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SHORTER NOTICE OF 30TH ANNUAL GENERAL MEETING ("AGM")

SHORTER NOTICE IS HEREBY GIVEN THAT 30TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DSP FINANCE PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026, AT 12:00 P.M. (IST) AT MAFATLAL CENTRE, 11TH FLOOR, VIDHAN BHAVAN MARG, NARIMAN POINT, MUMBAI – 400021, TO TRANSACT THE FOLLOWING BUSINESS:

ORIDINARY BUSINESS:

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS (POST-MERGER) FOR THE FINANCIAL YEAR 2024-25

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary resolution**:

"RESOLVED THAT the Special Purpose Audited Financial Statements (Post-Merger) of the Company comprising of Audited Balance Sheet as at March 31, 2025, the Statement of Profit & Loss, and the Cash Flow Statement for the financial year ended on that date and the report of the Auditors thereon be and are hereby adopted.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 2: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS (POST-MERGER) OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements (Post-Merger) of the Company comprising of Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss, and the Cash Flow Statement for the financial year ended on that date and the report of the Board of Directors and Auditors thereon be and are hereby adopted.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action."

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ITEM NO. 3: REGULARIZATION OF MR. MAHESH KUMAR JAIN ("MR. JAIN") AS INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013, each as amended (collectively referred to as the **"Companies Act"**), and pursuant to the provisions of the Articles of Association **("AOA")** of the Company, Mr. Mukesh Kumar Jain **("Mr. Jain")** (DIN: 03513127), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided his consent to act as an Independent Director of the Company, if appointed and submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act and who is eligible for appointment, be and is hereby regularize as an Independent Director of the Company for a period of 5 (Five) consecutive years from August 06, 2026 to August 05, 2031, on such terms and conditions as mutually decided between Mr. Jain and the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to file necessary forms with the Registrar of Companies, Mumbai, and certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

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ITEM NO. 4: REGULARIZATION OF MR. SATISH CHAND MATHUR ("MR. MATHUR") AS INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013, each as amended (collectively referred to as the **"Companies Act"**), and pursuant to the provisions of the Articles of Association **("AOA")** of the Company, Mr. Satish Chand Mathur **("Mr. Mathur")** (DIN: 03641285), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided his consent to act as an Independent Director of the Company, if appointed and submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act and who is eligible for appointment, be and is hereby regularize as an Independent Director of the Company for a period of 5 (Five) consecutive years from August 17, 2026 to August 16, 2031, on such terms and conditions as mutually decided between Mr. Mathur and the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to file necessary forms with the Registrar of Companies, Mumbai, and certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

ITEM NO. 5: REGULARIZATION OF MR. LALIT BIHANI ("MR. BIHANI") AS EXECUTIVE DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder, each as amended (collectively referred to as the **"Companies Act"**), and RBI's Master Direction for NBFCs and any other applicable law, and pursuant to the provisions of the Articles of Association of the Company, Mr. Lalit Bihani **("Mr. Bihani")** (DIN: 09647004), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided his consent to act as an Executive Director of the Company, be and is hereby regularized as an Director of the Company in the category of Executive, on such terms and conditions as mutually decided between Mr. Bihani and the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to file necessary forms with the Registrar of Companies, Mumbai, and certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

ITEM NO. 6: CHANGE IN DESIGNATION OF MR. KUMAR SHAH FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company and subject to such approvals, consents and permissions as may be required, approval of the Members of the Company be and is hereby accorded to the re-designation of Mr. Kumar Shah ("Mr. Shah"), from Non-Executive Director to Executive Director of the Company with effect from September 28, 2026, as approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, on such terms and conditions, including remuneration, powers, duties and responsibilities, as may be determined and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT Mr. Shah, in his capacity as Executive Director, be and is hereby entrusted with such powers, duties and responsibilities relating to the day-to-day management and affairs of the Company as may be assigned to him by the Board of Directors from time to time, subject to the overall supervision, direction and control of the Board.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to make such filings, submissions and intimations with the Registrar of Companies and other authorities as may be necessary, desirable or expedient to give effect to this resolution."

