

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (30TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") (CIN: U67120RJ1995PLC009862) WILL BE HELD ON THURSDAY, 31ST DAY OF JULY 2025, 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 2025, 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, and pursuant to the recommendation of Audit Committee and Board of Directors, the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 comprising of the Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement and Statement for Change in the Equity Share Capital for the financial year ended 31st March, 2025 along with accounting policies, schedules and notes forming part 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. Jatin Chhabra (DIN: 08271333), 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. Jatin Chhabra (DIN: 08271333), Director of the Company, who is liable to retire by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS:

3. To approve the Re-appointment and remuneration of Mr. Rajiv Jain, Chairman and 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 Sections 196, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and as per the provisions of RBI Master Direction- Reserve Bank of India (Non-Banking Financial Company)-Scale Based Regulations) Directions, 2023 and Master Circular- Non- Banking Financial Companies- Corporate Governance (Reserve Bank) Directions, 2015 (as amended from time to time) or any other applicable directions and pursuant to the recommendation of Nomination & Remuneration committee & Board of Directors of the Company, Mr. Rajiv Jain (DIN: 00416121) be and is hereby appointed as Chairman and Managing Director of the Company not liable to retire by rotation for a period of 5 Years commencing from 14th April 2026 to 13th April, 2031 (his present tenure and remuneration will continue as per the previous resolutions dated 13th April 2021 (for tenure as Chairman and Managing Director) and dated 29th June 2024 (for remuneration) passed till 13th April 2026 and thereafter this resolution will be effective w.e.f. 14th April, 2026) on a remuneration as mentioned below which will be effective from 14th April, 2026 to 13th April, 2029 on the terms and conditions as mentioned below:

Tenure: For 5 years from 14th April 2026 to 13th April, 2031

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 (remuneration w.e.f 14 th April, 2026 to 13 th April, 2029)
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

RESOLVED FURTHER THAT Board of the Company be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, 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 is 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."

4. To approve the Re-appointment and remuneration of Mr. Amit Jain, Whole Time Director (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 Sections 196, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and as per the provisions of RBI Master Direction- Reserve Bank of India (Non-Banking Financial Company)-Scale Based Regulations) Directions, 2023 and Master Circular- Non- Banking Financial Companies- Corporate Governance (Reserve Bank) Directions, 2015 (as amended from time to time) or any other applicable directions and on the recommendation of Nomination & Remuneration committee and Board of Directors of the company, Mr. Amit Jain (DIN: 00416133) be and is hereby appointed as Whole-Time Director of the Company not liable to retire by rotation for a period of 5 Years commencing from 14th April 2026 to 13th April, 2031 (his present tenure and remuneration will continue as per the previous resolutions dated 13th April 2021 (for tenure as Whole Time Director) and dated 29th June 2024 (for remuneration) passed till 13th April 2026 and thereafter this resolution will be effective w.e.f. 14th April, 2026) on a remuneration as mentioned below which will be effective from 14th April, 2026 to 13th April, 2029 on the terms and conditions as mentioned below:

Tenure: For 5 years from 14th April 2026 to 13th April, 2031

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 (remuneration w.e.f 14th April, 2026 to 13th April, 2029)
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

RESOLVED FURTHER THAT Board of the Company be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, 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 is 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: 21.05.2025
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 30th Annual General Meeting for the Financial Year 2024-2025 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. The brief profile of the Director liable to retire by rotation and being eligible for reappointment, is attached as Annexure-B.
4. 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.
5. 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.
6. 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.

7. 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 on or before July 25, 2025
8. 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.
9. The Notice of 30th AGM along with the Annual Report for the Financial Year 2024-2025 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 30th AGM and the Annual Report for the Financial Year 2024-2025 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 2024-25, upon sending a request to the Company on compliance@digamberfinance.com mentioning your folio/DP ID and Client ID.
10. The Notice of 30th AGM and the Annual Report are also available on the Company's website at <https://www.digamberfinance.com/disclosure.php>
11. 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.
12. 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.
13. For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company at
compliance@digamberfinance.com

14. 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

15. 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.
16. 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.
17. 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.
18. 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.

