

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST (31ST) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") (CIN: U67120RJ1995PLC009862) WILL BE HELD ON WEDNESDAY, 15TH DAY OF JULY 2026, AT 11:30 A.M. (IST) THROUGH PHYSICAL MODE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT J 54-55, ANAND MOTI, HIMMAT NAGAR, GOPALPURA, TONK ROAD, JAIPUR-302018, RAJASTHAN AND THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider, approve and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2026, 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, 2026 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, 2026 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. 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 Section 152(6) of the Companies Act, 2013 read with the Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Nayan Ambali (DIN: 03312980), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To approve the regularization of Mr. Om Prakash Verma (DIN: 11722286) 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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, the Articles of Association of the Company and the provisions of the RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Governance) Directions, 2025, as amended from time to time, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Om Prakash Verma (DIN: 11722286), who was appointed as an Additional Director in the category of Independent Director of the Company with effect from 08th June, 2026 and who holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 commencing from 08th June, 2026 and ending on 07th June, 2031.

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof duly authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. To approve Digamber Capfin Limited Employees Stock Option Scheme – 2026 (DCL ESOP 2026)

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rules made thereunder, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals,

permissions, consents and sanctions, and pursuant to the recommendations of the Board of Directors, Digamber Capfin Limited Employees Stock Option Scheme – 2026' ("DCL ESOP 2026" / "Scheme") as placed before the meeting be and is hereby approved, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorise to create, grant, offer, issue and allot, in one or more tranches, up to 98900 (Ninety Eight Thousand Nine Hundred) Employee Stock Options ("Options"), exercisable into equivalent number of fully paid-up Equity Shares of the Company, on such terms and conditions as may be determined by the Board in accordance with the provisions of the applicable laws and the Scheme.

The aforesaid Options may be granted to:

- a. permanent employees of the Company working in India or outside India;
- b. directors of the Company, whether whole-time directors or not, but excluding independent directors; and
- c. employees and directors covered under clauses (a) and (b) above, of the subsidiary company(ies) of the Company,

but shall not include:

- i. an employee who is a promoter or belongs to the promoter group; or
- ii. a director who either by himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company,

and such other persons as may be permitted under the applicable laws from time to time (collectively referred to as "Eligible Employees").

FURTHER RESOLVED THAT the number of Options/Shares aforesaid shall stand adjusted in accordance with the applicable provisions of law and the Scheme, in the event of any variation in the share capital of the Company on account of sub-division, consolidation, bonus issue, rights issue or any other corporate action, in such manner as may be determined by the Board.

FURTHER RESOLVED THAT the Scheme shall be implemented through the direct route by way of fresh allotment of Equity Shares by the Company and shall follow the cash mechanism.

FURTHER RESOLVED THAT the Board be and is hereby authorised to administer and supervise the Scheme, determine the price of share on which the options are to be granted and to exercise all powers and perform all acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the Scheme.

FURTHER RESOLVED THAT the Equity Shares to be issued and allotted by the Company upon exercise of the Options shall rank pari passu in all respects with the existing Equity Shares of the Company.

FURTHER RESOLVED THAT the Company shall comply with the applicable accounting policies, guidelines and accounting standards as may be prescribed from time to time, including any disclosure requirements prescribed thereunder.

FURTHER RESOLVED THAT the Board be and is hereby authorised, subject to compliance with applicable laws, to modify, amend, alter, vary, suspend or terminate the Scheme at any time and to do all such acts, deeds, matters and things as it may deem necessary or expedient for the purpose of implementing, administering and giving effect to the Scheme and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the Members of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to appoint merchant bankers, advisors, consultants, legal professionals, trustees, agents, representatives or such other intermediaries as may be required for the effective implementation and administration of the Scheme and to make applications, filings and submissions with the appropriate regulatory authorities and to take all necessary actions in connection therewith.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee, Director(s), Officer(s) or authorised representative(s) of the Company for the purpose of giving effect to this Resolution and to do all acts, deeds and things as may be necessary in connection therewith, including filing of requisite forms and returns under the Companies Act, 2013.

FURTHER RESOLVED THAT notwithstanding introduction and implementation of the Digamber Capfin Limited Employees Stock Option Scheme – 2026, the existing ESOP scheme(s) of the Company shall continue to remain in force in parallel in respect of the options already granted thereunder until such options are vested, exercised, lapsed, cancelled or otherwise terminated in accordance with the terms of the respective existing ESOP scheme(s)."