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SPECIAL BUSINESS:

ITEM NO. 7: ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION ("MOA")

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13(1), Section 61, Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and read with rules made therein (including any amendment thereto or re-enactment thereof), the consent of the Members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 500,15,00,000/- (Indian Rupees Five Hundred Crores Fifteen Lakhs Only) divided into 50,01,50,000 (Fifty Crores One Lakh Fifty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each, in accordance with and pursuant to the Scheme of Amalgamation, the effect of which has already been recorded with the Registrar of Companies through the filing of Form INC-28.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association **("MOA")** of the Company be and is hereby altered by substituting the following new Clause in place of the existing Clause V:

"The Authorized Share Capital of the Company is INR 500,15,00,000/- (Indian Rupees Five Hundred Crores Fifteen Lakhs Only) divided into 50,01,50,000 (Fifty Crores One Lakh Fifty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Directors of the Company be and are hereby severally authorized to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect to any as may be deemed appropriate, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to sign and file the necessary forms, documents and to do all acts, deeds, actions required for bringing effect and completing the above stated transaction."

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ITEM NO. 8: APPROVE ADOPTION OF AMENDED ARTICLES OF ASSOCIATION ("AOA") INCORPORATING THE PROVISIONS OF THE DSP SHAREHOLDERS' AGREEMENT

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 5, 14, and 15 of the Companies Act, 2013 read with the applicable rules made thereunder (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 for adoption of the Amended Articles of Association **("AOA")** of the Company, incorporating the following provisions:

a. Incorporation of the applicable provisions of the DSP Shareholders' Agreement **("DSP SHA")** relating to the rights, obligations, governance arrangements and other matters as applicable to the Company pursuant to the amalgamation of Salter Technologies Private Limited with and into the Company;

b. Incorporation of enabling provisions pursuant to Sections 43, 46, 47, 56, 88, 94, 106 and 179 of the Companies Act, 2013 read with Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014, to enable the Company to issue partly paid-up shares and provide for matters incidental thereto, including calls, lien, forfeiture, transfer, transmission, voting restrictions and conversion of such shares into fully paid shares, as may be applicable;

c. Incorporation of enabling provisions, subject to the ESOP Schemes(s) approved by the Members of the Company, and pursuant to Section 43(a)(ii) read with Section 47 of the Act, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws, to enable the Company to issue/allot, upon exercise of ESOPs, ordinary equity shares carrying full voting rights and/or a separate class of equity shares not carrying voting rights at the time of exercise of such ESOPs, as may be determined in accordance with the terms of the respective ESOP Schemes(s) approved by the Members;

d. Such consequential, incidental or ancillary amendments, alignment and harmonisation of the existing provisions of the Articles of Association as may be necessary to give effect to the aforesaid amalgamation and the matters set out in (a) and (b) above, and to ensure consistency with the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

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ITEM NO. 9 APPROVE ISSUANCE OF EQUITY SHARES UPTO 1,000 CRORES THROUGH PRIVATE PLACEMENT

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23 and 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014, both as amended from time to time, and subject to the applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Reserve Bank of India **("RBI")**, the Memorandum of Association **("MOA")** and the Articles of Association **("AOA")** of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India or any regulatory or statutory authority as may be required (the **"Appropriate Authority"**), consent of the Members of the Company be and is hereby accorded to the Board of Directors for making offer(s) or invitations to subscribe **16,45,81,960 (Sixteen Crore Forty-Five Lakh Eighty-One Thousand Nine Hundred Sixty)** Equity Shares of face value of Rs. 10/- **(Rupees Ten only) each** at an issue price of **INR 60.76 per share** (including a securities premium of INR 50.76 per share), for an aggregate consideration **not exceeding INR 1,000 Crore (Rupees One Thousand Crores only),** on a private placement basis, in one or more series/tranches, on such terms and conditions as the Board or any Committee authorized by the Board or any person(s) authorized by the Board, may, from time to time, determine and consider proper and most beneficial to the Company.

RESOLVED FURTHER THAT the Equity Shares so issued shall upon allotment have same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to file all necessary forms, returns, and documents with the Registrar of Companies and such other authorities as may be required, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or incidental to give effect to this resolution, including making the requisite entries in the statutory registers of the Company, including but not limited to the Register of Members, in respect of the aforesaid issue and allotment of Equity Shares."

