

NOTICE OF TWENTY SIXTH (26TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH (26TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, 29TH DAY OF SEPTEMBER, 2021, AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March 2021, 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 the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 comprising of the Audited Balance Sheet as at 31st March, 2021, Statement of Profit & Loss and Cash flow Statement for the year ended on that date 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 approved and adopted."

2. **To approve the payment of proposed dividend of Rs. 24,96,575/- on 9% Optionally Convertible Preference Share for the year ended 31st March, 2021**

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

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of dividend of Rs. 24,96,575/- (Rupees Twenty-Four Lakhs Ninety-Six Thousand Five Hundred and Seventy-Five only) on 9% Optionally Convertible Preference Shares for the year ended 31st March, 2021."



3. **To re-appoint Mr. Jatin Chhabra (DIN: 08271333), as director of the Company who is liable to retire by rotation and being eligible, offer 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, **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 appointed as Director of the Company liable to retire by rotation."

4. **Appointment of M/s Kalani & Company (Firm registration no. 000722C) Chartered Accountants, as Statutory Auditors of the company.**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory enactment or modification(s) for the time being in force and Guidelines of Reserve Bank of India as per Circular No. Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27th, 2021 as amended from time to time, approval of members of the Company be and is hereby accorded to appoint M/s Kalani & Company, Chartered Accountants (FRN No. 000722C), as statutory auditors of the Company for the period of Three (3) years from the conclusion of 26th Annual general Meeting till the conclusion of the 29th Annual General Meeting at such remuneration as may be mutually agreed between the board of directors and statutory auditors upon the recommendation of the audit committee, in addition to the actual out of pocket expenses incurred in relation with the audit of the accounts of the company."

"FURTHER RESOLVED THAT Mr. Rajiv Jain, Managing Director, Mr. Amit Jain Whole Time Director and Ms. Neha Agarwal Company Secretary of the company be and are hereby severally authorized to do such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."



SPECIAL BUSINESS:

5. Regularization of Dr. Amita Gill (DIN: 09066022) 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 of the Companies act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and articles of association of the company, Consent of members of the Company accorded that Dr. Amita Gill (DIN:09066022) who was appointed as an additional independent director on 12.02.2021 who ceases to hold office at the conclusion of this AGM and in respect of whom the Company has received a notice under section 160 in writing from Dr. Amita Gill proposing her candidature for the office of independent director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 12th February, 2021 to 11th February, 2026."

"FURTHER RESOLVED THAT Dr. Amita Gill (DIN:09066022) has signified her consent in the Form DIR-2 to act as an Independent Director of the company and submit her Independency declaration & form DIR-8 for being eligible to be appointed and not disqualify in any criteria as per section 164 of the Companies Act, 2013 as an Independent Director of the company."

"FURTHER RESOLVED THAT Designation of Dr. Amita Gill (DIN:09066022) shall change from Additional Independent Director to Independent Director w.e.f this date of AGM and her tenure as independent director for the period of five years shall be taken with effect from 12th February, 2021 to 11th February, 2026."

"FURTHER RESOLVED THAT Mr. Rajiv Jain, Managing Director, Mr. Amit Jain, Whole Time Director and Ms. Neha Agarwal Company Secretary of the company be and are hereby severally authorised for and on behalf of the company to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013."



6. Re-appointment of Mr. Lalit Kumar Jain (DIN:07517615) as an Independent Director of the company for second term for the period of five years

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 & and articles of association of the company, Consent of members of the Company accorded that Mr. Lalit Kumar Jain (DIN:07517615) independent director of the Company has completed his first term of five years & ceases to hold office on the conclusion of this meeting and in respect of whom Company has received a notice under section 160 in writing from Mr. Lalit Kumar Jain proposing his candidature for the office of independent director, be and is hereby appointed as an Independent Director of the Company for the second term of five consecutive years from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting and he is not liable to retire by rotation."

"FURTHER RESOLVED THAT Mr. Lalit Kumar Jain (DIN: 07517615) has signified his consent in the Form DIR-2 to act as an Independent Director of the company and submit his Independency declaration & form DIR-8 for being eligible to be appointed and not disqualify in any criteria as per section 164 of the Companies Act, 2013 as an Independent Director of the company."

