

NOTICE OF 01ST EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 01/2022-23 EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DIGAMBER CAPFIN LIMITED WILL BE HELD ON SATURDAY, 25TH DAY OF JUNE, 2022 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.: 1 APPROVAL OF DIGAMBER CAPFIN LIMITED EMPLOYEES STOCK OPTION SCHEME-2022 (DCL ESOP 2022)

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 Section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded for the approval of Digamber Capfin Limited Employees Stock Option Scheme – 2022 ("**DCL ESOP 2022**") and the Board of Directors of the Company ("**Board of Directors**") be authorized to create, grant, offer, issue and allot under the Scheme, in one or more tranches, a maximum of 1,10,600 Employee Stock Options ("**Options**") (or such other adjusted figure for any sub-division of shares, consolidation of shares, issue of bonus shares and issue of shares on rights basis as may be applicable from time to time) to and for the benefit of:

- a. Permanent Employee of the Company who has been working in India or outside India; or
- b. a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or
but does not include-
 - i. an Employee who is a Promoter or a Person belonging to the Promoter Group; or
 - ii. a Director who either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time ("**Eligible Employees**"), exercisable into equal number of Equity Shares ("**Shares**") of face value Rs. 10/- each (or such other adjusted figure for any sub-division of shares, consolidation of shares, issue of bonus shares and issue of shares on rights basis as may be applicable from time to time) on such other terms and conditions as may be decided in accordance with the applicable laws as may be prevailing at the relevant time."



"RESOLVED FURTHER THAT the Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism."

"RESOLVED FURTHER THAT the Scheme shall be administered by the Board of Directors who shall have all necessary powers as defined in the Scheme."

"RESOLVED FURTHER THAT the new Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Shares of the Company."

"RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein."

"RESOLVED FURTHER THAT the Board of Directors, subject to compliance of the applicable laws, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

**ITEM NO.: 2 TO APPROVE REVISION IN THE REMUNERATION OF MR. RAJIV JAIN,
MANAGING DIRECTOR (DIN:00416121) OF THE COMPANY**

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 Section 196, 197, 203 of the Companies Act, 2013 ("the Act") read with Schedule V to the said Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) and any other applicable provisions of the Act and in suppression of previous special resolution passed wide item no. 2 approved in 01/2021-22 Extra Ordinary General Meeting held on Tuesday, 13th Day of April, 2021 and pursuant to the recommendation of Nomination and Remuneration Committee and approved by Board of Directors of the company and NBFCs Corporate Governance (Reserve Bank) Directions , 2015, consent of the shareholders of the Company be and is hereby accorded for revision in the remuneration of Mr. Rajiv



Jain, Managing Director of the Company, with effect from 25.06.2022 to 24.06.2025 for a period of three years on the terms and conditions as mentioned below:

Salary & Perquisites:

Monthly/ yearly remuneration	Rs. 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms.
Commission (Performance Based Incentive)	Not exceeding 2 (two) percent of net profit in the financial year of the Company subject to availability of profit.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the limit approved by the members as per Schedule V of the Companies Act, 2013, and/or any guidelines prescribed by the Government from time to time.”

“RESOLVED FURTHER THAT except for the revision in increasing in remuneration all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.”

“FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such act, deed, matters and thing as in its absolute discretion it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the board shall have absolute power to decide breakup the remuneration within the above said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the company.”

ITEM NO.: 3 TO APPROVE REVISION IN THE REMUNERATION OF MR. AMIT IAIN, WHOLE TIME DIRECTOR (DIN:00416133) OF THE COMPANY

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 Section 196, 197, 203 of the Companies Act, 2013 (“the Act”) read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) and any other applicable provisions of the Act and in suppression of previous special resolution passed wide item no. 1 approved in 01/2021-22 Extra Ordinary General Meeting held on Tuesday, 13th Day of April, 2021 and pursuant to the recommendation of Nomination and Remuneration Committee and approved by Board of Directors of the company and NBFCs Corporate Governance (Reserve Bank) Directions , 2015, consent of shareholders of the Company be and is hereby accorded for revision in the remuneration of Mr. Amit Jain, Whole Time Director of the Company, with effect from 25.06.2022 to 24.06.2025 for a period of three years on the terms and conditions as mentioned below:



Salary & Perquisites:

Monthly/ yearly remuneration	Rs. 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms.
Commission (Performance Based Incentive)	Not exceeding 2 (two) percent of net profit in in the financial year of the Company subject to availability of profit.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the limit approved by the members as per Schedule V of the Companies Act, 2013, and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT except for the revision in increasing in remuneration all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

"FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such act, deed, matters and thing as in its absolute discretion it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the board shall have absolute power to decide breakup the remuneration within the above said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the company."

ITEM NO.: 4 RECOMMENDATION FOR REVISION INTERMS OF PAYMENT OF MRS. SHILPA AJMERA, IT HEAD OF THE COMPANY

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 Section 188(1) & 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with the rules prescribed under Companies (Meeting of Board And Its Powers) Rules 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and in suppression of the special resolution passed wide item no. 4 in 01/2018-2019 extra ordinary general meeting held on Thursday, 04th Day of October, 2018 consent of members of the company be and is hereby accorded to increase the remuneration of Mrs. Shilpa Ajmera, under place of profit being IT head of Digamber Capfin Limited from its existing limit of Rs. 3,00,000/- (Rupees Three Lakh) per month i.e. Rs. 36,00,000/- (Rupees Thirty-Six Lakh) per annum to Rs 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum with effect from 25.06.2022 to 24.06.2025 for a period of three years."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Amit Jain, Whole Time Director or Mr. Rajiv Jain, Managing Director of the company be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for giving effect to the above resolution."



ITEM NO.:5 RECOMMENDATION FOR REVISION INTERMS OF PAYMENT OF MRS. SHWETA JAIN. FINANCE HEAD OF THE COMPANY

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 Section 188(1) & 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with the rules prescribed under Companies (Meeting of Board And Its Powers) Rules 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and in suppression of the special resolution passed wide item no. 3 in 01/2018-2019 extra ordinary general meeting held on Thursday, 04th Day of October, 2018 consent of members of the company be and is hereby accorded to increase the remuneration of Mrs. Shweta Jain, under place of profit being Finance head of Digamber Capfin Limited from its existing limit of Rs. 3,00,000/- (Rupees Three Lakh) per month i.e. Rs. 36,00,000/- (Rupees Thirty-Six Lakh) per annum to Rs. 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum with effect from 25.06.2022 to 24.06.2025 for a period of three years"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Amit Jain, Whole Time Director or Mr. Rajiv Jain, Managing Director of the company be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for giving effect to the above resolution."

Date: 01.06.2022
Place: Jaipur



**For & on behalf of Board of Directors of
Digamber Capfin Limited**

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 vide its General Circular No. 3/2022 dated 05th May, 2022, read with General Circular No. 20/2021 dated 08th December, 2021, 10/2021 dated 23rd June, 2021, 39/2020 dated 31st December, 2020, 33/2020 dated 28th September, 2020, 22/2020 dated 15th June, 2020, 20/2020 dated 5th May, 2020, 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 together read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (including amendment thereof) (collectively referred to as "said Circulars") permitted the holding of general meeting through VC / OAVM, without the physical presence of the shareholders at a common venue. Accordingly, in compliance with the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the said Circulars, the Company has decided to convene its ensuing 01/2022-23 Extra Ordinary General Meeting (EGM) through VC / OAVM, and the shareholders can attend and 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 under 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 to the notice item no. 1 to 5 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 and Attendance Slip are 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. on or before the closing hours i.e. 6.00 p.m. of Monday, 20th June, 2022.



5. A route map alongwith 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).
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 atsatishc@cdslindia.com or 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: compliance@digamberfinance.in or at telephone 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 themat 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>
13. Instruction for joining the EGM through VC/OAVM:
 - a) Shareholders will be able to attend the EGM through VC/OAVM Facility through "Go To Meeting" video conferencing application. The link for joining the EGM via VC / OAVM is provided along with the said notice in the E-mail and please download and install the application in your Laptop/computer with this link <https://global.gotomeeting.com/install/597133029> and after installation just click on the joining link and join the EGM.
 - b) Shareholders may join the Meeting through Laptops for better experience. Further, the shareholders will be required to use Camera and Internet with a



good speed to avoid any disturbance during the meeting. Please note that shareholders connecting from mobile or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

**Date: 01.06.2022
Place: Jaipur**



A handwritten signature in blue ink, appearing to read "Rajiv Jain".