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ITEM NO. 10: ADOPTION OF NEW ESOP SCHEMES 2026- SERIES C AND SERIES D

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions (if any) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including rules, regulations, circulars, notifications, statutory modifications, re-enactments, and clarifications framed / issued thereunder for the time being in force) ("**Act**"), and in accordance with the Memorandum of Association **("MOA")** and Articles of Association ("**AOA**") of the Company, the consent of the Members of the Company be and is hereby accorded to adopt the following employee stock option schemes:

(a) DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series C; and

(b) DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series D.

(collectively referred to as the "**ESOP Schemes**"),

as placed before the meeting and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board (including the duly constituted Nomination and Remuneration Committee thereof ("**NRC**") to grant options to employees in accordance with the terms of the ESOP Schemes and the Act.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company pursuant to the exercise of options under the ESOP Schemes Series C and D shall not carry any voting rights to be exercised by the relevant employees (for clarity, in their capacity as shareholders of the Company) at the meetings of shareholders of the Company. Subject to this, the ESOP Schemes Series C and D and the governing provisions of the Articles of the Company, such equity shares shall rank pari passu (for clarity, excluding the voting rights) with all the existing equity shares issued by the Company.

RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee) be and is hereby authorized to:

(a) prescribe and approve forms of any agreement, letters or documents, as may be required under the ESOP Schemes;

(b) to interpret the ESOP Schemes, to establish, amend and rescind any rules and regulations relating to the ESOP Schemes and to make any other determinations that the Board or the NRC (as the case may be) deems necessary or desirable for the administration and implementation of the ESOP Schemes;

(c) correct any defect, omission or reconcile any inconsistency in the ESOP Schemes in the manner and to the extent the Board or the NRC (as the case may be) deems necessary or desirable;

(d) determine the effective date from which the employee becomes entitled to the options to be issued pursuant to the ESOP Schemes;

(e) determine the quantum of options to be granted to an employee;

(f) prescribe procedures for making fair and reasonable adjustments to the number of options and to the exercise price in case of rights issue, bonus issues, sale of division, merger, consolidation, amalgamation or scheme of arrangement, and other corporate actions. In this regard the Board or the NRC (as the case may be) shall take reasonable efforts to ensure that the rights of the option holders are not unduly prejudiced, and adjust the number and the exercise price of options granted under the ESOP Schemes in a manner such that the total value of the options are not substantially affected solely because of such corporate actions;

(g) formulate the procedure for exercise of options;

(h) determine the exercise price, vesting period, and other terms of grant;

(i) determine or impose other conditions to the grant or exercise of options under the ESOP Schemes, as the Board or the NRC (as the case may be) may deem appropriate;

(j) determine or impose other conditions on the shares allotted pursuant to the exercise of vested options by the option holders in accordance with the Articles and the ESOP Schemes;

(k) make any other determination and take any other action that the Board or the NRC (as the case may be) deems necessary or desirable for the administration of the ESOP Schemes;

(l) take all steps for implementation of the ESOP Schemes as may be necessary, expedient or desirable for effective implementation of the ESOP Schemes; and

(m) Authorize any director, jointly and/or severally, to determine accelerated vesting for any employee or group of employees, if so warranted in the interest of the Company's business.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized, jointly and/or severally, to do all such acts, deeds, matters, and things as may be necessary or expedient in connection with or incidental to give effect to the above resolutions, including filing of necessary forms, returns, and intimations with the Registrar of Companies and other statutory authorities, and to resolve any question, difficulty, or doubt that may arise in this regard.

RESOLVED FURTHER THAT Mr. Jayesh Jayantilal Mehta (Whole-time Director & Chief Executive Officer) or Mr. Agnel Victor (Chief Human Resources Officer of the Company), be and are hereby severally authorized to issue and sign the grant letters, and other related documents, in accordance with the terms and conditions as set forth under the ESOP Schemes and the Articles.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized, jointly and/or severally, for filing of necessary forms, returns, and intimations with the jurisdictional Registrar of Companies and other statutory authorities as may be required.

RESOLVED FURTHER THAT a certified true copy of all the above resolutions be delivered under the signature of any one director or the Company Secretary of the Company to all the concerned parties for their record."

