

NOTICE OF TWENTY SEVENTH (27TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT TWENTY-SEVENTH (27TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2022, AT 11:30 A.M. (IST) THROUGH PHYSICAL AT REGISTERED OFFICE OF THE COMPANY SITUATED AT J-54,55, IIND FLOOR, ANAND MOTI, NEAR TOYOTA SHOWROOM, TONK ROAD, JAIPUR-302018, RAJASTHAN/ VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

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:**

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 comprising of the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss and Cash Flow Statement and Statement for change in the equity share capital for the year ended as on 31st March, 2022, together with accounting policies, schedules and notes forming part of the accounts 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 approved and adopted."

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:**

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. Amit Jain (DIN:00416133), as 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."



SPECIAL BUSINESS:

3. To Regularize appointment of Mr. Nayan Ambali (DIN:03312980) as Non-Executive Director 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 Sections 152, 161 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) and pursuant to recommendation of Nomination and Remuneration committee in its Meeting held on 26th May, 2022, Mr. Nayan Ambali (DIN:03312980) who was appointed as an Additional Non-Executive Director of the company by the Board of Directors in their meeting held on 26th May 2022 to hold office upto the date of this Annual General Meeting of the company, and pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board of the directors, consent of the members be and is hereby accorded to regularize the appointment of Mr. Nayan Ambali as Non-Executive Director of the Company with immediate effect and he is liable to retire by rotation."

"FURTHER RESOLVED THAT Mr. Nayan Ambali (DIN:03312980) has Signified his consent in the Form DIR-2 to act as a Non-Executive Director of the company and submit his 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 a Non-Executive Director of the company."

"FURTHER RESOLVED THAT Mr. Rajiv Jain, Managing Director or Mr. Amit Jain, Whole Time Director or 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."

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:

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 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, 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) and in supersession of the earlier Resolution passed by the Members at the 22nd Annual General Meeting of the company held on Thursday, 17th day of August, 2017 consent of the Members be and is hereby accorded to Board of Directors (hereinafter referred as the "Board"), to borrow and raise such sum or sums of monies from time to time as may be required for the purposes of business of the company, together with the money already borrowed by the company in excess of the aggregate of the paid-up capital of the Company and its free reserves and securities premium, subject to the proviso that such borrowing shall not exceed Rs. 30,00,00,00,000/- (Rs. Three Thousand Crore Only) over and above the aggregate of the paid-up capital of the Company and its free reserves and securities premium and shall exclude all the temporary loans obtained from the company's bankers in the ordinary course of its business on such terms and conditions as the Board may consider necessary and expedient in the best interest of the company."

"FURTHER RESOLVED THAT Mr. Rajiv Jain, Managing Director or Mr. Amit Jain, Whole Time Director 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."

5. To Authorize the Board to create charge/mortgage properties of the company for securing Loan and other Financial Assistance:

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 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, 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) and in supersession of the earlier resolution passed by the Members in the 22nd Annual General Meeting of the company held on Thursday, 17th day of August, 2017, the consent of the Members, be and is hereby accorded to the Board of Directors (hereinafter referred as the "Board"), to mortgage(s) and/or charge(s) and/or hypothecation(s)/pledge(s) etc., in addition to the mortgage(s) and/or charge(s) and/or hypothecation(s)/pledge(s) etc. created by the Company, on all or any of the assets of the Company whether, movable or immovable, wherever situated, both present & future or the whole or substantially the whole of the undertaking(s) of the Company in such form & manner and with such ranking and at such time & terms as the Board may think fit in favor of Bank(s), financial institution(s), international lending agencies or any other lending institution(s), person(s), firm(s), trust(s) or bodies corporate, etc. (hereinafter collectively referred to as "Lenders") for securing the borrowings availed/to be availed



by the Company and/or any of the Company's holding/Subsidiary/Affiliate/Associate Company/any person(s), firm(s), trust(s) or bodies corporate, etc. by way of Loan(s) (in rupee currency and/or foreign currency) and Securities (comprising partly/fully Convertible Debentures and/or Non-Convertible Debentures and/or securities linked to Ordinary Shares and/or rupee/foreign convertible bonds and/or Bonds with share warrants to be issued by the Company, from time to time, subject to the limits approved u/s. 180 (1) (c) of the Companies Act, 2013, together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, all other costs, charges and expenses and all other moneys payable by the Company to the concerned Lenders."

"FURTHER RESOLVED THAT Mr. Rajiv Jain, Managing Director or Mr. Amit Jain, Whole Time Director or 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."