**Rajiv Jain
Managing Director
DIN: 00416121**

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

Item 01: -

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key Employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on 26th May, 2022, approved Digamber Capfin Limited Employees Stock Option Scheme - 2022 ("DCL ESOP 2022")

In terms of Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares("Shares") to the Employees of the Company, the approval of the existing Members by way of resolution is required. The special resolution as set out in Item No. 01 is seeking your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

The main features and other details of the scheme as per Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

1. **Objects of the Issue:** The main objective behind Employee Stock Option Scheme is to reward and retain the key Employees and to create a sense of ownership and participation amongst them so that they can contribute to the growth and profitability of the company.
2. **Brief description of the scheme:** ESOP is basically a tool used by a company to retain its employee and get them awarded for being associated with the company.

As a part of an employee's benefit ESOP creates a sense of ownership in mind of employees and their interest in the organization remains intact. ESOP plays a vital role to attract employees at the growing stage of the Company.

Company has decided to issue ESOP with an intention to attract and retain the personnel for positions of substantial responsibility and to provide additional incentive to employees.

Further, the ESOP Plan is implemented to enable the employees to share the wealth that they help to create for the company over a certain period of time.

3. **The total number of stock options to be granted:**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed more than 1,10,600 Options which shall be convertible into equal number of Shares.



4. **Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme:**

- a. Permanent Employee of the Company who has been working in India or outside India; or
- b. a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or

but does not include-

- i. an Employee who is a Promoter or a Person belonging to the Promoter Group; or
 - ii. a Director who either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.
5. **The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme:**

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of Options under the Scheme and the terms and conditions thereof.

- a. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- b. Performance of Employee: Employee's performance during the financial year on the basis of the parameters decided by the Company.
- c. Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- d. Any other criteria as decided by the Board of Directors from time to time.

Employees at all the levels in the Company will be eligible to participate in the Scheme.

New Joinees can also participate in the Scheme and be granted Options based upon the discretion of the Board of Directors.

6. **The requirement of vesting and period of vesting:**

Subject to the continued employment of the Grantee (an eligible Employee to whom Options have been granted under the Scheme), vesting period shall commence from the grant date and shall be minimum of 1 (One) year from the date of grant and it may extend upto maximum of 8 (Eight) years from the date of grant, at the discretion of and in the manner prescribed by the Board of Directors.

Vesting of Options will be on yearly basis.



The actual vesting may further be linked with the eligibility criteria's, as determined by the Board of Directors, including but not limited to the performance of the Company and the Grantee, and mentioned in the grant letter.

The Options which get lapsed due to eligibility criteria's in any of the vesting, if any, will get lapsed from the hands of the Grantee.

7. **The maximum period within which the Options shall be vested:**

The options granted under the Scheme shall be vested within a maximum period of 8 (Eight) years.

8. **The Exercise Price or the formula for arriving at the same:**

Under this Scheme, the exercise price will be based on the face value of the Shares as on date.

9. **Exercise period and process of Exercise:**

After vesting, the Options can be exercised in parts at the end of every year through cash mechanism by submitting the exercise application, as prescribed by the Board of Directors from time to time, along with exercise price, applicable taxes and other charges, if any.

The Options shall be exercisable period within such period as may be decided by the Board of Directors subject to the maximum period of 4 years from the date of respective vesting.

The vested Options which are not exercised within the exercise period shall lapse from the hands of the Grantees.

The Board of Directors shall have the power to cancel all or any of the Options granted under the Scheme, if so required, under any law for the time being in force or the order of any jurisdictional court. In the event of any such cancellation, the Company or the Board of Directors shall not be liable to compensate the Grantee in any manner.