19. 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
20. 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: 21.05.2025
Place: Jaipur**

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

As per the requirement of the provisions of section 196 of the Companies Act, 2013, no company shall appoint any person as its Managing Director, Whole-Time Director or Manager for a term exceeding five years at a time.

In terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, nomination, remuneration and compensation policy of the company made under RBI regulations on Guidelines on Compensation of Key Managerial Personnel and Senior Management in NBFCs dated 29.04.2022, the Company, is required to obtain approval of shareholders of the company for the appointment of Managerial personnel and to fix their remuneration and also requires the approval of the shareholders for any change in terms and conditions of the appointment or if the limit and/or terms and conditions of remuneration paid to its Managing Director are varied as per the provisions of Section 197 read with Schedule V and applicable rule of the Companies Act, 2013.

It is hereby informed that the Shareholders of the company had appointed Mr. Rajiv Jain (DIN: 00416121) 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 and 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 Extra Ordinary General Meeting held on Tuesday, 13th April, 2021 as per the terms mutually agreed between the Company and Mr. Rajiv Jain.

Thus, the Board feels appointment of Mr. Rajiv Jain for the period of five years with effect from 14th April, 2026 to 13th April, 2031 is appropriate and in the best interest of the Company and recommends the resolution set out in item No. 3 relating to the appointment and fixation of his remuneration for the period of three years with effect from 14th April, 2026 to 13th April, 2029 to be passed as a Special Resolution.

Further, it is informed that the shareholders in the Annual General Meeting held on 29th June, 2024 had fixed the remuneration of Mr. Rajiv Jain, Chairman and Managing Director at 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 the policy of the company or as may be decided by Board of

Directors from time to time and commission not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit is payable to him till 13.04.2026.

Accordingly, it is proposed to seek the approval of the shareholders for appointment of Mr. Rajiv Jain for the period of five years commencing from 14th April, 2026 to 13th April, 2031 (his present tenure and remuneration will continue as per the previous resolutions dated 13th April 2021 (for tenure as Chairman and Managing Director) and dated 29th June 2024 (for remuneration) passed till 13th April 2026 and thereafter this resolution will be effective w.e.f. 14th April, 2026) as Chairman and Managing Director designated as Executive Director not liable to retire by rotation, in terms of the applicable provisions of the Act. The terms and conditions for remuneration and other perquisites for a period of 3 years w.e.f. 14th April, 2026 till 13th April, 2029 payable to the Chairman and Managing Director are as under:

On the recommendation and approval given by Nomination & Remuneration Committee as per section 178 & rules prescribed for this purpose and NBFCs Corporate Governance (Reserve Bank) Directions, 2015, and as per the approval of Board of Directors at its board meeting held on Wednesday, 21st May, 2025 for the appointment and payment of remuneration of Mr. Rajiv Jain, Chairman and Managing Director of the Company on the terms and conditions as mentioned below:

Tenure: For 5 years from 14th April 2026 to 13th April, 2031 and remuneration shall be for a period of 3 years from 14th April, 2026 to 13th April, 2029

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 for a period of 3 years (remuneration w.e.f. 14 th April, 2026 to 13 th April, 2029).
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

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

ITEM NO. 4

As per the requirement of the provisions of section 196 of the Companies Act, 2013, no company shall appoint any person as its Managing Director, Whole-Time Director or Manager for a term exceeding five years at a time.

In terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, nomination, remuneration and compensation policy of the company made under RBI regulations on Guidelines on Compensation of Key Managerial Personnel and Senior Management in NBFCs dated 29.04.2022, the Company, is required to obtain approval of shareholders of the company for the appointment of Managerial personnel and to fix their remuneration and also requires the approval of the shareholders for any change in terms and conditions of the appointment or if the limit and/or terms and conditions of remuneration paid to its Whole Time Director / Executive Director are varied as per the provisions of Section 197 read with Schedule V and applicable rule of the Companies Act, 2013.