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

**Date: 08.06.2026
Place: Jaipur**

**s/d
Riddhi Sharma
Company Secretary and Compliance Officer
Membership No.: A46453**

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, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (including amendment thereof) (collectively referred to as "said Circulars") permitted the holding of general meeting through VC / OAVM. The 31ST Annual General Meeting for the Financial Year 2025-2026 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-A.
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, Himmat Nagar, Gopalpura, Tonk Road, Jaipur-302018, Rajasthan or by e-mail to compliance@digamberfinance.com with a cc marked to riddhi.sharma@digamberfinance.com and cco@digamberfinance.com on or before 08th July, 2026.

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 31st AGM along with the Annual Report for the Financial Year 2025-2026 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 31st AGM and the Annual Report for the Financial Year 2025-2026 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 2025-26, upon sending a request to the Company on compliance@digamberfinance.com mentioning your folio/DP ID and Client ID.
10. The Notice of 31st 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. 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.
14. 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 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 & allowed to join the meeting through VC/OAVM mode.

15. In case of any query related to shares, 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.
16. The Registers maintained under the Companies Act, 2013 and other documents as required and related to the matters which are to be transacted in the proposed AGM 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
17. Instruction for joining the AGM through VC/OAVM:
 - a) Shareholders will be able to attend the AGM through VC/OAVM Facility through Zoho Cliq meetings. 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 and after installation just click on the joining link <https://cliq.zoho.in/meeting/1CQBBY1CEV0C> 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 technical glitches.

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

**Date: 08.06.2026
Place: Jaipur**

**Riddhi Sharma
Company Secretary and Compliance Officer
Membership No.: A46453**

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

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 08th June, 2026, appointed Mr. Om Prakash Verma (DIN: 11722286) as an Additional Director in the category of Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and the Rules made thereunder, to hold office up to the date of this Annual General Meeting.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has recommended the confirmation of appointment of Mr. Om Prakash Verma as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 08th June, 2026 and ending on 07th June, 2031, to the Members for their approval.

The Company has received following necessary documents from Mr. Om Prakash Verma:

- a. consent to act as Director in Form DIR-2 pursuant to the provisions of the Companies Act, 2013;
- b. intimation in Form DIR-8 under the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act; and
- c. a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Further, Mr. Om Prakash Verma satisfies the Fit and Proper Criteria prescribed under the applicable guidelines and directions issued by the Reserve Bank of India from time to time.

In the opinion of the Board, Mr. Om Prakash Verma fulfils the conditions specified under the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The details of Mr. Om Prakash Verma as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure – B forming part of this Notice.

The letter of appointment and other relevant documents pertaining to the appointment of Mr. Om Prakash Verma shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection during the Annual General Meeting.

Considering his rich experience, expertise and knowledge in the relevant field, the Board is of the opinion that his association as an Independent Director would be beneficial and in the best interest of the Company.

Except Mr. Om Prakash Verma, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board of Directors recommends the passing of the Ordinary Resolution set out at Item No. 3 of the accompanying Notice and for approval of the Members for the matter.

ITEM NO. 4

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of the Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

The company is already having Digamber Capfin Limited Employees Stock Option Scheme – 2022 which was approved by shareholders in their meeting held on 25th June, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed a new ESOP Scheme named Digamber Capfin Limited Employees Stock Option Scheme – 2026 accordingly the Board of Directors has in its meeting held on 08th June, 2026, approved Digamber Capfin Limited Employees Stock Option Scheme – 2026 ("DCL ESOP 2026") and recommend the same to Shareholders for their approval.

In terms of Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares("Shares") to the Employees of the Company, the approval of the existing Members by way of resolution is required. The special resolution as set out in Item No. 04 is seeking approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

The main features and other details of the scheme as per Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

- 1. Objects of the Issue:** The main objective behind Employee Stock Option Scheme is to reward, motivate, retain and also attract the key Employees and to create a sense of ownership and participation amongst them so that they can contribute to the growth and profitability of the company.

- 2. Brief description of the scheme:** ESOP is basically a tool used by a company to retain its employee and get them awarded for being associated with the company. It is also a tool to attract talent.

As a part of an employee's benefit ESOP creates a sense of ownership in mind of employees and their interest in the organization remains intact. ESOP plays a vital role to attract employees at the growing stage of the Company.

Company is proposing to issue ESOP with an intention to attract and retain the personnel for positions of substantial responsibility and to provide additional incentive and scheme of ownership to employees.

Further, the ESOP Plan is implemented to enable the employees to share the wealth that they help to create for the company over a certain period of time.

The scheme talks about the method of granting, vesting, exercising the options and all the relevant aspects. The policy also gives a discretionary power to Board of Directors to decide the price on which options can be granted.

- 3. The total number of stock options to be granted:**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed more than 98900 Options which shall be convertible into equal number of Shares.