10. **Lock in period:**

The Shares so allotted pursuant to the exercise of Options will not be subject to any lock in period from the date of allotment.

11. **The Maximum number of Options to be granted per employee and in aggregate:**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed more than 1% of issued capital of company which shall be convertible into equal number of Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall be less than 1% of the issued capital of the Company at the time of grant. The Board of Directors may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible



Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

12. **The method which the company shall use to value its options:**

Fair value method

13. **The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:**

The conditions under which option vested in employees may lapse are:

- a. Non – exercise of Options according to terms and condition of the scheme.
- b. In case of termination of employment due to misconduct.

14. **The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee**

In the event of cessation of employment due to Resignation or Termination (not due to misconduct or ethical/ compliance violations)

All vested Options as on that date shall be exercisable by the Grantee by last day of employment in the Company or before expiry of exercise period, whichever is earlier. The vested Options not so exercised shall lapse irrevocably and the rights there under shall be extinguished.

15. **Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:** The company will directly implement and administer the scheme.

16. **Statement to the effect that the company shall comply with the applicable accounting standards.**

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable laws / regulations.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolution as set out at Item No. 1 for approval of the Members.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Scheme.

Further for more details, interested members can inspect detailed scheme available at registered office of company.



ITEM NO. 2 & 3

On the recommendation and approval given by Nomination & Remuneration Committee as per section 178 & rules prescribed for this purpose and NBFCs Corporate Governance (Reserve Bank) Directions, 2015, and as per the approval of Board of Directors at its board meeting held on Thursday, 26th May 2022 for revision in the terms of remuneration of Mr. Rajiv Jain, Managing Director and Mr. Amit Jain, Whole-Time Directors of the Company on the terms and conditions as mentioned below:

Salary & Perquisites:

Monthly/ yearly remuneration	Rs 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms. *
Commission (Performance Based Incentive)	Not exceeding 2 (two) percent of net profit in financial year of the Company subject to availability of profit. *

* The above remuneration limit is applicable separately for Mr. Rajiv Jain, Managing Director and Mr. Amit Jain, Whole-Time Director.

Disclosure as required under Schedule V and amendment made thereafter under Companies Act, 2013 is given hereunder:

DCL is a non-banking finance company-Micro finance Institution (NBFC-MFI), registered With Reserve Bank of India (RBI) situated at Jaipur, Rajasthan, incorporated on April 17, 1995 having certificate of commencement of business dated July 23rd, 1996 and providing financial and support services to the marginalized sections in society, particularly to poor rural and urban women.

DCL was initially registered as NBFC-AFC and was doing business of vehicle financing in rural areas. In the year 2009, the company starts the new microfinance vertical and change in its RBI classification as NBFC-MFI. Presently company does not have any foreign investment or collaboration.

Net profit of the company for the Financial Year 2021-2022 is Rs. 4203.89 Lakh. However, Board is continuously working for increasing profitability of the company.

Mr. Rajiv Jain, Managing Director and Mr. Amit Jain, Whole-Time Director of the company are having 27 Years of experience in NBFC-MFI, as they are working in the Company since incorporation.

Further, Mr. Rajiv Jain, Managing Director and Mr. Amit Jain, Whole-Time Director of the company are presently drawing a remuneration as set out below: -



Monthly/ yearly remuneration	Rs 20,00,000/- (Rupees Twenty lakh only) per month i.e. Rs. 2,40,00,000/- (Rupees Two Crore Forty Lacs Only) per annum including perquisites & other allowances as per company norms. *
Commission (Performance Based Incentive)	Not exceeding 2 (two) percent of net profit in financial year of the Company subject to availability of profit. *

* The above remuneration limit is applicable separately for Mr. Rajiv Jain, Managing Director and Mr. Amit Jain, Whole-Time Director.

On the basis of peer industry review, size & profile of the Company, increment in the remuneration of each above said directors has already approved by the board in the meeting dated on 26th May, 2022 With effect from 25.06.2022 to 24.06.2025 for a period of three years for an amount of Rs. 30,00,000/- (Rupees Thirty lakh only) per month i.e. Rs. 3,60,00,000 (Rupees Three Crore Sixty Lakh Only) per annum including perquisites & other allowances as per company norms along with commission (Performance based incentive) not exceeding 2% of Net Profit in a financial year of the company subject to availability of profit. As due to inadequacy of profit of the company, therefore the Managerial remuneration need to be approved as per Schedule V & amendments made thereafter, if any, of the Companies Act, 2013.