It is hereby informed that the Shareholders of the company had appointed Mr. Amit Jain 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 14.04.2021 to 13.04.2026 in the Extra Ordinary General Meeting held on Tuesday, 13th April, 2021 as per the terms mutually agreed between company and Mr. Amit Jain.

Thus, the Board feels appointment of Mr. Amit Jain for the period of five years with effect from 14th April, 2026 to 13th April 2031 is appropriate and in the best interest of the Company and recommends the resolution set out in item No. 4 relating to the appointment and fixation of his remuneration for that period of three years with effect from 14th April, 2026 to 13th April, 2029 to be passed as a Special Resolution.

Further it is informed that the shareholders in the Annual General Meeting held on 29th June, 2024 had fixed the remuneration of Mr. Amit Jain, Whole Time Director of the company at 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 the policy of the company or as may be decided by Board of Directors from time to time and commission not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit is payable to him till 13.04.2026.

Accordingly, it is proposed to seek the approval of the shareholders for appointment of Mr. Amit Jain for the period of five years commencing from 14th April, 2026 to 13th April, 2031 (his present tenure and remuneration will continue as per the previous resolutions dated 13th April 2021 (for tenure as Whole Time Director) and dated 29th June 2024 (for remuneration) passed till 13th April 2026 and thereafter this resolution will be effective w.e.f. 14th April, 2026) as Whole Time Director designated as Executive Director not liable to retire by rotation, in terms of the applicable provisions of the Act. The terms and conditions for the remuneration and other perquisites for a period of 3 years w.e.f. 14th April, 2026 to 13th April, 2029 payable to the Whole Time Director are as under:

On the recommendation and approval given by Nomination & Remuneration Committee as per section 178 & rules prescribed for this purpose and NBFCs Corporate Governance (Reserve Bank) Directions, 2015, and as per the approval of Board of Directors at its board meeting held on Wednesday, 21st May, 2025 for the appointment and payment of remuneration of Mr. Amit Jain, Whole Time Director of the Company on the terms and conditions as mentioned below:

Tenure: For 5 years from 14th April 2026 to 13th April, 2031 and remuneration shall be for a period of 3 years from 14th April, 2026 to 13th April, 2029.

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 for a period of 3 years (remuneration w.e.f. 14 th April, 2026 to 13 th April, 2029).
Commission	Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.

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

Annexure A

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 started the new microfinance vertical and obtained the RBI registration certificate on September 06, 2013 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 2024-25 along with previous financial year 2023-24 figures is given hereunder:

Particulars	Unit	March 31, 2025	March 31, 2024	Difference	Change (%)
Total Revenue from Operations	Rs. In Lakh	23,274.10	26,803.98	-3,529.88	-13.16%
(+) Other Income	Rs. In Lakh	895.21	1,047.89	-152.68	-14.57%
Total Income	Rs. In Lakh	24,169.31	27,851.87	-3,682.56	-13.22%
(-) Total Expenditure	Rs. In Lakh	19,740.68	14,432.92	5,307.76	36.77%
(other than Interest Expense and Depreciation)					
EBIDTA (Earnings before interest Depreciation & Tax)	Rs. In Lakh	4,428.63	13,418.95	-8,990.32	-66.99%

(-) Interest Expense		Rs. In Lakh	9,171.16	10,087.5	-916.34	-9.08%
Profit before Depreciation and tax		Rs. In Lakh	-4742.53	3,331.45	-8073.98	-242.35%
(-) Depreciation		Rs. In Lakh	146.60	156.27	-9.67	-6.19%
Profit before tax		Rs. In Lakh	-4.889.13	3,175.18	-8,064.31	-253.97%
(-) Tax Expenses	Current Tax	Rs. In Lakh	0	798.15	-798.15	-100.00%
	Deferred Tax		-250.59	-55.99	-194.6	347.56%
	Income Tax for Earlier Year		96.86	11.82	85.04	719.46%
Profit after tax		Rs. In Lakh	-4,735.40	2,421.20	-7,156.6	-295.5%
Total Comprehensive Income for the period		Rs. In Lakh	-4,722.60	2,425.67	-7,148.27	-294.69%
EPS (Basic)		In Rs.	-47.87	24.47	-72.34	-295.62%
EPS (Diluted)		In Rs.	-47.87	24.42	-72.29	-296.02%
Paid-up Equity Share Capital		Rs. In Lakh	989.3246	989.3246	0.00	0.00%
Face Value of Equity Shares		In Rs.	10 each	10 each	0.00	0.00%