"FURTHER RESOLVED THAT Mr. Rajiv Jain, Managing Director, Mr. Amit Jain, Whole Time Director and Ms. Neha Agarwal Company Secretary of the company be and are hereby severally authorised for and on behalf of the company to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013."

**For & on behalf of Board of Directors of
DIGAMBER CAPFIN LIMITED**

Date: 04.09.2021

Place: Jaipur



**Rajiv Jain
Managing Director
DIN: 00416121**

NOTES:

1. In view of the continuing restrictions on the movement and gathering of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs ("MCA") has issued its 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. Accordingly, in compliance with the applicable provisions of the Act read with the said Circulars, the board of directors has decided to convene its ensuing 26th Annual General Meeting through VC / OAVM and shareholders can attend & participate in the ensuing AGM through VC / OAVM. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum as per section 103 according to the said circulars. The deemed venue for AGM shall be the Registered office of the company situated at J-54,55, IInd Floor, Anand Moti, Near Toyota Showroom, Tonk Road, Jaipur-302018, Rajasthan.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at this AGM is annexed hereto.
3. A shareholder entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a shareholder of the company. In accordance with the aforesaid relaxations for convening of the AGM through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxy by the shareholders is not available for this AGM and hence the proxy form is not annexed to this Notice.
4. No person shall be entitled to attend the AGM through VC / OAVM 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, IInd Floor, Anand Moti, Near Toyota Showroom, Tonk Road, Jaipur-302018, Rajasthan or sent to the Company Secretary by e-mail to neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.in not less than five days before the date of the meeting i.e., 23rd day of September 2021
5. 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 those members who are willing to attend meeting physically.



6. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication.
7. In case of any queries related to change of address or shares, members may contact to 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 e-mail at satishc@cdslindia.com or milinds@cdslindia.com
8. PDF copy of the Annual Report is enclosed with the notice unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode, if requested. In case you wish to get a physical copy of the Annual Report, you may send your request to neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.in mentioning your folio/DP ID and Client ID. Annual Reports is also available in the financials information section on the website of the company at <https://www.digamberfinance.com/financial-information/>
9. Any query relating to financial statements must be sent to neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.in at least seven days before the date of the Meeting.
10. Members who still hold share certificates in physical form are advised to dematerialise 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.
11. Members who still hold share certificates in physical form can avail of 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. Blank forms will be supplied on request.
12. In case of any queries/ grievances connected with the AGM through VC / OAVM means, you may contact to:
Ms. Neha Agarwal, Company Secretary of the company at the designated mail id: neha.agarwal@digamberfinance.in with cc marked to compliance@digamberfinance.in or at mobile no. +91 7610053021
13. 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.

14. Shareholders may also note that the Notice of the AGM is also being made available on the company's website <https://www.digamberfinance.com/corporate-governance/> and statutory registers are will be available for inspection by the member at the time of meeting. Any member seeking to inspect such registers can send their request to us at e-mail id neha.agarwal@digamberfinance.in with cc marked to compliance@digamberfinance.in
15. Procedure For Joining the AGM through VC / OAVM

Members will be provided with a facility to attend the AGM through VC / OAVM. The link for VC / OAVM is <https://www.gotomeet.me/digamberfinance/26th-annual-general-meeting>

Please download and install the go to meeting application in your Laptop/computer with this link <https://global.gotomeeting.com/install/597133029> and after installation just paste the said link on the joining tab and join the AGM.

Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**For & on behalf of Board of Directors of
DIGAMBER CAPFIN LIMITED**

Date: 04.09.2021

Place: Jaipur



**Rajiv Jain
Managing Director
DIN: 00416121**

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

ITEM NO. 5

Dr. Amita Gill (DIN:09066022) was appointed as an additional independent director of the Company in the Board Meeting held on 12th February 2021 upto the date of ensuing AGM.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation of Independent Directors, has recommended to Board to regularise Dr. Amita Gill as an Independent Director of the Company for term of 5 (five) consecutive years with effect from 12th February, 2021 to 11th February, 2026. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background, experience and contributions made by Dr. Amita Gill during her tenure, the continued association of Dr. Amita Gill would be beneficial to the Company.