Reasons of loss or inadequate profits: The COVID-19 had impacted the company as well as overall industry. The market scenarios has been changed. The operating cost has also increased as compared to the previous financial year.

Steps taken or proposed to be taken for improvement: The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. Further, the company is expanding its operations by establishing new branches Pan India. The Company has also strategically planned increase profits and has put in place measures to reduce cost and improve the bottom-line.

Expected increase in productivity and profits in measurable terms: - The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

As mentioned above, Company is a registered NBFC engaged in Microfinance business. The raw material for the company is funds from banks/FI/NCD/Equity. So company is regularly working to raise funds from various FI/Banks to enhance its profit. The Board recommends the special resolutions set out at Item No. 2&3 of the notice for approval by unrelated shareholders.

Except Mr. Rajiv Jain & Mr. Amit Jain, none of the Directors or any of the Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special Resolutions set out at Item No. 2 &3 of the notice.



The other details of Mr. Rajiv Jain & Mr. Amit Jain. As required to be given pursuant to the Secretarial Standard in respect of Item No. 2&3 of the Notice are as under:

S.No.	Particulars	Mr. Amit Jain	Mr. Rajiv Jain
I.	Date of Birth	28/07/1976	23/09/1974
II.	Nationality	Indian	Indian
III.	Date of Appointment on the Board	17/04/1995 (Since Incorporation)	17/04/1995 (Since Incorporation)
IV.	Qualifications	B.Sc., LLB	B.Sc., MCA
V.	Master in specific functional area	27Years' experience in finance field	27Years' experience in finance field
VI.	No. of Shares held in the Company Shares	2346981	2555927
VII.	Number of Board Meeting attended during the year 2021-2022	07	07

VIII. Mr. Amit Jain & Mr. Rajiv Jain, both directors are having directorship in only Digamber Capfin Limited.

IX. Details of membership of Mr. Amit Jain, Whole-Time Director in committee are as follows:

- ALCO Committee
- CSR Committee
- Executive Committee
- Risk Management Committee
- Staff Appraisal Committee
- IT Strategy Committee
- IT Steering Committee
- Incentive Distribution Committee

Details of membership of Mr. Rajiv Jain, Whole-Time Director in committee are as follows:

- ALCO Committee
- CSR Committee
- Executive Committee
- Risk Management Committee
- Nomination & Remuneration Committee
- Staff Appraisal Committee
- IT Strategy Committee
- IT Steering Committee
- Incentive Distribution Committee

ITEM NO. 4

The provisions of section 188(1) of the Companies Act, 2013 governs the related party transactions & requires a company to obtain prior approval of the board of directors and in certain cases approval of the shareholders is also required.



Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the approval of the Audit committee, at their meeting held on Thursday, 26th May, 2022 had approved the remuneration of Mrs. Shilpa Ajmera, IT Head of the company from its existing limit Rs 3,00,000/- (Rupees Three Lakh) per month i.e., Rs. 36,00,000/- (Rupees Thirty-Six Lakh) per annum to Rs 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum with effect from 25.06.2022 to 24.06.2025 for a period of three years subject to the approval of shareholder.

As per definition of section 2(76) of Companies act, 2013 along with rules prescribed, increment in remuneration above then prescribed limit under section 188 (1) (f) of Companies act, 2013 along with rules prescribed, of Mrs. Shilpa Ajmera, IT Head being wife of Mr. Rajiv Jain, Managing Director requires consent of members in general meeting.

Previously remuneration was approved by Shareholders by passing special resolution passed vide item no. 4 in 01st Extra Ordinary General Meeting held on Thursday, 04th October, 2018. Therefore, the directors recommend the said resolution for your approval.

Mr. Rajiv Jain, Managing Director, being relative is deemed to be interested or concerned in the said resolution. Further none of the Directors or any of the Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special Resolution set out at Item No. 4 of the notice.