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 APPOINTMENT IS UNDER CONSIDERATION:

A. Details about Mr. Rajiv Jain

1. Back ground Details:

Mr. Rajiv Jain, (DIN: 00416121), currently designated as the Chairman and Managing Director is a Co-founder of the company and having 30 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 the Extra Ordinary General Meeting 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 and 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 Extra Ordinary General Meeting 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 2025-2026:

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
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	Chairman and 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	Chairman and 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 in an financial year of the company subject to availability of profits w.e.f 25.06.2022	In the EGM held on 25.06.2022
2023-2024	Chairman and 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 in an financial year of the company subject to availability of profits w.e.f 25.06.2022	In the EGM held on 25.06.2022
2024-2025	Chairman and Managing Director	Monthly Remuneration of Rs. 30 Lakhs p.m. (Rs. 360 Lakhs p.a.) including all perquisites and other allowances as per company norms & commission not exceeding 2% of Net Profit in an accounting year of the company subject to availability of profits	In the AGM held on 29.06.2024

(ii) Present Remuneration:

Mr. Rajiv Jain, Chairman and 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:

Keeping in view of the experience of Mr. Rajiv Jain, Chairman and Managing Director (DIN: 00416121) of the company and his dedication and continuous support in the affairs of the company, the remuneration has been proposed with effect from 14.04.2026 to 13.04.2029 (his present tenure and remuneration will continue as per the previous resolutions dated 13th April 2021 (for tenure as Chairman and Managing Director) and dated 29th June 2024 (for remuneration) passed till 13th April 2026 and thereafter this resolution will be effective w.e.f. 14th April, 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 (DIN: 00416133) is a 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 Extra Ordinary

General Meeting 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 14.04.2021 to 13.04.2026 by approval of members in the Extra Ordinary General Meeting held on 13.04.2021.

Further Mr. Amit Jain (DIN: 00416133) has also been Chief Financial Officer (CFO) w.e.f 27.03.2019 till 12.12.2024 along with existing designation of Whole-time Director (WTD) of the company.

2. Job Profile & Recognition or Awards:

The willingness of Mr. Amit Jain, Whole time Director (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 30 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. Under his leadership, Digamber Capfin Limited integrated new technologies and systems, becoming a technology-driven NBFC-MFI. Mr. Jain's involvement in MIFOS Initiatives (USA) and advisory role in developing the RuPie app by Wepact Technologies Pvt Ltd.

Mr. Amit Jain, Whole time Director (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 2024-2025:

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
2019-2020	Whole Time Director and 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 and 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 and 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 and 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 in a financial year of the company subject to availability of profits w.e.f 25.06.2022	In the EGM held on 25.06.2022
2023-2024	Whole Time Director and 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
2024-25	Whole Time Director (Resigned as CFO w.e.f 12.12.2024)	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 in an accounting year of the company subject to availability of profits	In the AGM held on 29.06.2024

(ii) Present Remuneration:

Mr. Amit Jain, Whole Time Director (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:**

Keeping in view of the experience of Mr. Amit Jain, Whole Time Director (DIN: 00416121) of the company and his dedication and continuous support in the affairs of the company, the remuneration has been proposed with effect from 14.04.2026 to 13.04.2029 ((his present tenure and remuneration will continue as per the previous resolutions dated 13th April 2021 (for tenure as Whole Time Director) and dated 29th June 2024 (for remuneration) passed till 13th April 2026 and thereafter this resolution will be effective w.e.f. 14th April, 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.

