

TRANSCRIPT OF TWENTY SIXTH (26TH) ANNUAL GENERAL MEETING ("AGM") OF SHAREHOLDERS OF DIGAMBER CAPFIN LIMITED HELD ON WEDNESDAY 29TH DAY OF SEPTEMBER 2021 AT 11:30 A.M. HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO/VISUAL MEANS & DEEMED VENUE REGISTERED OFFICE OF THE COMPANY SITUATED AT J-54, 55, IIND FLOOR, ANAND MOTI, NEAR TOYOTA SHOWROOM, TONK ROAD, JAIPUR-302018

PARTICIPANTS:

1. Mr. Rajiv Jain	Chairman & Managing Director and Member
2. Mr. Amit Jain	Whole-Time Director & CFO and Member
3. Mr. Jatin Chhabra	Non-Executive Director & Member
4. Mr. Lalit Kumar Jain	Independent Director
5. Mr. Dharmendra Saxena	Nominee Director - SIDBI
6. Ms. Neha Agarwal	Company Secretary

STATUTORY AUDITOR AND SHAREHOLDERS

This AGM was held in compliance with the General Circular No. 20/2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021 permitted the holding of general meeting through VC / OAVM issued by the Ministry of Corporate Affairs.

Mr. Rajiv Jain, Chairman of the company took the chair.

Proceedings of the meetings was commenced at 11:45 A.M.

Welcome Note- Ms. Neha Agarwal (Company Secretary)

Good morning all directors, shareholders and auditors and our PCS Mr. Rajendra Chouhan sir.

I welcome all of you in this 26th 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 MCA circular. For safety reasons, many of us are from different location.

Before we start, I would like to inform that Mr. Amit Jain sir, Mr. Rajiv Jain sir, Mr. Lalit Jain sir, Mr. Jatin Chhabra sir director of company are attending meeting physically and Mr. Dharmendra Saxena sir is attending meeting through video conferencing.

It is informed that Mr. Nayan Ambali sir and Mrs. Amita Gill mam are not present in the meeting due to some pre occupied reasons.



I would like to mention that chairman of audit committee Mr. Lalit sir is present in the meeting and Mr. Rakesh Bakliwal sir is attending the meeting on the behalf of our previous auditor firm AK Chordia & co.

Further Mr. Gaurav Rawat from Kalani & company, our proposed auditor of the company attended the meeting through VC.

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.

So requisite quorum is present so I request Ms. Shivani to conduct the meeting.

Ms. Shivani Sharma (Assistant Compliance Head)

"Good morning, everyone"

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

Now, I request Rajiv Jain Sir, the Chairman of the company to brief the shareholders and brief on the working & performance of the company.

Mr. Rajiv Jain (Chairman & Member)

Dear Shareholders,

I, Rajiv Jain, Chairman of Digamber Capfin Limited welcome you all to the 26th Annual General Meeting of the company. The journey of 26 years has been a memorable one filled with various challenges and achievements. It is with a great sense of satisfaction that we present to you our Annual Report for Financial year 2020-2021.

The year gone by has been full of various challenges and hardships witnessed in the market, majorly being the aftermath of Coronavirus. The financial year 2020-2021 has proven to be a difficult year for India as well as the whole world.

To grapple with such censorious situation, Central Government had issued various Guidelines and Advisories to protect the lives thus resulting in hampering of the day-to-day affairs.

The Reserve Bank of India (RBI) has also announced several measures to provide relief to Borrowers by providing moratorium till August 31, 2020 for loan repayments. RBI has also



introduced “**Resolution Framework – 2.0: Resolution of COVID-19 related stress of Individuals and Small Business**” with the objective to alleviate potential stress to individual borrowers and small business.

Company has benefited 19797 number of borrowers amounting of Rs. 44 crores under RBI circular “Resolution framework- for COVID-19-related Stress dated 6th August, 2020 as measure of COVID -19.

Furthermore, despite these unforeseeable circumstances, company has acknowledged balance sheet size of INR 739 Crore. Efforts have been made for geographical expansion. The company has managed to open new branches in the existing states of Uttarakhand and Uttar Pradesh. In the second half of the financial year company recommenced its business in full swing and managed to disburse 484 Crore in the whole Financial Year 2020-2021.

With completion of the fiscal 2021 company has witnessed book loan portfolio of INR 544 Crore against total AUM of INR 746 Crore.

The company, being a Non-Deposit taking Systematically Important Non-Banking Finance Company (NDSI-NBFC-MFI) has an increased regulatory environment with better risk-management and governance across the company.