Date: 06.09.2022

Place: Jaipur



By order of the Board of Directors of
DIGAMBER CAPFIN LIMITED

A handwritten signature in blue ink, appearing to read 'Neha Agarwal', with a horizontal line extending to the right.

Neha Agarwal
Company Secretary & Compliance Officer
Membership No. A35576

NOTES:

1. In view of the Ministry of Corporate Affairs ("MCA") 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, General Circular No. 19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 05th May, 2022, permitted the holding of Annual General Meeting (AGM) through Video Conferencing (VC) or other Audio Visual Means (OAVM) without the physical presence of the shareholders at a common venue. Accordingly, in compliance with the applicable provisions of the Act read with the said Circulars, the Company has decided to convene its ensuing 27th Annual General Meeting (AGM) through VC / OAVM and the shareholders can attend and participate in the ensuing AGM physically or through VC / OAVM. 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 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. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form (Form MGT-11) is enclosed herewith.
4. A person can act as proxy on behalf of the members 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.
5. 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.com not less than five days before the date of the meeting i.e., 25th day of September 2022.

6. 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.
7. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication.
8. 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 milinds@cdslindia.com or satishc@cdslindia.com
9. 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.com 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/>
10. Any query relating to financial statements must be sent to neha.agarwal@digamberfinance.in with a cc marked to compliance@digamberfinance.com at least seven days before the date of the Meeting.
11. 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.
12. 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 of the shareholders.
13. 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.com or at mobile no. +91 7610053021.

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 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.
15. 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.com
16. 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://meet.goto.com/digamberfinance/annual-general-meeting>

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

After clicking on the link, a dialogue box will appear stating "Type your name here"

After entering the personal details, please click on "Next Button" and join the meeting

The pre-requisites for attending the Meeting are as follows:

Desktop / Laptop with webcam, microphone and pre-installed 'Go to Meeting' Application, Earphones / headphones and Strong internet connectivity.

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.



Date: 06.09.2022

Place: Jaipur



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

Neha Agarwal

**Neha Agarwal
Company Secretary & Compliance Officer
Membership No. A35576**

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

ITEM NO. 3

As per the provisions of section 152 and 161 of the Companies Act, 2013, the Board of Directors of the company had appointed Mr. Nayan Ambali (DIN:03312980) as an additional Non-Executive director of the Company in their meeting held on 26th May, 2022 and his appointment was effective from May 27, 2022 up to the date of this Annual General Meeting and is eligible for appointment as Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of his performance, has recommended to Board regularisation of Mr. Nayan Ambali as the director of the Company and on that basis the Board of directors proposed his regularisation as Director in forthcoming Annual General Meeting of the company.

In respect of that, Company has received from Mr. Nayan Ambali, consent and declaration in form DIR 2 & DIR 8 as per provisions of the Companies Act 2013.

BRIEF PROFILE OF MR. NAYAN AMBALI IS AS FOLLOWS:

Mr. Nayan Ambali Nayan earned a bachelor's degree in electronics and communication engineering from Visvesvaraya Technology University. He is the co-founder of Conflux Technologies, Rupie Finance and serves on its Board of Directors. Before founding Conflux Technologies Private Limited, December 2010, Nayan Ambali was leading Intuit's health care products and was responsible for product management ensuring identifying potential products features, conducting market research, generating product requirements, determining specs and production timetables.

Prior to working with Intuit, Nayan was key product lead of knowledge portal for Ogilvy & Mather and was responsible for building Truffles; it is knowledge portal and blogging platform for managing all of Ogilvy & Mather's knowledge.

Previous to his work at O&M, Nayan was the SoX compliance consultant to Bank of America and Metlife and responsible for building STI (Straight Through Information) system to make them Sarbanes-Oxley Act compliance.

Mr. Nayan Ambali has more than 12 years' experience in information and technologies industry and also carrying experience of working with industry leaders like Cognizant, BoA, Metlife and Intuit.



Mr. Nayan Ambali has been associated with the company as Independent Director till May 26, 2022 and he resigned from that post with effect from the end of business hour of May 26, 2022.

The other details of Mr. Nayan Ambali as required to be given pursuant to the Secretarial Standard-2 in respect of Item No. 3 of the Notice are as under:

Date of Birth	01/05/1984
Nationality	Indian
Date of Appointment on the Board	27/05/2022
Qualifications	Bachelor's degree in electronics and communication engineering from Visvesvaraya Technological University)
No. of Shares held in the Company Shares	NIL
Number of Board Meeting attended after appointment	1

In the opinion of the Board, Mr. Nayan Ambali fulfills all the conditions specified in the Act and Rules thereunder and is not disqualified under sub-section (2) of section 164 of the Act and his appointment as Non-Executive Director is in the best interest of the Company.

