

TRANSCRIPT OF TWENTY SEVENTH (27TH) ANNUAL GENERAL MEETING (“AGM”) OF SHAREHOLDERS OF DIGAMBER CAPFIN LIMITED HELD ON FRIDAY, 30TH SEPTEMBER, 2022 COMMENCED AT 11.30 A.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS/PHYSICAL AT DEEMED VENUE REGISTERED OFFICE OF THE COMPANY SITUATED AT I-54, 55, IIND FLOOR, ANAND MOTI, NEAR TOYOTA SHOWROOM, TONK ROAD, JAIPUR-302018, RAJASTHAN

PARTICIPANTS:

1.	Mr. Rajiv Jain	Chairman cum Managing Director & Member
2.	Mr. Amit Jain	Whole-Time Director cum CFO & Member
3.	Mr. Jatin Chhabra	Non-Executive Director & Member
4.	Mr. Lalit Kumar Jain	Independent Director
5.	Dr. Amita Gill	Independent Director
6.	Ms. Neha Agarwal	Company Secretary

WELCOME NOTE- NEHA AGARWAL (COMPANY SECRETARY):

Good Morning all Directors, Shareholders, our Auditor and our PCS Mr. Rajendra Chouhan sir.

I welcome all of you in this 27th Annual General Meeting of the company.

On the behalf of team of DCL, I want to thank all of you to join us today. It is informed that this meeting is being held through video conferencing in accordance with the circular of MCA.

Before I start I would like to inform that Amit Sir, Rajiv Sir, Lalit Sir, Amita Mam, Jatin Sir directors of company are attending the meeting physically and Nayan sir & Dharmendra sir are not present in the meeting due to pre-occupied reason.

I would like to mention that Chairman of Audit Committee Mr. Lalit Sir is present in the meeting and Mr. Gaurav Rawat from Kalani & Company our present auditor of the company is present in the meeting.

Further, it is informed that AGM is being held through VC, accordingly for voting purpose, chairman has decided to cast the votes by show of hands on all the resolutions as set forth in the notice.

Quorum is present, so I request Ms. Riddhi to commence the meeting.

RIDDHI SHARMA (MANAGER - COMPLIANCE)

“Good Morning All”

I want to inform that the Register of Directors and KMP and the Register of Shareholders and other statutory Registers are available for inspection of members. Any Members attending through VC seeking to inspect such documents can send their request to us at e-mail id compliance@digamberfinance.com



Now, I request Rajiv Sir to express some words about the 27-year Journey of Digamber Capfin Limited.

MR. RAJIV IAIN (CHAIRMAN & MEMBER)

Dear Shareholders

It gives me great pleasure as Chairman of the Board to write to you in the 2021-22 Annual Report of your Company. I am happy to report that the financial year 2021-2022 has proved out an uncreditable year for your company. The main highlight of the year is that your company has achieved its target and crossed Rs. 1000 Crore AUM.

We took key strategic decisions that will enable us to grow our presence as well as our stature over the longer term. At DCL, we are forever inspired by the courage and dedication demonstrated by our people and our clients.

LOOKING BACK ON 2021-22

The year gone by has been challenging for the global ecosystem. The financial year 2021-22 started with the second wave of COVID-19, which disruptions in business and supply chains across the country. But the situation recovered quickly. However, towards the end of the year, the Ukraine conflict triggered higher energy prices and global inflationary pressures. There is widespread talk of monetary tightening globally as well as in India, and its potential spill over effects on economies.

Against this backdrop, India is relatively better placed than other emerging economies and even many developed nations.

OUR PERFORMANCE DURING 2021-22

On the operations front, Our AUM touched Rs. 1029 Crores, growing almost 38% indicating that we are in the growth phase. Our disbursements have grown consistently to touch Rs. 746 Crores. With completion of the fiscal 2022 company has witnessed book loan portfolio of Rs. 773.72 Crore against total AUM of Rs. 1029 Crores.