In closing, I would like to take this opportunity to extend my gratitude to all our financing partners for their constant support. I thank to all company stakeholders especially our valued customers, employees, auditors, central and state governments, regulatory authorities, investors, bankers and financial institutions for their continued faith and trust. I thank all my colleagues on the Board for helping me in creating good governance culture and fulfilling the responsibilities of Board.

On this occasion of Company's 26th AGM, I would once again like to express my gratitude to all our valued Shareholders for your continued support in our shared mission of contributing to India's growth in the form of financial inclusion.

Thank you.

Ms. Shivani Sharma (Assistant Compliance Head)

“Thank you Sir”

Moving further, the notice of 26th Annual General Meeting were sent to all the members, auditors, and directors of the company dated 04th September 2021.



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

ITEM NO 1

Regarding the consideration and adoption of audited Financial Statement together with the Auditors Report for the financial year ended on 31st March 2021.

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. Dharmendra Kumar Jangid, I seconded the resolution.

Ms. Shivani Sharma (Assistant Compliance Head)

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

(Voting by Members)

So, we have received all 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 2 of the notice;

ITEM NO 2

Regarding payment of proposed dividend of Rs. 24,96,575/- on 9% Optionally Convertible Preference Share for the year ended 31st March, 2021 which was issued in favor of SIDBI.

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. Virendra Kumar Bhargaw, I seconded the resolution.

Ms. Shivani Sharma (Assistant Compliance Head)

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 all 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;

ITEM NO 3

Relating to re-appointment Mr. Jatin Chhabra, 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, at least 2/3 of total number of directors is liable to determination by retirement by rotation out of which 1/3 director is liable to retire by rotation. Accordingly, Mr. Jatin Chhabra, Non-executive Director of the Company is liable to retire by rotation and being eligible offer himself for re-appointment.

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. Dharmendra Kumar Jangid, I seconded the resolution.

Ms. Shivani Sharma (Assistant Compliance Head)

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

(Voting by Members)

Mr. Jatin Chhabra

Thanku Everyone!!

Ms. Shivani Sharma (Assistant Compliance Head)

So, we have received all 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

Relating to Appointment of M/s Kalani & Company, Chartered Accountants as Statutory auditors of the company for the period of 3 years from the conclusion of this 26th AGM till the conclusion of 29th AGM of the company.



The office of M/s AK Chordia & Company is expired in this AGM. So, accordingly the board has approved the appointment of M/s Kalani & Company as Statutory auditors of the company for the period of 3 years as per guidelines issued by RBI regarding appointment of Statutory Auditors. Now this matter is placed before the members for their approval.

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. Dharmendra Kumar Jangid, I seconded the resolution.

Ms. Shivani Sharma (Assistant Compliance Head)

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

(Voting by Members)

So, we have received all 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. 5 of the notice;

SPECIAL BUSINESS: -

ITEM NO.5

Relating to regularization of Dr. Amita Gill as an Independent Director of the Company for the period of five years.

Dr. Amita Gill was appointed as an additional Independent Director on 12.02.2021 until the conclusion of this AGM. Accordingly, the Board has approved their 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.

Ms. Shivani Sharma (Assistant Compliance Head)

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



(Voting by Members)

Accordingly, we have received all 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. 6 of the notice;

ITEM NO.6

Relating to Re-appointment of Mr. Lalit Kumar Jain as an Independent Director of the Company for second term for the period of five years

Mr. Lalit Kumar Jain was appointed as an Independent Director on the Board of the Company on 30/09/2016 for a period of five years pursuant to the provisions of Section 149 of the Companies Act, 2013 and his office is expiring in this meeting. He is eligible for re-appointment for further period of five years.

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

Mr. Amit Jain, I proposed for this valuable asset.

Mr. Jatin Chhabra, I seconded the resolution.

Ms. Shivani Sharma (Assistant Compliance Head)

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

(Voting by Members)

We have received all 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 is completed. The meeting is concluded and thanks to everyone to join us today.

Mr. Amit Jain

I would like to say something;

Our tenor with the AK Chordia & Co. particularly Bakliwal ji we are showing him gratitude. He is also present in all meetings; he is given their direction to grow the company and we love to be have wonderful experience for audit and their directions at all.



Once again, I would thanks to Bakliwal ji and the AK Chordia & Co. for giving us path of growth. We would like to be join as soon as possible once ROC and government will permissible.

Thanku Sir!!

Ms. Shivani Sharma (Assistant Compliance Head)

Thanku Everyone!! Now the meeting is concluded.

Chairman and Board

Thanku Shareholders/Everyone!!

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