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 and Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director (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. Rajiv Jain, Chairman and Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director (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 23,67,599 (23.93%) equity shares of the company as on 30th April, 2025. They are also taking the remuneration and Commission as being the Chairman and Managing Director and Whole-Time Director of the company respectively.

Apart from above remuneration including perquisites paid or proposed to be paid to Mr. Rajiv Jain, Chairman and Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director (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.

Further, Mrs. Shilpa Ajmera, wife of Mr. Rajiv Jain, Chairman and Managing Director (DIN: 00416121) and Mrs. Shweta Jain, wife of Mr. Amit Jain, Whole-Time Director (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 loss of Rs. 4735.40 lakhs during the Financial Year 2024-2025, as compared to the Profit after Tax of Rs. 2421. 20 Lakhs for the financial year 2023-2024. The Loss is mainly due to the stress in microfinance industry. The management of the company of the opinion that this is a temporary stress and the situation is expected to be improved on coming quarters and as a result of the same the revenue of the company is expected to be increased. During the financial year 2024-2025 to overcome the challenges the company took various steps including running special drives to improve the collection efficiencies of the company and to recover the amount from NPAs including accounts already written off by the company.

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

During the financial year 2024-2025, Company has adopted cautious lending. The company has also invested in technology for increasing operational efficiency. During the year, there is increase in operational cost of the company due to investment in technology which will yield positive financial results in coming years.

Further, to cop up with the increasing bad debts and financial distress in the microfinance industry, the company has also slowed down the disbursement during the period under review, hence, the decrease gross revenue has been reported during the period under review.

To strengthen recovery efforts and enhance collection efficiency, the company have launched a 70-day collection drive focused on recovering overdue amounts and controlling new fall cases. Additionally, the Super FO Contest has been introduced to incentivize and recognize high-performing collection officers, driving greater engagement and effectiveness in our collection initiatives. A new performance-based incentive system has been introduced to motivate and reward collection teams, leading to improved efficiency and accountability.

Further, as per the current market scenario and from the interaction with customers, it was observed that many customers due to their financial difficulties are unable to pay their entire obligation towards the Company but still they want to clear their dues to the Company. Keeping in view of the recovery of the maximum possible amount from the sticky cases, the Company came up with One- Time Settlement Policy. This policy will allow the customers to pay a lesser amount in comparison to the actual due amount to settle an outstanding debt.

The Company has taken some customer-centric digital initiative like our B2C application named Loan Mitra which enables borrowers to conveniently access their outstanding dues, payment schedules, and loan details. Additionally, customers can now directly pay their EMI's into our bank account through the application, ensuring a seamless and hassle-free payment experience.

Further, A WhatsApp-enabled SMS notification system has been deployed to send automated reminders to customers about their upcoming EMI's, ensuring better awareness and timely payments.

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

To navigate the current challenges, the company is actively implementing strategic initiatives to improve asset quality, optimize operational efficiencies, and reinforce risk management frameworks. These proactive steps will position Digamber Capfin Limited for a stronger and more resilient future. The efforts are already yielding positive results, particularly in company's collections performance.

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. 3 & 4 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	30 Years' experience in finance field	30 Years' experience in finance field
9.	No. of Equity Shares held in the Company Shares as on 31.03.2025	25,59,277	23,67,599
10.	Number of Board Meeting attended during the year 2024-2025	There were 6 Board Meetings held during the FY 2024-2025 and all the Six meetings were attended by him.	There were 6 Board Meetings held during the FY 2024-2025 and Five meetings were attended by him.
11.	Terms & Conditions of Appointment	Appointed as Chairman and Managing Director of the Company for a period of 5 Years (Five years) with effect from 14th April, 2026 to 13 th April, 2031	Appointed as Whole-Time Director of the Company for a period of 5 Years (Five years) with effect from 14th April, 2026 to 13 th April, 2031

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. Other than this he is not related to any Director or KMP of the company.	He is Brother of Mr. Rajiv Jain, Chairman and Managing Director. Other than this he is not related to any Director or KMP of the company.