ITEM NO. 5

The provisions of section 188(1) of the Companies Act, 2013 governs the related party transactions & requires a company to obtain prior approval of the board of directors and in certain cases approval of the shareholders is also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the approval of the Audit committee, at their meeting held on Thursday, 26th May, 2022 had approved the remuneration of Mrs. Shweta Jain, Finance Head of the company from its existing limit Rs 3,00,000/- (Rupees Three Lakh) per month i.e., Rs. 36,00,000 (Rupees Thirty-Six Lakh) per annum to Rs 5,00,000/- (Rupees Five Lakh Only) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum with effect from 25.06.2022 to 24.06.2025 for a period of three years.

As per definition of section 2(76) of Companies act, 2013 along with rules prescribed, increment in remuneration above then prescribed limit under section 188 (1) (f) of Companies act, 2013 along with rules prescribed, of Mrs. Shweta Jain, Finance Head being wife of Mr Amit Jain, whole time director requires consent of members in general meeting.

Previously remuneration was approved by Shareholders by passing special resolution passed vide item no. 3 in 01st Extra Ordinary General Meeting held on Thursday, 04th October, 2018. Therefore, the directors recommend the said resolution for your approval.

Mr. Amit Jain, Whole-Time Director, being relative is deemed to be interested or concerned in the said resolution. Further none of the Directors or any of the Key Managerial Personnel of the



Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special Resolution set out at Item No. 5 of the notice

Date: 01.06.2022
Place: Jaipur

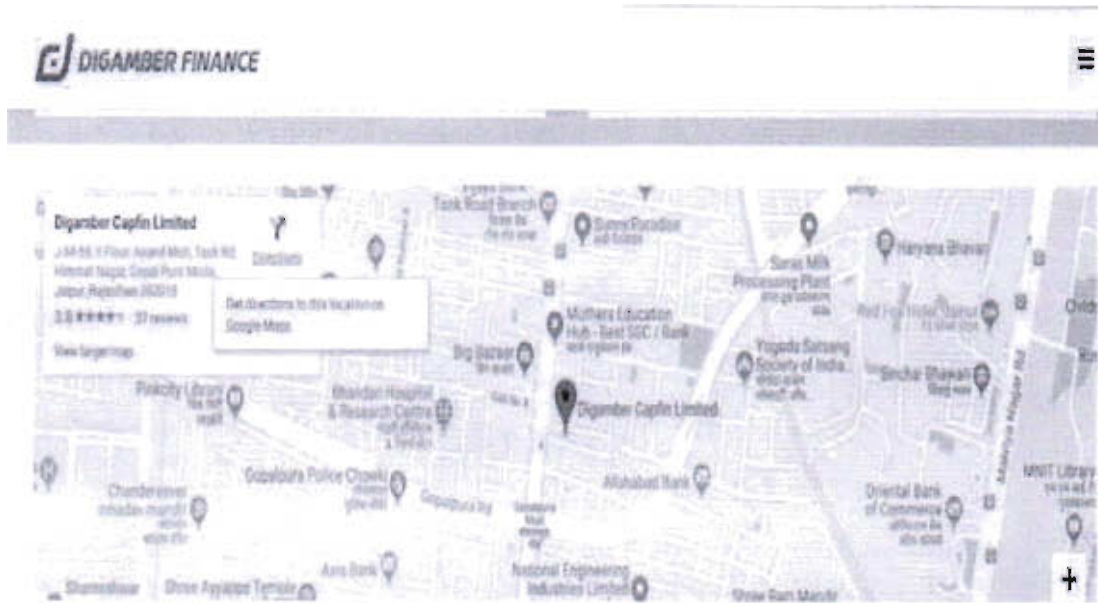


**For & on behalf of Board of Directors of
DIGAMBER CAPFIN LIMITED**

A handwritten signature in blue ink, appearing to be 'Rajiv Jain', written over a horizontal line.

Rajiv Jain
Managing Director
DIN: 00416121

ROUTE MAP



Also Visit us at <https://www.digamberfinance.com/get-connected/>