In the opinion of the Board, Dr. Amita Gill fulfils the conditions for regularisation as an Independent Director as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), if applicable. The Company has also received a declaration of Independence from her in this regard. She is independent from the management. In terms of Section 149, Schedule IV and other applicable provisions of the Act, it is proposed to regularise Dr. Amita Gill as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 12th February, 2021 to 11th February, 2026.

Designation of Dr. Amita Gill (DIN:09066022) shall change from Additional Independent Director to Independent Director w.e.f this date of AGM and her tenure as independent director for the period of five years shall be taken with effect from 12th February, 2021 to 11th February, 2026.

A copy of the draft Letter of Appointment of Dr. Amita Gill would be available for inspection to the Members at the Registered Office of the Company during normal business hours on any working day and also on the website of the Company till the date of the AGM.

Further she is eligible to receive sitting fee as decided by the board from time to time & reimbursement of travel and other incidental expenses incurred for attending the board or committee meetings of the company.

The Board of Directors of your Company recommends the Ordinary Resolution set out in item no. 5 for approval of the Members.



The other details of Dr. Amita Gill as required to be given pursuant to the Secretarial Standard-2 in respect of Item No. 5 of the Notice are as under:

Date of Birth	18/02/1957
Nationality	Indian
Date of Appointment on the Board	12/02/2021
Qualifications	M.sc, M.Phil., Ph.d in Higher Energy Physics from University of Rajasthan, Jaipur
No. of Shares held in the Company Shares	NIL
Number of Board Meeting attended during the year 2020-2021	1

Except Dr. Amita Gill, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM 6

Mr. Lalit Kumar Jain (DIN:07517615) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Lalit Kumar Jain holds office as an Independent Director of the Company upto this ensuing Annual General Meeting.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Lalit Kumar Jain as an Independent Director of the Company for a further period of 5 (Five) years with effect from ensuing 26th AGM. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by Mr. Lalit Kumar Jain during his tenure, the continued association of Mr. Lalit Kumar Jain would be beneficial to the Company.

In the opinion of the Board, he fulfils the conditions for appointment as an Independent Director as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), if applicable. The Company has also received a declaration of Independence from him in this



regard. He is independent of the management. A copy of the draft Letter of Appointment of Mr. Lalit Kumar Jain would be available for inspection to the Members at the Registered Office of the Company during normal business hours on any working day and also on the website of the Company till the date of the AGM.

In terms of Section 149 and other applicable provisions of the Act, it is proposed to re-appoint Mr. Lalit Kumar Jain as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from ensuing AGM till the conclusion of 31st Annual General Meeting.

He is eligible to receive sitting fee as decided by the board from time to time & reimbursement of travel and other incidental expenses incurred for attending the board or committee meetings of the company. The Board of Directors of your Company recommends the special resolution set out in item no. 6 for approval of the Members.

The other details of Mr. Lalit Kumar Jain as required to be given pursuant to the Secretarial Standard-2 in respect of Item No. 6 of the Notice are as under:

Date of Birth	06/08/1950
Nationality	Indian
Date of Appointment on the Board	30/09/2016
Qualifications	B.Com along with Engineering background, gold medalist in law from Rajasthan University
No. of Shares held in the Company Shares	NIL
Number of Board Meeting attended during the year 2020-2021	15
Directorship in other company	121 Finance Private Limited KVCO Services Private Limited 121 Venture Finance Private Limited
Details of membership in the committee of Board of Directors	Audit Committee (Chairman) Nomination & Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Member)



Save and except Mr. Lalit Kumar Jain and his relatives, none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Date: 04.09.2021

Place: Jaipur

**For & on behalf of Board of Directors of
DIGAMBER CAPFIN LIMITED**




Rajiv Jain
Managing Director
DIN: 00416121

ROUTE MAP

8/20/2021

Digamber Capfin Limited - Google Maps

Google Maps Digamber Capfin Limited



Prominent Landmark: Big Bazaar, Tonk Road, Jaipur



info@digamberfinance.com



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CIN

U67120RJ1995PLC0098

Digamber Capfin Ltd., J 54-55, "Anand Moti" Himmat Nagar, Gopalpura, Tonk Road, Jaipur 302018, Raj., India