

TRANSCRIPT OF 01/2022-2023 EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF SHAREHOLDERS OF DIGAMBER CAPFIN LIMITED HELD ON SATURDAY, 25TH JUNE, 2022 COMMENCED AT 04.00 P.M. (IST) HELD THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS/PHYSICAL DEEMED VENUE AT REGISTERED OFFICE OF THE COMPANY SITUATED AT J-54, 55, IIND FLOOR, ANAND MOTI, NEAR TOYOTA SHOWROOM, TONK ROAD, JAIPUR-302018

PARTICIPANTS:

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

Welcome Note- Neha Agarwal (Company Secretary):

Good afternoon to all Directors and Shareholders.

I welcome all of you in this 1st Extra Ordinary General Meeting.

It is informed that this meeting is being scheduled through VC in accordance with the circular of MCA. For safety reasons, many of us are from different locations.

Before we start I would like to inform that Amit Jain sir, Rajiv Jain sir director of company are attending meeting physically and Lalit sir and Jatin Sir is attending meeting through VC.

So I confirm that Dr. Amita Mam, Dharmendra Sir and Nayan Sir Directors of the company are not present in the meeting due to some pre occupied reasons.

I would like to inform that chairman of audit committee Mr. Lalit sir is present in the meeting.

It is informed that EGM is being held through VC, accordingly for voting purpose, chairman has decided to cast the votes by show of hands on all the resolutions as set forth in the notice.

Kindly open your video at the time of voting.

Further I hereby confirm that requisite quorum is present to conduct the meeting so I request Mr. Bablu to commence the meeting.



Mr. Bablu Thakur (Assistant Manager)

“Good Afternoon Everyone”

Moving further the notice of the meeting was sent to all the Directors, Shareholders of the company dated June 01, 2022 and I hope the same was received and read by the shareholders of the company.

Before beginning with the agenda let me give an overview of the meeting as already informed through the notice, the purpose of the meeting is regarding to approve the Digamber Capfin Limited Employees Stock Option Scheme-2022 (DCL ESOP 2022), Revision in the remuneration of Mr. Rajiv Jain (Chairman cum Managing Director), Mr. Amit Jain (Whole Time Director), Ms. Shilpa Ajmera (IT Head) and Ms. Shweta Jain (Finance Head) of the company.

Now let us begin with the agenda of the meeting: -

AGENDA ITEM NO 1.

APPROVAL OF DIGAMBER CAPFIN LIMITED EMPLOYEES STOCK OPTION SCHEME-2022 (DCL ESOP 2022)

This item needs to be passed as Special Resolution Pursuant to the section 62(1)(b) of the Companies Act, 2013 & Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 & brief summary of the said resolution is 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)*.

Now I request any one of the members to propose the resolution and another member to seconded the resolution.

Mr. Dharmendra Kumar Jangid

I proposed the resolution.

Mr. Virendra Kumar Bhargaw

I seconded the resolution.



Mr. Bablu Thakur (Assistant Manager)

Now I put the resolution for voting.

I requested all of you please open your video.

Please open your video mode.

Now I put the resolution for voting. Shareholders who are in favor may please raise their hand.

(Voting by Members)

So, we have received requisite votes in favor of the agenda and the resolution is passed as a Special Resolution.

Now I move to resolution in respect of item no 2;

Item no 2 to 5 Mr. Rajiv Jain and Mr. Amit Jain are interested part as per the company's act. So they are not counted for quorum & Rajiv Sir is not continue as chairman of the meeting.

So, we propose Mr. Lalit Kumar Jain as chairman for rest of the items.

Members please raise their hand for electing Mr. Lalit Kumar Jain as chairman for rest of the item.

(Voting by Members)

Mr. Lalit Kumar Jain is elected as chairman of the meeting for rest of the items.

AGENDA ITEM NO 2.

TO APPROVE REVISION IN THE REMUNERATION OF MR. RAJIV JAIN, MANAGING DIRECTOR (DIN: 00416121) OF THE COMPANY

This item needs to be passed as Special Resolution Pursuant to the 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 & brief summary of the said resolution is pursuant to the recommendation of Nomination and Remuneration Committee and approved by Board of Directors of the company, 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.

Now I further request any one of the members to propose the resolution and another member to seconded the resolution

Mr. Virendra Kumar Bhargaw

I proposed the resolution.

Mr. Dharmendra Kumar Jangid

I seconded the resolution.

Mr. Bablu Thakur (Assistant Manager)

Now I put the resolution for voting. Shareholders who are in favor may please raise their hand.

(Voting by Members)

So, we have received requisite votes in favor of the agenda item and the resolution is passed as a Special Resolution.

AGENDA ITEM NO 3.

TO APPROVE REVISION IN THE REMUNERATION OF MR. AMIT JAIN, WHOLE TIME DIRECTOR (DIN: 00416133) OF THE COMPANY

This item needs to be passed as Special Resolution Pursuant to the 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 & brief summary of the said resolution is pursuant to the recommendation of Nomination and Remuneration Committee and approved by Board of Directors of the company, consent of the 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 the financial year of the Company subject to availability of profit.

Now I further request any one of the members to propose the resolution and another member to seconded the resolution

Mr. Shubham Jain

I proposed the resolution.

Mr. Dharmendra Kumar Jangid

I seconded the resolution.

Mr. Bablu Thakur (Assistant Manager)

Now I put the resolution for voting. Shareholders who are in favor may please raise their hand.

(Voting by Members)

So, we have received requisite votes in favor of the agenda item and the resolution is passed as a Special Resolution.

AGENDA ITEM NO 4.

APPROVAL FOR REVISION IN REMUNERATION OF MRS. SHILPA AJMERA, IT HEAD OF THE COMPANY

This item needs to be passed as Special Resolution Pursuant to 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 & brief summary of the said resolution is 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.

Now I further request any one of the members to propose the resolution and another member to seconded the resolution

Mr. Dharmendra Kumar Jangid

I proposed the resolution.

Mr. Virendra Kumar Bhargaw

I seconded the resolution.

Mr. Bablu Thakur (Assistant Manager)

Now I put the resolution for voting. Shareholders who are in favor may please raise their hand.

(Voting by Members)

So, we have received requisite votes in favor of the agenda item and the resolution is passed as a Special Resolution.

AGENDA ITEM NO 5.

APPROVAL FOR REVISION IN REMUNERATION OF MRS. SHWETA JAIN, FINANCE HEAD OF THE COMPANY

This item needs to be passed as Special Resolution Pursuant to 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 & brief summary of the said resolution is 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.



Now I further request any one of the members to propose the resolution and another member to seconded the resolution

Mr. Shubham Jain

I proposed the resolution.

Mr. Dharmendra Kumar Jangid

I seconded the resolution.

Mr. Bablu Thakur (Assistant Manager)

Now I put the resolution for voting. Shareholders who are in favor may please raise their hand.

(Voting by Members)

So, we have received requisite votes in favor of the agenda item and the resolution is passed as a Special Resolution.

Vote of Thanks

As all the agenda items have been completed so I express our gratitude to all the members, directors, invitees for attending and participating in the meeting and meeting is now concluded and on the behalf of team of Digamber Finance, I want to thank all of you for joining us today.

Thank you Everyone!!