- 4. Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme:**

- a. Permanent Employee of the Company who has been working in India or outside India; or
- b. Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or
- c. an employee as defined in clause (a) or (b) of the Subsidiary Company of the Company (if any)

but does not include-

- i. an Employee who is a Promoter or a Person belonging to the Promoter Group; or
- ii. a Director who either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

5. The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme:

The Board of Directors may on the basis of all or any of the following criteria, or any other criteria which they deemed fit to decide on the Employees who are eligible for the grant of Options under the Scheme and the terms and conditions thereof.

- a. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- b. Performance of Employee: Employee's performance during the financial year on the basis of the parameters decided by the Company.
- c. Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- d. Any other criteria as decided by the Board of Directors from time to time.

Employees at all the levels in the Company will be eligible to participate in the Scheme.

New Joinees can also participate in the Scheme and be granted Options based upon the discretion of the Board of Directors.

6. Price on which the options can be granted and exercised:

The Board can decide and determine the price of options to be granted to the employees and exercised by them under the Scheme as defined in the Policy.

7. The requirement of vesting and period of vesting:

Subject to the continued employment of the Grantee (an eligible Employee to whom Options have been granted under the Scheme), vesting period shall commence from the grant date and shall be minimum of 1 (One) year from the date of grant and it may extend upto maximum of 8 (Eight) years from the date of grant, at the discretion of and in the manner prescribed by the Board of Directors.

Vesting of Options will be on yearly basis.

The actual vesting may further be linked with the eligibility criteria's, as determined by the Board of Directors, including but not limited to the performance of the Company and the Grantee, and mentioned in the grant letter.

The Options which get lapsed due to eligibility criteria's in any of the vesting, if any, will get lapsed from the hands of the Grantee. The Board of Directors shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the grant and first vesting.

8. The maximum period within which the Options shall be vested:

The options granted under the Scheme shall be vested within a maximum period of 8 (Eight) years.

9. The Exercise Price or the formula for arriving at the same:

Under this Scheme, the exercise price will be the price communicated to the Employee at the time of Grant of the Options.

10. Exercise period and process of Exercise:

After vesting, the Options can be exercised in parts at the end of every year through cash mechanism by submitting the exercise application, as prescribed by the Board of Directors from time to time, along with exercise price, applicable taxes and other charges, if any.

The Options shall be exercisable within such period as may be decided by the Board of Directors subject to the maximum period of 4 years from the date of respective vesting.

The vested Options which are not exercised within the exercise period shall lapse from the hands of the Grantees.

The Board of Directors shall have the power to cancel all or any of the Options granted under the Scheme, if so required, under any law for the time being in force or the order of any jurisdictional court. In the event of any such cancellation, the Company or the Board of Directors shall not be liable to compensate the Grantee in any manner.

11. Lock in period:

The Shares so allotted pursuant to the exercise of Options will not be subject to any lock in period from the date of allotment.

12. The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed more than 98900 which shall be convertible into equal number of Shares.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors.

13. The method which the company shall use to value its options:

Fair value method as per prescribed method under applicable laws/regulations.

14. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The conditions under which option vested in employees may lapse are:

- a. Non – exercise of Options according to terms and condition of the scheme.
- b. In case of termination of employment due to misconduct.

15. The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee

In the event of cessation of employment due to Resignation or Termination (not due to misconduct or ethical/ compliance violations) all vested Options as on that date shall be exercisable by the Grantee by last day of employment in the Company or before expiry of exercise period, whichever is earlier. The vested Options not so exercised shall lapse irrevocably and the rights there under shall be extinguished.

16. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

The company will directly implement and administer the scheme.

17. Statement to the effect that the company shall comply with the applicable accounting standards.

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable laws / regulations.

Digamber Capfin Limited Employees Stock Option Scheme – 2022 shall continue to operate in parallel only in respect of the options already granted thereunder until such options are vested, exercised, lapsed, cancelled or otherwise terminated in accordance with the terms of the respective scheme.

ANNEXURE A

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. Nayan Ambali (DIN: 03312980), Non-Executive Director is liable to retire by rotation and being eligible to offers himself for re-appointment.

Details of Mr. Nayan Ambali:

Background Details:

Mr. Nayan Ambali (DIN: 03312980) has vast experience in Information Technology, especially in building the technologies for various industries and business experience for BFSI Sector. He has more than 18 years of experience in Information Technology industry. He has worked for Inuit as leading health care products and was responsible for product management, Ogilvy & Mather as key product lead of knowledge portal, SoX compliance consultant to Bank of America and Metlife and was responsible for building STI (Straight Through Information System) and has also co-founded Conflux Technologies Private Limited which has now be acquired by M2P. He earned a bachelor's degree in electronics and communication engineering from Visvesvaraya Technology University.

