DIGAMBER FINANCE®

## NOTICE OF 02/2021-2022 EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT 02/2021-2022 EXTRA ORIDNARY GENERAL MEETING ("EGM") OF THE MEMBERS OF DIGAMBER CAPFIN LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, 18TH NOVEMBER, 2021 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM")/PHYSICAL AT DEEMED VENUE J-54, 55, IIND FLOOR, ANAND MOTI, NEAR TOYOTA SHOWROOM, TONK ROAD, JAIPUR-302018 TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

1. **TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION AS TABLE A SET OUT UNDER SCHEDULE I OF THE COMPANIES ACT, 2013**

*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 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and any other applicable provisions, (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association as per the Provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** Mr. Rajiv Jain (Managing Director), Mr. Amit Jain (Whole Time Director) and/or Ms. Neha Agarwal (Company Secretary) of the Company be and is hereby severally authorized for and on behalf of the Company to do or caused to do all such acts, matters, deeds and things and to execute all documents and to take all steps and to 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."

2. **TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013**

*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 14 and any other applicable provisions of the Companies Act, 2013 read with the Companies (incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) Consent of the members of the company be and is hereby accorded to substitute the existing Articles of Association of the Company with a new set of Articles of Association as per the provisions of the Companies Act, 2013 with immediate effect."

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"**RESOLVED FURTHER THAT** Mr. Rajiv Jain (Managing Director), Mr. Amit Jain (Whole Time Director) and/or Ms. Neha Agarwal (Company Secretary) of the Company be and is hereby severally authorized for and on behalf of the Company to do or caused to do all such acts, matters, deeds and things and to execute all documents and to take all steps and to 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: 25.10.2021**
**Place: Jaipur**

**Rajiv Jain**
**Managing Director**
**DIN: 00416121**

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**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 vided 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 02/2021-2022 Extra Ordinary General Meeting through VC / OAVM and shareholders can attend & participate in the ensuing EGM through VC /OAVM. Shareholders attending the EGM 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 EGM 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 EGM 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 EGM 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 EGM and hence the proxy form is not annexed to this Notice.

4. No person shall be entitled to attend the EGM 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., 12th November, 2021.

5. A route map along with prominent landmark for easy location to reach the venue of EGM is annexed with the notice of EGM 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.

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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 ormilinds@cdslindia.com

8. 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.

9. 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.

10. In case of any queries/ grievances connected with the EGM through VC / OAVM means, you may contact to:

    Ms. Neha Agarwal, Company Secretary of the company at the designated mail id: neha.agarwal@digamberfinance.inwith cc marked to compliance@digamberfinance.inor at mobile no. +91 7610053021

11. Shareholders may join the EGM 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.

12. Shareholders may also note that the Notice of the EGM 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.inwith cc marked to compliance@digamberfinance.in

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

**Date: 25.10.2021**
**Place: Jaipur**

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**Rajiv Jain**
**Managing Director**
**DIN: 00416121**

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

**ITEM NO.**

1. **TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION AS TABLE A SET OUT UNDER SCHEDULE I OF THE COMPANIES ACT, 2013**

The existing Memorandum of Association ("MOA") is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the New Companies Act, 2013.

According to the New Act, MOA contains only Main Objects and Ancillary & Incidental Objects to the attainment of Main Objects, therefore it is important to alter and adopt the new set of MOA as per the Companies Act, 2013. The New Set of MOA is based on Table-A set out under Schedule I of the Companies Act, 2013.

The Board of Directors of the Company has passed resolution by circulation on 22/10/2021 recommended that adoption of new set of MOA as per provisions of Companies act, 2013.

Further, in terms of Section 13 of Companies Act, 2013 consent of the Members is required by way of a Special Resolution for adoption of a new set of Memorandum of Association.