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ITEM NO. 11: APPROVE AMENDMENT EXISTING ESOP SCHEMES 2026 - SERIES A AND SERIES B

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 **("Act")**, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the rules made thereunder, and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for variation and amendment of the terms of the DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series A and the DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series B **(collectively, the "ESOP Schemes").**

RESOLVED FURTHER THAT the following amendments are proposed to be made in both the **Scheme - Series A and the Scheme - Series B**: introduction of the concept of **"Allotment Date"**; introduction of **August and February Exercise Windows**; provision for the Board to have the absolute power to **round down any fractional Shares to the nearest whole number** arising upon exercise of vested Option(s), with a corresponding adjustment to the Exercise Price; and increase in the number of nominees that an Employee may nominate from **one nominee to up to three nominees**.

In addition to the above, the **Scheme - Series A** is proposed to be amended to authorise the **Nomination and Remuneration Committee ("NRC")** to determine and approve the Vesting Period, in place of the earlier provision prescribing a **four-year vesting period with annual vesting**.

RESOLVED FURTHER THAT the aforesaid variations to the ESOP Schemes shall not be prejudicial to the interests of the option holders and shall be subject to the terms and conditions contained in the amended and restated ESOP Schemes placed before the Members.

RESOLVED FURTHER THAT the amended and restated DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series A and DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series B, incorporating the aforesaid amendments, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any Director or Nomination and Remuneration Committee or any person authorised by the Board, be and is hereby authorised to take all such steps, actions and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising and implementing the amended and restated ESOP Schemes and making such modifications, alterations or amendments thereto as may be required by any statutory or regulatory authority.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to make necessary filings with the Registrar of Companies and/or any other statutory or regulatory authority and to execute and submit all such applications, forms, documents and writings as may be necessary or expedient for giving effect to this resolution."

By the Order of Board of Directors
DSP Finance Private Limited

AMRITA BIJOY MAJI
Digitally signed by AMRITA BIJOY MAJI
Date: 2026.09.28 19:08:59 +05'30'

Amrita Maji
Company Secretary
Membership No. 51888

Place: Mumbai
Date: September 28, 2026

Registered Office:
Mafatlal Centre,11th Floor,
Vidhan Bhavan Marg,
Nariman Point,
Mumbai - 400 021

CIN : U64920MH1996PTC099483
Email: compliance@dspfin.com

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 **("the Act")** and Secretarial Standard – 2 on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India for special businesses under Item Nos. 7 to 11 of the Notice is annexed hereto.

2. A Member entitled to attend and vote at the 30th AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of member not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent (10%) 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 proxy for any other person or shareholder.

3. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll in accordance with the provisions of the Articles of Association of the Company and in default the instrument of proxy shall not be treated as valid. Further, Proxy Form is annexed with the notice.

4. The Members whose name appear in the register of members of the Company/in registers maintained with Registrar and Transfer Agent as on the date of AGM shall be entitled to attend and vote by show of hand at the AGM. The Notice of the AGM is being sent to all the Members at their registered email addresses.

5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.

6. Members / Proxies should fill in the attendance slip for attending the AGM. Attendance slip is enclosed with the Notice.

7. Members may please note that the Notice of the AGM will also be available on the website of the Company at https://www.dspfin.com

8. The Register of Directors and Key Managerial Personnel and their shareholding-maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and all the documents referred to in the notice including copies thereof, shall be made available for inspection electronically only during the AGM and at the Registered Office of the Company during business hours and at the AGM, without any fee, from the date of circulation of this Notice, up to the conclusion of AGM i.e. Wednesday, September 30, 2026.

9. The route map to reach the venue of the AGM is annexed with the notice.

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

ITEM NO. 3: REGULARIZATION OF MR. MAHESH KUMAR JAIN ("MR. JAIN") AS INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee **("NRC")**, had appointed Mr. Mahesh Kumar Jain **("Mr. Jain")** (DIN: 03513127) as an Additional Director (Independent Category) on the Board of the Company with effect from August 06, 2026, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 **("the Act")** and Articles of Association **("AOA")** of the Company.

Pursuant to the provisions of Section 161(1) of the Act, such Additional Director holds office up to the date of the ensuing General Meeting of the Company.

The Company has received a consent from Mr. Jain in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act; and Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Jain fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management. The Board recommends the resolution set out in Item No. 1 of the Notice for approval of the Members for appointment of Mr. Jain as an Independent Director for a term of 5 (Five) consecutive years with effect from August 06, 2026 to August 05, 2031, not liable to retire by rotation.