A copy of the draft letter of appointment for Mr. Nayan Ambali as an Non-Executive Director would be available for inspection without any fee by the Members at the Registered office of the Company during normal business hours on any working day.

The Board of Directors of your Company recommends the Ordinary Resolution set out in item no. 3 for approval of the Members.

Except Mr. Nayan Ambali, 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. 3.

ITEM NO. 4

The provisions of new Companies Act, 2013 contained in section 180 (1) (c) states that the Board of Directors shall not borrow monies where the monies to be borrowed together with the monies already borrowed (other than the temporary loans obtained from the Company's bankers in the ordinary course of business) 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 of Companies Act, 2013, it is necessary to obtain the consent of the members, so that the board may borrow the monies as required for time to time for the requirement of business beyond the aggregate of the paid up share capital & free reserves & securities premium. However same has already been approved by the members of the company in the 22nd Annual General Meeting of the company held on Thursday, 17th day of August, 2017 for the amount not exceeding of Rs. 10,00, 00,00,000/- (Rupees One Thousand Crore Only). But after considering continuous growth of company in both financial & operational terms same limit is needed to be enhanced. Hence it is proper that the consent be accorded to the board enabling Company to borrow money, excluding temporary loans obtained from Company's bankers in the ordinary course of business, for an aggregate amount not exceeding Rs. 30,00, 00,00,000/- (Rupees Three Thousand Crore Only). The expression temporary loans for this purpose means loans payable on demand or within six months from date of loan such as short term, cash credit arrangements, the discounting of bills, etc.

As the Company will be required to create charge or/ provide security, if required, on its assets against the borrowings, the approval under provisions of the Companies Act, 2013 to that extent is also sought from the Members.

The Board recommends this resolution for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the company including their relatives are in any way concerned or interested in the said resolution.

ITEM NO. 5

Pursuant to notification of the Section 180 (1)(a) of the Companies Act, 2013, every company is required to obtain approval of the Company/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).

Further, the mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, for securing the borrowings availed/to be availed by the Company and/or any of the Company's



holding/Subsidiary/Affiliate/Associate Company/any person(s), firm(s), trust(s) or bodies corporate, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013.

Hence, it is considered to be necessary for the Members to pass a resolution under the said Section for authorizing the Board to create charge/mortgage/ hypothecate the assets of the Company as security /collateral security upto the Borrowing limits as provided in the Shareholders Resolution u/s 180 (1) (c) of the Companies Act, 2013 and in the supersession of earlier special resolution passed by the shareholders in their 22nd Annual General Meeting of the company held on Thursday, 17th day of August, 2017.

Your Board recommends the resolution set out at Item No. 5 of the Notice to be passed as a Special Resolution for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or in any way interested in this resolution, except to the extent of shares held by them, if any, in the Company.

Date: 06.09.2022

Place: Jaipur



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

**Neha Agarwal
Company Secretary & Compliance Officer
Membership No. A35576**

FORM MGT-11**PROXY FORM**

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

Name of the member(s):		Folio No./Client Id:	
Registered address:		DP Id	
E-mail Id:			

I/We, being the member(s) of.....shares of Digamber Capfin Limited, hereby appoint-

1. -----of -----having mail ID----- or failing him
2. -----of -----having mail ID----- or failing him
3. -----of -----having mail ID----- or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 11:30 A.M. at through Physical/Video Conferencing (VC) / Other Audio Visual Means (OAVM) and physical at registered office of the company at J-54-55, IInd Floor, Anand Moti, Near Toyota Showroom, Tonk Road, Jaipur-302018 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below: **(This is optional)**

(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 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		
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		
Special Business			
3.	To Regularize appointment of Mr. Nayan Ambali (DIN:03312980) as Non-Executive Director of the company		
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		



5.	To Authorize the Board to create charge/mortgage properties of the company for securing Loan and other Financial Assistance		
----	---	--	--

Signed this-----day of -----2022

Affix Rs.
1Revenue
stamp

Signature of the
shareholder
Across revenue stamp

Signature of
First proxy holder

Signature of
Second proxy holder

Signature of
Third proxy holder

Notes:

1. 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.
2. A Proxy need not be a member of the Company.



ROUTE MAP

Google Maps Digamber Capfin Limited



Prominent Landmark: Kanha Restaurant, Tonk Road, Jaipur.

