mikrofinanzfonds, a close ended credit fund organized and existing under the laws of Germany, represented by HANSAINVEST Hanseatische Investment-GmbH, Germany.

(II) INFORMATION ABOUT THE PERSON WHOSE REMUNERATION IS UNDER CONSIDERATION:

A. Details about Mr. Rajiv Jain

1. Back ground Details:

Mr. Rajiv Jain, (DIN: 00416121), the Chairman and Managing Director is Co-founder of the company and having 29 Years of progressive experience in the finance field. He is the Director and Promoter of the Company since 17.04.1995

Further, Mr. Rajiv Jain (DIN: 00416121) was appointed as Whole Time Director of the company for a period of 20 years w.e.f. 15.04.2001 to 14.04.2021 in EGM held on 20.06.2001. Considering his knowledge on various aspects relating to the Company's affairs and long business experience, the services of Mr. Rajiv Jain (DIN: 00416121) as Chairman cum Managing Director of the Company was extended for a period of 5 Years (Five years) with effect from 14th April, 2021 to 13th April, 2026 by the approval of members in the EGM held on 13.04.2021.

2. Job Profile & Recognition or Awards:

He has been associated with the Company since inception as Director and Promoter & responsible for the overall working of the Company and is instrumental in making strategic decisions for the Company & his strategic direction leads to achieve SBI excellence award in 2010. He is expert in assessing problem situations to identify causes, gather and process relevant

information, generate possible solutions, and make recommendations and resolve the problem. He has through knowledge of market changes and forces that influence the company

He plays a vital role in executing the Company's strategies to develop and initiates revenue growth of the company. He is responsible for preparing and implementing comprehensive business plans to facilitate achievement by planning cost, effective operations, market development activities and implements daily business operations. He acts as the primary liaison to the board of directors of the Company. He oversees the company financial performance and investments and evaluate best industry practices in comparison to internal systems and needed resources, with an eye toward both future needs and budget realities. His mastery in the mathematic subject for which the company gets the benefits for designing of new loan product and financial workflows.

In view of his rich experience, dynamism and recognition, the Board of Directors of the Company feels that his association would be of immense benefit to the Company.

3. Present and Past Remuneration:

(i) Past Remuneration for Last 5 years with respect to the Financial Year 2023-2024:

Financial Year	Designation	Remuneration paid on the following Terms and Conditions as per limit approved by members of Company	Date of Approvals by Members of company
2018-19	Whole Time Director	Increase in remuneration from Rs. 2.50 Lakhs p.m. (Rs. 30 Lakhs p.a.) to Rs. 10 Lakhs p.m. (Rs. 120 Lakhs p.a.) including perquisites and other allowances as per company norms, as decided by the Board of Director from time to time with effect from 1 st day of November, 2018.	In the EGM held on 04.10.2018

2019-2020	Whole Time Director	Monthly Remuneration of Rs. 10 Lakhs p.m. (Rs. 120 lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits.	In the AGM held on 28.09.2019
2020-2021	Whole Time Director	Monthly Remuneration of Rs. 10 Lakhs p.m. (Rs. 120 lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits.	In the AGM held on 28.09.2019
2021-2022	Managing Director	Monthly Remuneration of Rs. 20 Lakhs p.m. (Rs. 240 Lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits with effect from 14.04.2021	In the EGM held on 13.04.2021
2022-2023	Managing Director	Monthly Remuneration of Rs. 30 Lakhs p.m. (Rs. 360 Lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits w.e.f 25.06.2022	In the EGM held on 25.06.2022
2023-2024	Managing Director	Monthly Remuneration of Rs. 30 Lakhs p.m. (Rs. 360 Lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding	In the EGM held on 25.06.2022

		2% of Net Profit subject to availability of profits w.e.f 25.06.2022	
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(ii) Present Remuneration:

Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) of the company is presently drawing a remuneration as per following terms and conditions as set out below:

Monthly/ yearly remuneration	Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms.
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

4. Remuneration Proposed:

The remuneration of Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) of the company has been proposed with effect from 29.06.2024 to 13.04.2026 on the terms and conditions as mentioned below:

Remuneration & Perquisites:

Monthly/ yearly remuneration	Upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including all, perquisites & other allowances as per company norms or as may be decided by Board of Directors from time to time.
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

B. Details about Mr. Amit Jain

1. Back ground Details:

Mr. Amit Jain, Whole time Director cum CFO (DIN: 00416133) is the Co-founder of the company and having 29 Years of progressive experience in the field of finance as he is associated with the Company since incorporation as promoter and director of the company i.e since 17.04.1995