Except Mr. Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

Following are the additional disclosures under section 102 of the Companies Act, 2013 and Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Mahesh Kumar Jain
Director Identification Number (DIN)	03513127
Age	65 years
Qualifications	Post-graduate degree in Commerce and Master's of Business Administration **("MBA")** from FMS, Delhi. Certified Associate of the Indian Institute of Bankers **("CAIIB")**, a Certified Financial Risk Manager **("FRM")** and a Chartered Financial Analyst **("CFA")**.
Experience	Mr. Mahesh Kumar Jain ("Mr. Jain") is a seasoned banker with over 35 years of experience, including 10 years at various board-level positions, Mr. Mahesh Kumar Jain, presently serves as Senior Advisor to a Leading Global Management Consulting Firm, a Leading Indian Law Firm and a large Global PE Fund. Over the course of his distinguished career, he has served as the Deputy Governor of RBI (2018-23), and headed two banks as the MD & CEO, viz. IDBI Bank (2017-18) and Indian Bank (2015-17).

	Mr. Jain assumed charge as the Deputy Governor of RBI in Jun'2018 as the Head of Supervision, at a time when the Indian economy was grappling with the twin balance sheet problem. At the start of his tenure, banks' non-performing assets were elevated, necessitating high provisioning with looming repercussions on profitability and capital. The IL&FS default in Jul'18 revealed cracks in the NBFC sector's liquidity management. Despite these challenges – including severe stress scenarios in the financial sector, the global pandemic, and geopolitical upheaval, the Indian banking and non-banking sectors demonstrated notable resilience, strength and robustness during his tenure, justifying his industry-awarded tag of 'The Turnaround Banker'. Mr. Jain's leadership was marked by proactive, stakeholder-centric interventions addressing large-scale systemic challenges with innovative approaches. Under his stewardship, RBI rescued distressed banks without resorting to taxpayers' funds, revamped RBI's supervisory oversight focus towards a sound, forward-looking inspection for material risks. This marked a paradigm shift from entity-based to activity-based regulation with a sharper focus on governance, risk & regulation, data & technology. He also oversaw the formulation of the hallmark Financial Inclusion Index covering 97 parameters, a comprehensive framework spanning access, usage, quality to enable targeted policy action for the country. He further unified three disparate ombudsmen schemes into the integrated, technology driven "One Nation – One Ombudsman" Scheme, launched by the Honourable PM. On the corporate banking front, his experience spans four large banks – leading IDBI Bank & Indian Bank, and handling crucial portfolios at Syndicate Bank and Punjab National Bank. In recognition of his track record, Mr. Jain was recognized as the turnaround banker who revived one of the largest and most heavily stressed PSBs. At IDBI Bank, Mr. Jain initiated structural changes, including an increased focus on retail, economizing cost, and conserving capital. His measures as the MD & CEO strengthened capital adequacy and prevented default risks while identifying strategic investors for restructuring. Under his leadership, Indian Bank's market capitalization more than doubled, and it emerged as the only PSB self-sufficient in capital. He was

	thus recognized as the 'Best CEO 2017 (PSU BFSI)' by India Today Group. He has also represented RBI at the Basel Committee on Banking Supervision **("BCBS")** and served as the Vice-Chairman of the OECD International Network on Financial Education **("INFE")** Advisory Board. He also served on the Governing Council of the Centre for Advanced Financial Research and Learning **("CAFRAL")** and Indira Gandhi Institute of Development Research **("IGIDR")**.
Terms and Conditions of Appointment	N/A
Details of Remuneration	N/A
Remuneration last drawn	N/A
Date of First appointment on the Board	N/A
Shareholding in the Company	NIL
Relationship with other directors, managers and other key managerial personnel	N/A
Number of meetings of Board attended during the year	3
Other directorship/membership/chairmanship of Committees of other Board	Chairman of Standing External Advisory Committee of Reserve Bank of India
Justification	As per the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company.

The Board commends the resolution at item no. 3 of the Notice for approval of Members of the Company as **Ordinary Resolution.**

DSP
FINANCE

ITEM NO. 4: REGULARIZATION OF MR. SATISH CHAND MATHUR ("MR. MATHUR") AS INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee **("NRC")**, had appointed Mr. Satish Chand Mathur **("Mr. Mathur")** (DIN: 03641285) as an Additional Director (Independent Category) on the Board of the Company with effect from August 17, 2026, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 **("the Act")** and Articles of Association **("AOA")** of the Company.