We are working incessantly to improve our asset quality. We took yet another step to increase our operational efficiency through sources new business while also offering customized products and solutions to our clients.

OUR PEOPLE

We are fortunate that our Board includes seasoned leaders from diverse backgrounds, with rich experience in senior positions. Given the nature of the business, the Board is very focused on all



aspects of risk management including credit and fraud risk, operational risk, market and other risks to ensure stable and sustainable growth for your Company. At the Board, we take compliance of all regulatory requirements very seriously.

We are very fortunate to have a world class and enlightened regulator. We would like to thank them for their guidance and constant support to your Company.

We would like to thank all our customers who are the reason we are in business.

The Board would like to appreciate the management for their efforts in building a strong foundation for the future. Our employees are key partners in achieving the ambitious growth vision of your Company. They have displayed exemplary commitment, spirit of innovation and perseverance in the face of a lot of adversity in the last year. Our sincere thanks to all of them for their passion and loyalty in building this great institution.

I thank all of you, our dear shareholders, for your constant support to our Company over the years in challenging circumstances. We sincerely appreciate your patience, insights and support in helping us build a great institution that would be increasingly valuable to all of you.

Thank you.

RIDDHI SHARMA (MANAGER - COMPLIANCE)

“Thanku Sir”

Moving further, the notice of 27th Annual General Meeting were sent to all the members, auditors, and directors of the company.

Now starting with the proceeding of the meeting, I move the resolution in respect of Item No.1 of the Notice;

ORDINARY BUSINESS:

ITEM NO 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022, ALONG WITH THE REPORT OF BOARD OF DIRECTORS AND AUDITORS ALONG WITH ALL ANNEXURE THEREON.

Now, I request any one of the members to propose the resolution and request another member to second the resolution.

Mr. Dharmendra Kumar Jangid

I proposed the resolution.



Mr. Virendra Kumar Bhargaw

I seconded the resolution.

RIDDHI SHARMA (MANAGER - COMPLIANCE)

Now, I put the resolution to vote by show of hands. Those in favor may please raise their hands by saying "YES" in favor.

(Voting by Members)

So, we have received majority of the votes in favour of the agenda and the resolution is passed as an Ordinary Resolution.

Now, I move to resolution in respect of item no. 2 of the notice;

ITEM NO 2

TO RE-APPOINT MR. AMIT JAIN (DIN:00416133), AS DIRECTOR OF THE COMPANY WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT:

As per provision of section 152(6) of the Companies act, 2013 not less than 2/3 of total number of directors of the company be persons whose period of office is liable to determine by retirement of rotation and out of which 1/3 of the directors are liable to retire by rotation. Accordingly, Mr. Amit Jain, Whole Time Director of the Company is liable to retire by rotation and being eligible offer himself for re-appointment.

Mr. Rajiv Jain and Mr. Amit Jain and Mrs. Shweta Jain are considered as relatives, hence they will not be counted in the quorum and are not eligible to voting on the said item and also Mr. Rajiv Jain vacate the chair as he is interested in the said matter and in his place Mr. Lalit Kumar Jain elected as chairman and he preside the meeting.

Now I request any one of the members to propose the resolution and request another member to second the resolution.

Mr. Jatin Chhabra

I proposed the resolution.

Mr. Dharmendra Kumar Jangid

I seconded the resolution.



RIDDHI SHARMA (MANAGER - COMPLIANCE)

Now I put the resolution to vote by show of hands. Those in favor may please raise their hands by saying "YES" in favor.

(Voting by Members)

So, we have received majority of the votes in favor of the agenda and the resolution is passed as an Ordinary Resolution.

Now I move to resolution in respect of item no 3 of the notice;

Mr. Rajiv Jain, resumed the chair as chairman of the meeting.