Further, Mr. Rajiv Jain, Chairman and Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director (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 and Managing Director (DIN: 00416121) and Mr. Amit Jain, Whole-time Director (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	Executive Committee	Member
Executive Committee	Chairman	Risk Management Committee	Chairman
Manpower Planning and Appraisal Committee formally known as Staff Appraisal Committee	Chairman	Manpower Planning and Appraisal Committee formally known as	Member

		Staff Appraisal Committee	
New Product Committee	Chairman	IT Strategy Committee	Member
Stakeholder Relationship Committee	Chairman	IT Steering Committee	Chairman
		Information Security Committee	Member
		New Product Committee	Member
		Environmental, Social and Governance Committee	Chairman
		Stakeholder Relationship Committee	Member
		Committee of Executives For Fraud Risk Management	Chairman

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".

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

**Date: 21.05.2025
Place: Jaipur**

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

ANNEXURE B

As per the requirement of provisions of section 152(6) of Companies Act, 2013, 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, not less than two-thirds of the total number of Directors of a public company shall be persons whose period of office is liable to determination by retirement of Directors by rotation; and be appointed by the company in general meeting, one-third of such of the Directors for the time being as are liable to retire by rotation.

It is hereby informed that Mr. Jatin Chhabra (DIN: 08271333), Non-Executive Director is liable to retire by rotation and being eligible for re-appointment.

Details of Mr. Jatin Chhabra:

Background Details:

Mr Jatin Chhabra (DIN: 08271333) is presently working as project head in health care Sansthan. His primary activity is the installation of various plants, such as solar defluoridation and RO plants, in diverse regions, making him an expert in the analysis of rural and semi-rural areas. He actively participates in creating the company's strategic plan and vision for supporting water and sanitation.

The other details of Mr. Jatin Chhabra as required to be given pursuant to the Secretarial Standard in respect of Item No. 2 of the Notice are as under:

S.No.	Name of Director	Mr. Jatin Chhabra
1.	Date of Birth	15/08/1977
2.	DIN	08271333
3.	Age	47 Years
4.	Category	Non-Executive Director
5.	Nationality	Indian
6.	Date of Appointment on the Board	21/01/2019
7.	Qualifications	M.Sc
8.	Master in specific functional area	Finance and Rural Development
9.	No. of Equity Shares held in the Company Shares as on 31.03.2025	1,03,300

10.	Number of Board Meeting attended during the year 2024-2025	There were 6 Board Meetings held during the FY 2024-2025 and Five meetings were attended by him.
11.	Relationships between Directors/ KMP	Mr. Jatin Chhabra is not related to any Director or KMP of the Company
12.	List of the directorships held in other companies (except Digamber Capfin Limited)	NIL
13.	Chairmanship/Membership in any Company	NIL

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

**Date: 21.05.2025
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 2024-2025 (30th 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 30th 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.

MGT-11

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

	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. Mr./Mrs. _____ Address: _____
 Mail ID: _____ Signature _____ or failing him/her.
2. Mr./Mrs. _____ Address: _____
 Mail ID: _____ Signature _____ or failing him/her
3. Mr./Mrs. _____ Address: _____
 Mail ID: _____ Signature _____ or failing him/her

as my/our proxy to attend and vote (only on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Thursday 31st Day of July, 2025 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, approve and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2025, along with the report of Board of Directors and Auditors along with all annexure thereon		
2.	To Re-appoint Mr. Jatin Chhabra (DIN: 08271333), as Director of the Company who retire by rotation and being eligible, offers himself for re-appointment		
Special Business			
3.	To approve the Re appointment and remuneration of Mr. Rajiv Jain, Chairman and Managing Director (DIN:00416121) of the company		
4.	To approve the Re appointment and remuneration of Mr. Amit Jain, Whole Time Director (DIN: 00416133) of the company		

Signed this _____ day of _____ 2025

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.

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