Mr. Amit Jain (DIN: 00416133) was appointed as Whole Time Director of the company for a period of 20 years w.e.f. 15.04.2001 to 14.04.2021 in EGM held on 20.06.2001. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the services of Mr. Amit Jain (DIN: 00416133) as Whole-Time Director of the Company was extended for a period of 5 Years (Five years) with effect from 14th April, 2021 to 13th April, 2026 in the EGM held on 13.04.2021. Further Mr. Amit Jain (DIN: 00416133) was appointed as Chief Financial Officer (CFO) w.e.f 27.03.2019 along with existing designation of Whole-time Director (WTD) of the company w.e.f 27th March, 2019

2. Job Profile & Recognition or Awards:

The willingness of Mr. Amit Jain, Whole time Director cum CFO (DIN: 00416133) to be flexible, versatile and tolerant in a changing work environment while maintaining effectiveness and efficiency, are the major strength which helped the organization in completing 29 years successfully. He is reliable professional with broad knowledge to all accounting, financial and business principles. Further his inquisitiveness and zeal towards adoption of new technology leads the company towards digitalization & significant over the others. He is active member of MIFOS Initiatives (USA) and acting as an advisor in developing RuPie app "a brand of Wepact technologies Private Ltd" for developing world class digital lending platform.

Mr. Amit Jain, Whole time Director cum CFO (DIN: 00416133) mainly establishes and maintains positive working relationships with others, both internally and externally, to achieve the goals of the organization. He is responsible for driving the company's financial planning and overseeing the risk management by analyzing the liabilities and investments of the company. He oversees budgeting, financial forecasting, cash flow, coordination of audit activities and develop annual financial plans and projections for the company. He is looking over the control and evaluation of the Company's fund raising plan and capital structure and ensuring the cash flow appropriateness as per company's operations. He oversees the Company's Finance, Information Technology system and ensure adherence to financial laws and guidelines.

In view of his strong leadership, rich experience and flexible approach, the Board of Directors of the Company considers that his association would be of immense benefit to the Company.

3. Present and Past Remuneration:

(i) Past Remuneration for Last 5 years with respect to the Financial Year 2023-2024:

Financial Year	Designation	Remuneration paid on the following Terms and Conditions as per limit approved by members of Company	Date of Approvals by Members of company
2018-19	Whole Time Director	Increase in remuneration from Rs. 2.50 Lakhs p.m. (Rs. 30 Lakhs p.a.) to Rs. 10 Lakhs p.m. (Rs. 120 Lakhs p.a.) including perquisites and other allowances as per company norms, as decided by the Board of Director from time to time with effect from 1 st day of November, 2018.	In the EGM held on 04.10.2018
2019-2020	Whole Time Director cum CFO	Monthly Remuneration of Rs. 10 Lakhs p.m. (Rs. 120 Lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits.	In the AGM held on 28.09.2019
2020-2021	Whole Time Director cum CFO	Monthly Remuneration of Rs. 10 Lakhs p.m. (Rs. 120 Lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits.	In the AGM held on 28.09.2019
2021-2022	Whole Time Director cum CFO	Monthly Remuneration of Rs. 20 Lakhs p.m. (Rs. 120 Lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits with effect from 14.04.2021	In the EGM held on 13.04.2021
2022-2023	Whole Time Director cum CFO	Monthly Remuneration of Rs. 30 Lakhs p.m. (Rs. 360 Lakhs p.a.) including perquisites	In the EGM held on 25.06.2022

		and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits w.e.f 25.06.2022	
2023-2024	Whole Time Director cum CFO	Monthly Remuneration of Rs. 30 Lakhs p.m. (Rs. 360 Lakhs p.a.) including perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit subject to availability of profits w.e.f 25.06.2022	In the EGM held on 25.06.2022

(ii) Present Remuneration:

Mr. Amit Jain, Whole Time Director cum CFO (DIN: 00416133) of the company is presently drawing a remuneration as per following terms and conditions as set out below:

Monthly/ yearly remuneration	Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms.
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

4. Remuneration Proposed:

The remuneration of Mr. Amit Jain, Whole-time Director cum CFO (DIN: 00416133) of the company has been proposed with effect from 29.06.2024 to 13.04.2026 on the terms and conditions as mentioned below:

Remuneration & Perquisites:

Monthly/ yearly remuneration	Upto Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including all, perquisites & other allowances as per company norms or as may be decided by Board of Directors from time to time.
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Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.
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5. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid/proposed to be paid to Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director cum CFO (DIN: 00416133) (looking at the profile of the position and person) is as per the remuneration being paid by the companies of comparable size in the industry in which the company operates.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director cum CFO (DIN: 00416133) of the company. They are also the Promoters of the Company.