Pursuant to the provisions of Section 161(1) of the Act, such Additional Director holds office up to the date of the ensuing General Meeting of the Company.

The Company has received a consent from Mr. Mathur in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act; and Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Mathur fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management. The Board recommends the resolution set out in Item No. 2 of the Notice for approval of the Members for appointment of Mr. Mathur as an Independent Director for a term of 5 (Five) consecutive years with effect from August 17, 2026 to August 16, 2031, not liable to retire by rotation.

Except Mr. Mathur, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

Following are the additional disclosures under section 102 of the Companies Act, 2013 and Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Satish Chand Mathur
Director Identification Number (DIN)	03641285
Age	68 years
Qualifications	Bachelor's degree in Arts and Masters's degree in Arts-History from Delhi university, St. Stephen's College. Gold medal recipient of Delhi University for standing first in the B.A. (Hons) History exam, 1978
Experience	Mr. Satish Chand Mathur (DIN: 03641285) is a retired Indian Police Service (IPS) officer who served as the Director General of Police, Maharashtra. He has nearly 37 years of extensive experience in administration, governance, leadership, operations, resource management, security and crisis management. During his distinguished career, he held several senior and sensitive assignments, including Commissioner of Police, Pune, Director of the Anti-Corruption Bureau, Maharashtra, and Chief of Mumbai Traffic. He also served with the Central Bureau of Investigation from 1996 to 2003.

	Mr. Mathur has significant experience in handling complex operational and administrative matters, implementing large-scale projects, managing human and other resources, and addressing sensitive and challenging situations. During his tenure as Chief of Mumbai Traffic, he introduced various technological and operational initiatives in traffic management. He also served as Executive Director – Security & Vigilance and headed the Ground Handling business unit of Air India, where he was involved in transforming the business unit and strengthening its operational and management framework. Mr. Mathur possesses strong leadership, governance, communication and decision-making capabilities, together with extensive knowledge of legal, regulatory, administrative and operational matters. His experience in managing large organisations, dealing with complex situations and implementing practical solutions is expected to contribute meaningfully to the strategic, governance and operational oversight of the Company. He is presently engaged as an Advisor to Essar Capital Limited, Mumbai, and serves as an Independent Director on the boards of JM Financial Credit Solutions Limited, Samman Finserve Limited, Green Mobility Solutions Limited and Kesar Petroproducts Limited.
Terms and Conditions of Appointment	N/A
Details of Remuneration	N/A
Remuneration last drawn	N/A
Date of First appointment on the Board	N/A
Shareholding in the Company	NIL
Relationship with other directors, managers and other key managerial personnel	N/A
Number of meetings of Board attended during the year	1
Other directorship/membership/chairmanship of Committees of other Board	NIL
Justification	As per the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company.

The Board commends the resolution at item no. 4 of the Notice for approval of Members of the Company as **Ordinary Resolution.**

DSP
FINANCE

ITEM NO. 5: REGULARIZATION OF MR. LALIT BIHANI ("MR. BIHANI") AS EXECUTIVE DIRECTOR ON THE BOARD OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee **("NRC")**, had appointed Mr. Lalit Bihani **("Mr. Mathur")** (DIN: 09647004) as an Additional Director in the category of Executive Director on the Board of the Company with effect from August 17, 2026, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 **("the Act")** and Articles of Association **("AOA")** of the Company.

Pursuant to the provisions of Section 161(1) of the Act, such Additional Director holds office up to the date of the ensuing General Meeting of the Company.

The Company has received a consent from Mr. Bihani in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board recommends the resolution set out in Item No. 3 of the Notice for approval of the Members for appointment of Mr. Bihani as an Executive Director.

Except Mr. Bihani, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

Following are the additional disclosures under section 102 of the Companies Act, 2013 and Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Lalit Bihani
Director Identification Number (DIN)	09647004
Age	35 years
Qualifications	Bachelor of Technology (B.Tech), Indian Institute of Technology, Delhi
Experience	Mr. Lalit Bihani is a technology and fintech entrepreneur with over 14 years of experience in building and scaling digital consumer and enterprise businesses across financial services, fintech, software-as-a-service ("SaaS"), education technology, and eCommerce sectors. He was the Chief Executive Officer and Co-founder of Volt Money, a fintech platform focused on enabling digital and secured lending against financial assets. In this role, he led the development of a technology-driven lending platform, pioneered the digital journey for loans against mutual funds, and played a key role in building strategic partnerships, distribution channels and customer-centric product offerings. Prior to founding Volt Money, Mr. Bihani held leadership and senior product management positions with prominent technology and consumer internet companies including