SPECIAL BUSINESS: -

ITEM NO.3

TO REGULARIZE APPOINTMENT OF MR. NAYAN AMBALI (DIN:03312980) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

Mr. Nayan Ambali was appointed as an Additional Non-Executive Director of the company based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in their meeting held on 26th May, 2022 respectively and is holding the office upto the date of conclusion of this AGM.

Accordingly, the Nomination and Remuneration Committee has recommended and Board has approved his regularization and now this matter is placed before the members for their approval.

Now, I request any one of the members to propose the resolution and request another member to second the resolution.

Mr. Jatin Chhabra

I proposed the resolution.

Mr. Amit Jain

I seconded the resolution.

RIDDHI SHARMA (MANAGER - COMPLIANCE)

Now I put the resolution to vote by show of hands. Those in favor may please raise their hands by saying "YES" in favor.

(Voting by Members)



So, we have received majority of the votes in favor of the agenda and the resolution is passed as an Ordinary Resolution.

Now, I move to resolution in respect of item no. 4 of the notice;

ITEM NO.4

TO AUTHORIZE THE BOARD TO BORROW MONIES OVER AND ABOVE THE PAID-UP SHARE CAPITAL AND FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY

As per section 180 (1) (c) of the Companies Act, 2013 the Board of Directors shall not borrow monies where the monies to be borrowed together with the monies already borrowed exceed the aggregate of the Paid Up Capital and Free Reserves and securities premium of the Company, except with the consent of the Company in General meeting by a special resolution.

Considering the above provisions, it is necessary to obtain the consent of the members, so that the board may borrow the monies as required from time to time for the requirement of business beyond the aggregate of the paid up share capital & free reserves & securities premium.

Further, it was proposed to increase Borrowing power of the Company from its existing Limit of Rs.1000 Crore to Rs. 3000 Crore.

Accordingly, the Board has approved the Same in their meeting held on 06th September, 2022 and now this matter is placed before the members for their approval

Now, I request any one of the members to propose the resolution and request another member to second the resolution.

Mr. Amit Jain

I proposed the resolution.

Mr. Jatin Chhabra

I seconded the resolution.

RIDDHI SHARMA (MANAGER - COMPLIANCE)

Now I put the resolution to vote by show of hands. Those in favor may please raise their hands by saying "YES" in favor.

(Voting by Members)

So, we have received majority of the votes in favor of the agenda and the resolution is passed as Special Resolution.

Now I move to resolution in respect of item no. 05 of the notice;



ITEM NO.5

Pursuant to the Section 180 (1)(a) of the Companies Act, 2013, every company is required to obtain approval of the Shareholders in general meeting by way of special resolution for authorizing the Board of directors to sell, lease or otherwise dispose of the immovable property(ies) or undertaking(s) of the Company.

Generally, the borrowings are required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

Subject to the approval of Item No. 04, It is requisite that the Members authorise the Board of Directors of the Company to create charge/mortgage/ hypothecate the assets of the Company as security /collateral security upto the Borrowing limits.

Accordingly, the Board has approved the Same in their meeting held on 06th September, 2022 and now this matter is placed before the members for their approval

Now I request any one of the members to propose the resolution and request another member to second the resolution.

Mr. Virendra Kumar Bhargaw

I proposed the resolution.

Mr. Jatin Chhabra

I seconded the resolution.

RIDDHI SHARMA (MANAGER - COMPLIANCE)

Now I put the resolution to vote by show of hands. Those in favor may please raise their hands by saying "YES" in favor.

(Voting by Members)

So, we have received majority of the votes in favor of the agenda and the resolution is passed as Special Resolution.

VOTE OF THANKS

Now all the agendas of this AGM are completed. The meeting is concluded and thanks to everyone for joining us today.





CHAIRMAN AND BOARD

Thank you everyone, Thankyou Chauhan Sir, Thankyou Gaurav Sir, Swapnil Ji, Jyoti Ji, Chhabra Ji.



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