Further Mr. Rajiv Jain holds 25,59,277 (25.87%) equity shares and Mr. Amit Jain holds 23,66,666 (23.92%) equity shares of the company as on 7th May, 2024. They are also taking the remuneration and Commission as being the Chairman cum Managing Director and Whole-Time Director cum CFO of the company respectively.

Apart from above remuneration including perquisites paid or proposed to be paid to Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director cum CFO (DIN: 00416133) of the company as stated above and their respective shareholding held directly or through their relatives in the company, Mr. Rajiv Jain and Mr. Amit Jain are brothers. Mrs. Shilpa Ajmera, wife of Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) and Mrs. Shweta Jain, wife of Mr. Amit Jain, Whole-Time Director cum CFO (DIN: 00416133) are holding the place of profit in the company. Other than stated above they do not have any pecuniary relationship directly or indirectly with the Company, or relationship with any Director or KMP of the Company or their relatives.

(III) OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

The company has reported the Profit after Tax of Rs. 2421.20 Lakhs for the financial year 2023-2024 as compared to Profit after Tax of Rs. 3,941.25 Lakhs for the financial year 2022-2023.

During the financial year 2023-2024, the company expanded its operations in various states esp. in the state of Bihar and opened 43 more branches and 2 Zonal offices. Due to the expansion and recruitment of man power (647 new employees were recruited during the financial year 2023-2024), the personnel cost and operational cost of the company also increased which will yield positive financial results in coming time.

Further, During the financial year 2023-2024, due to the increased risk of fake KYCs, the company decided to do a conscious lending and due to this the Asset Under Management (AUM) of the company was not aggressively increased.

2. Steps taken or proposed to be taken for improvement:

The Company has been consistently developing its various offices based on their performance and financial viability by considering their business continuation and business potential. Henceforth during the financial year 2023-2024, the company has spread its presence and business operations by opening 43 more branches and 2 Zonal offices and has also closed 3 branches.

As on 31st March 2024, the Company has its geographical presence in States and Union Territory namely, Bihar, Haryana, Himachal Pradesh, Jammu, Madhya Pradesh, Punjab, Rajasthan, Uttar Pradesh and Uttarakhand.

The Company has a strong foothold in Micro finance loans by providing financial solution to its customers in rural and semi-rural areas through JLG products.

The company have received the KUA license from Unique Identification Authority of India (UIDAI) and after technology integration the e-KYC feature will be activated which will eliminate the risk of fake KYC and as a result the business as well as profitability is expected to be increased in coming year(s).

3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

The company has earned the Profit (i.e Profit after Tax) of Rs. 2421.20 Lakhs for financial year 2023-2024 and the company with all the above mentioned efforts and strategy is expected to do well in future.

The other details of Mr. Rajiv Jain & Mr. Amit Jain as required to be given pursuant to the Secretarial Standard in respect of Item No. 7 & 8 of the Notice are as under:

S. No.	Particulars	Mr. Rajiv Jain	Mr. Amit Jain
1.	Date of Birth	23/09/1974	28/07/1976
2.	DIN	00416121	00416133
3.	Age	50 Years	48 Years
4.	Category	Executive	Executive
5.	Nationality	Indian	Indian
6.	Date of Appointment on the Board	17/04/1995 (Since Incorporation)	17/04/1995 (Since Incorporation)
7.	Qualifications	B.Sc.	B.Sc., LLB
8.	Master in specific functional area	29 Years' experience in finance field	29 Years' experience in finance field
9.	No. of Equity Shares held in the Company Shares as on 07.05.2024	25,59,277	23,66,666
10.	Number of Board Meeting attended during the year 2023-2024	There were 6 Board Meetings held during the FY 2023-2024 and all the Six meetings were attended by him.	There were 6 Board Meetings held during the FY 2023-2024 and all the Six meetings were attended by him.
11.	Terms & Conditions of Appointment	Appointed as Chairman Cum Managing Director of the Company for a period of 5 Years (Five years) with effect from 14th April, 2021 to 13th April, 2026	Appointed as Whole-Time Director cum CFO of the Company for a period of 5 Years (Five years) with effect from 14th April, 2021 to 13th April, 2026
12.	Eligibility	He fulfills the 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	He fulfills the 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	He is Brother of Mr. Amit Jain, Whole-Time Director cum CFO.	He is Brother of Mr. Rajiv Jain, Chairman cum Managing

		Other than this he is not related to any Director of KMP of the company.	Director. Other than this he is not related to any Director of KMP of the company.
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Further, Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director cum CFO (DIN: 00416133) of the company, are not having directorship in any company other than Digamber Capfin Limited

Details of Chairmanship/ Membership in committees of Digamber Capfin Limited are as follows:

Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director cum CFO (DIN: 00416133) of the company, are not the members of any other company other than Digamber Capfin Limited.