	WhiteHat Jr., BrowserStack, Hopscotch, and Snapdeal. In these roles, he was responsible for product strategy, technology development, digital business growth, and management of cross-functional teams. His experience includes building and scaling digital platforms, driving innovation, and developing customer-centric technology products for large consumer markets. Mr. Bihani possesses significant expertise in digital financial services, product management, technology strategy, innovation, business development, and entrepreneurship. His professional experience provides him with strong insights into fintech, digital lending ecosystems, technology-enabled financial services, risk management processes, and customer acquisition strategies. Mr. Bihani holds a Bachelor of Technology (B.Tech.) degree from the Indian Institute of Technology (IIT), Delhi, graduating in 2012. During his academic tenure, he was actively associated with the Entrepreneurship Cell of IIT Delhi, reflecting his long-standing interest in innovation and entrepreneurial development.
Terms and Conditions of Appointment	N/A
Details of Remuneration	As per the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company.
Remuneration last drawn	N/A
Date of First appointment on the Board	N/A
Shareholding in the Company	Holding 41,77,844 Equity Shares of Rs. 10/- each
Relationship with other directors, managers and other key managerial personnel	N/A
Number of meetings of Board attended during the year	1
Other directorship/ membership/ chairmanship of Committees of other Board	NIL
Justification	As per the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company.

The Board commends the resolution at item no. 5 of the Notice for approval of members of the Company as **Ordinary Resolution.**

DSP
FINANCE

ITEM NO. 6: CHANGE IN DESIGNATION OF MR. KUMAR SHAH FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR

The Members are informed that Mr. Kumar Shah **("Mr. Shah")** (DIN: 00033865) a **Non-Executive Director** of the Company, is proposed to be re-designated as an **Executive Director** of the Company with effect from September 28, 2026, due to enhanced role in the day to day functioning of the Company.

Considering the proposed involvement of Mr. Shah in the day-to-day functioning of the Company and the executive responsibilities proposed to be entrusted to him, the Nomination and Remuneration Committee, at its meeting held on September 28, 2026, considered and recommended to the Board of Directors the re-designation of Mr. Shah from Non-Executive Director to Executive Director of the Company with effect from September 28, 2026.

The Board of Directors, at its meeting held on September 28, 2026, after considering the recommendation of the Nomination and Remuneration Committee, approved the re-designation of Mr. Shah from Non-Executive Director to Executive Director of the Company with effect from September 28, 2026, subject to the approval of the Members of the Company.

Upon his re-designation as Executive Director, Mr. Shah shall be entrusted with such executive powers, duties and responsibilities relating to the management and affairs of the Company as may be assigned to him by the Board of Directors from time to time, subject to the overall supervision, direction and control of the Board.

The terms and conditions applicable to Mr. Shah in his capacity as Executive Director, including remuneration, if any, powers, duties and responsibilities, shall be as determined and approved by the Board of Directors from time to time, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the Articles of Association of the Company and other applicable laws and regulatory requirements.

Mr. Shah is interested in the resolution to the extent of his proposed re-designation and the terms and conditions applicable to him. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding, if any, in the Company.

Details of Mr. Kumar Shah pursuant to Section 102 of the Companies Act, 2013 read with applicable provisions of Secretarial Standard-2, to the extent applicable

Name of the Director	Mr. Kumar Mahendrabhai Shah
Director Identification Number (DIN)	00033865
Age	62 years
Qualifications	Chartered Accountant
Experience	Kumar Shah is a Chartered Accountant (C.A.) by profession. He completed B.Com. in May 1983 and qualified as C.A. in January 1985. In a career of close to three decades with Bank of America N.A. (earlier DSP Merrill Lynch Ltd.), handled various leadership positions as Chief Financial Officer, Chief Operating Officer (Global Markets) & Chief Administrative Officer; Last position being Group Chief Financial Officer from February 2011 to August 2018 and Various governance