The other details of Mr. Nayan Ambali 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. Nayan Ambali
1.	Date of Birth	01/05/1984
2.	DIN	03312980
3.	Age	42 Years
4.	Category	Non-Executive Director
5.	Nationality	Indian
6.	Date of Appointment on the Board	27.05.2022
7.	Qualifications	(Bachelor's degree in electronics and communication engineering from Visvesvaraya Technological University).
8.	Master in specific functional area	Information Technology

S.No.	Name of Director	Mr. Nayan Ambali
9.	No. of Equity Shares held in the Company Shares as on 31.03.2026	NIL
10.	Number of Board Meeting attended during the year 2025-2026.	There were 7 Board Meetings held during the FY 2025-2026 and out of which Four meetings were attended by Mr. Nayan Ambali
11.	Relationships between Directors/ KMP	Mr. Nayan Ambali is not related to any Director or KMP of the Company
12.	List of the directorships held in other companies (except Digamber Capfin Limited)	1. Wepact Technologies Private Limited 2. OKA Housing Technologies Private Limited.
13.	Chairmanship/Membership in any Company	NIL

ANNEXURE-B

Brief profile of Mr. Om Prakash Verma (DIN: 11722286) along with additional information proposed to be appointed/confirmed as Independent Director as proposed at Item No. 3 required by Secretarial Standard on General Meetings (SS – 2), issued by the Institute of Company Secretaries of India.

Particulars	Details
Name of Director	Mr. Om Prakash Verma
Category	Independent Director
Director Identification Number (DIN)	11722286
Date of Birth	09.10.1964
Age	62 Years
Nationality	Indian
Date of Appointment on the Board	08.06.2026
Qualifications	B.Com, Master of Arts in Sociology, CAIIB
Expertise in specific functional area	Financial Management and Risk assessment & Management
Brief Resume	Mr. Om Prakash Verma (DIN: 11722286) is Senior banking professional with nearly 40 years of extensive experience in commercial banking, branch management, credit appraisal, international banking, recovery management, and business leadership across diverse geographies in India and overseas. Served in leadership roles at UCO Bank on various priorities including Deputy General Manager, Zonal Head, AGM, and Branch Head, successfully driving business growth, operational excellence, compliance, credit management, and recovery initiatives. Demonstrated expertise in MSME banking, retail and corporate banking, forex operations, international banking, and team leadership with a strong track record of managing large-scale banking operations and developing high-performing teams. He also possesses international exposure through overseas operations in Hong Kong.
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 as applicable.

Particulars	Details
Terms and Conditions	Appointed as an Independent Director (Additional Director) of the company w.e.f 08.06.2026 to hold the office till the ensuing Annual General Meeting and is proposed to be confirmed as Independent Director for the term of 5 consecutive years, not liable to retire by rotation, from 08 th June, 2026 to 07 th June, 2031.
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 2025-2026	Not Applicable as he was appointed in the Board Meeting held on 08.06.2026.
List of the directorships held in other companies (except Digamber Capfin Limited)	NIL
Relationships between Directors/ KMP	Not related to any Director or Key Managerial Personnel or their relatives
Chairmanship/Membership in any Company	NIL

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

Date: 08.06.2026
Place: Jaipur

Riddhi Sharma
Company Secretary and Compliance Officer
Memb. No.: A46453

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 2025-2026 (31st 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 31st 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.

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

ATTENDANCE SLIP

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

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

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

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company held on 15th July, 2026 at 11:30 A.M. at the Registered office of the Company situated at J 54-55, Anand Moti, Himmat Nagar, Gopalpura, Tonk Road, Jaipur, Rajasthan-302018.

Member's / Proxy's name in Block Letters: _____

Signature of the Shareholder/Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.

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 LIMITED
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

as my/our proxy to attend and vote (only on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Wednesday, 15th Day of July, 2026 at 11: 30 AM at the registered office of the Company situated at J 54-55, Anand Moti, Himmat Nagar, 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
y Business			
	To receive, consider, approve and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2026, along with the report of Board of Directors and Auditors along with all annexure thereon		
	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		
l Business			
	To approve the regularization of Mr. Om Prakash Verma (DIN: 11722286) as an Independent Director of the Company for the period of five years.		
	To approve Digamber Capfin Limited Employees Stock Option Scheme – 2026 (DCL ESOP 2026)		

Signed this _____ day of _____ 2026

Signature of shareholder

Signature of Proxy holder

Affix Rs. 1
Revenue
stamp
(Please
cancel)

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.