***The entire set of new Memorandum of Association proposed to be adopted is enclosed with the notice and the same is open for Members for inspection at the Company's Registered Office during all working days from 10 A.M. to 6 P.M. till the date of respective EGM.***

The Board recommends passing of the Resolution set out at Item No. 1 for the approval of the members of the company by a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

2. **TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013**

The existing Articles of Association ("AOA") are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the erstwhile Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the said Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

The Board of Directors of the Company has passed resolution by circulation on 22/10/2021 recommended that adoption of new set of AOA as per provisions of Companies act, 2013.

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***The entire set of new Articles of Association proposed to be adopted is enclosed with the notice and the same is open for Members for inspection at the Company's Registered Office during all working days from 10 A.M. to 6 P.M. till the date of respective EGM.***

The Board recommends the passing of the Resolution set out at Item No. 2 for approval by the members of the Company by a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

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

**Date: 25.10.2021**
**Place: Jaipur**

**Rajiv Jain**
**Managing Director**
**DIN: 00416121**

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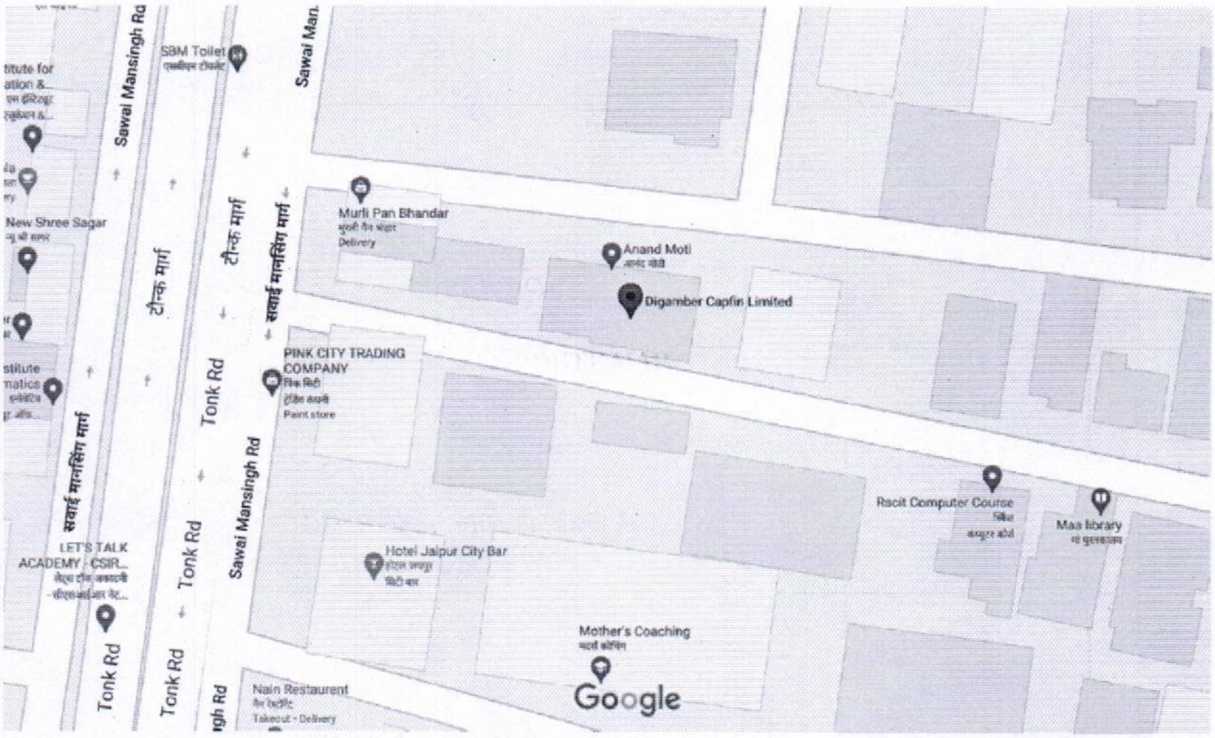
## ROUTE MAP

8/20/2021 Digamber Capfin Limited - Google Maps

Google Maps Digamber Capfin Limited




**Prominent Landmark: Big Bazaar, Tonk Road, Jaipur**