Mr. Rajiv Jain	Chairman/Mem ber	Mr. Amit Jain	Chairman/Mem ber
Asset-Liability Management Committee	Chairman	Asset-Liability Management Committee	Member
Corporate Social Responsibility Committee	Chairman	Corporate Social Responsibility Committee	Member
Executive Committee	Chairman	Executive Committee	Member
Risk Management Committee	Chairman	Risk Management Committee	Member
Nomination & Remuneration Committee	Member	Staff Appraisal Committee	Member
Staff Appraisal Committee	Chairman	IT Strategy Committee	Member
IT Strategy Committee	Member	IT Steering Committee	Member
IT Steering Committee	Chairman	Incentive Distribution Committee	Member
Incentive Distribution Committee	Chairman	New Product Committee	Member
New Product Committee	Chairman	Environmental, Social and Governance Committee	Chairman

Stakeholder Relationship Committee	Chairman	Stakeholder Relationship Committee	Member
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Disclosure: All the disclosures from (i) to (iv) as mentioned under point IV under the heading Disclosures of Schedule V of Companies Act 2013 are mentioned in the Board of Director's report under the heading "Corporate Governance".

The Board recommends the special resolutions set out at Item No. 7 & 8 of the notice for approval by members of company. Only those members who are not interested in these items can vote for Item No. 7 & 8

Except Mr. Rajiv Jain, Chairman cum Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director cum CFO (DIN: 00416133) of the company and their relatives who are members, none of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolutions set out at Item No. 7 & 8 of the notice.

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

Date: 07.05.2024

Place: Jaipur

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

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 2023-2024 (29th 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 29th Annual General Meeting along with Annual Report of the company has been uploaded on the website of the Company at www.digamberfinance.com.

This is opportunity for every shareholder of **DIGAMBER CAPFIN LIMITED** (The Company) to contribute to the Green Initiative of the Company. In furtherance of the initiative, the company proposes to send all communication and notices/documents at the registered e-mail id of the shareholders. 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 to compliance@digamberfinance.com.

The Route Map, Proxy Form and Attendance Slip are attached with the Annual Report.

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-

(Please State Name, Address, Email Id and Signature)

- Mr./Mrs. _____ Address: _____ having mail ID _____ or failing him/her. Signature _____
- Mr./Mrs. _____ Address: _____ having mail ID _____ or failing him/her. Signature _____
- Mr./Mrs. _____ Address: _____ having mail ID _____ or failing him/her. Signature _____

as my/our proxy to attend and vote (only on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on Saturday 29th Day of June, 2024 at 11.30 A.M. at the registered office of the Company situated 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 2024, along with the report of Board of Directors and Auditors along with all annexure thereon		
2.	To re-appoint Mr. Nayan Ambali (DIN:03312980), as Director of the Company who is liable to retire by rotation and being eligible, offers himself for re-appointment:		
3.	To appoint M/S Jain Paras Bilala & Co. (Firm Registration No. 011046C) Chartered Accountants, as statutory auditors of the company		
Special Business			
4.	To approve the regularization of Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director of the company for the period of five years.		
5.	To approve the regularization of Mr. Chandramouli Coorg Subramanian (CM) (DIN: 10619001) as an Independent Director of the company for the period of five years.		
6.	To approve remuneration of Ms. Debleena Majumdar (DIN: 07663430) as an Independent Director of the Company		
7.	To approve revision in the remuneration of Mr. Rajiv Jain, Chairman cum Managing Director (DIN:00416121) of the company		
8.	To approve revision in the remuneration of Mr. Amit Jain, Whole Time Director cum CFO (DIN: 00416133) of the company		

Signed this _____ day of _____ 2024

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 the registered shareholder/proxy for the registered Shareholder of the Company.

I/ We hereby record my/ our presence at the 29th Annual General Meeting of the Company held on Saturday 29th June 2024 at 11.30 A.M. at the registered office of the Company at J 54-55, Anand Moti, Gopalpura, Tonk Road, Jaipur-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