	positions – director on boards of companies & member of other governance committees. He worked as a Senior Advisor with Avendus Capital Pvt. Ltd. From September 2018 to December 2021 and led/co-led multiple projects as Support Function staffing/restructuring, Launch & winding up of Funds, Launch of PMS Strategy, Documentation of policies & processes, Internal Audits, Sale of Fund Portfolio, streamlining of FATCA Reporting, Project on resumption of work from office post Covid-19 Currently, working as a Senior Advisor with DSP Group's Family Office since June 2022 and as an Advisor with DSP Finance Private Limited since April 2025.
Terms and Conditions of Appointment	As per the agreement
Details of Remuneration	As per the agreement
Remuneration last drawn	As per the agreement
Date of First appointment on the Board	December 23, 2025
Shareholding in the Company	NIL
Relationship with other directors, managers and other key managerial personnel	N/A
Number of meetings of Board attended during the year	N/A
Other directorship/membership/chairmanship of Committees of other Board	Directorship in following Companies: i. BofA Securities India Limited
Justification	As per the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company.

In the opinion of the Board, Mr. Kumar Shah possesses the requisite qualifications, experience and expertise for the proposed role of Executive Director and his re-designation is in the interest of the Company.

The Board of Directors recommends the resolution set out at Item No. 6 of the accompanying Notice for approval of the Members by way of an **Ordinary Resolution**.

DSP
FINANCE

ITEM NO. 7: APPROVE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION ("MOA")

The Members are informed that the Scheme of Amalgamation between **Salter Technologies Private Limited ("Transferor Company")** and **DSP Finance Private Limited ("Transferee Company" or "Company")**, sanctioned by the Hon'ble National Company Law Tribunal **("NCLT")** vide its order dated **July 21, 2026**, has become effective in accordance with the terms of the Scheme.

Pursuant to the Scheme of Amalgamation, the authorized share capital of the Company is required to be increased to reflect the authorized share capital consequent upon the amalgamation and to enable the Company to give effect to the provisions of the Scheme.

Accordingly, it is proposed to increase the authorised share capital of the Company from **INR 500,00,00,000 (Indian Rupees Five Hundred Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of INR 10 each** to **INR 500,15,00,000 (Indian Rupees Five Hundred Crores Fifteen Lakhs Only) divided into 50,01,50,000 (Fifty Crores One Lakh Fifty Thousand) Equity Shares of INR 10 each**.

Consequent upon the increase in the authorized share capital, Clause V of the Memorandum of Association of the Company is proposed to be substituted as under:

"V. The Authorised Share Capital of the Company is INR 500,15,00,000 (Indian Rupees Five Hundred Crores Fifteen Lakhs Only) divided into 50,01,50,000 (Fifty Crores One Lakh Fifty Thousand) Equity Shares of INR 10 (Indian Rupees Ten Only) each."

In terms of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the proposed alteration of the capital clause of the Memorandum of Association requires the approval of the Members of the Company by way of an **Ordinary Resolution**.

A copy of the amended Memorandum of Association of the Company together with other relevant documents is available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution at item no. 6 of the Notice for approval of members of the Company as **Ordinary Resolutions**.

DSP
FINANCE

ITEM NO. 8: APPROVE ADOPTION OF AMENDED ARTICLES OF ASSOCIATION ("AOA") INCORPORATING THE PROVISIONS OF THE DSP SHAREHOLDERS' AGREEMENT

The Members are informed that pursuant to the Scheme of Amalgamation of Salter Technologies Private Limited **("Transferor Company** or **Salter")** with and into DSP Finance Private Limited **("Transferor Company"** or **"Company")**, as sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide its Order dated July 21, 2026, Salter stands amalgamated with and into the Company with effect from the date specified in the said Scheme.

Consequent upon the aforesaid amalgamation, and in order to give effect to the applicable provisions of the **DSP Shareholders' Agreement ("DSP SHA")** in relation to the Company, it is proposed to amend the existing Articles of Association of the Company by incorporating the relevant provisions of the DSP SHA relating to the rights, obligations, governance arrangements and other matters applicable to the Company, to the extent permissible under applicable laws.

Further, it is proposed to incorporate enabling provisions in the AOA relating to the issue and management of **partly paid-up shares**, pursuant to Sections 43, 46, 47, 56, 88, 94, 106 and 179 of the Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of law. The proposed provisions would, inter alia, provide for matters relating to calls on shares, lien, forfeiture and re-issue of forfeited shares, transfer and transmission, restrictions on voting rights in respect of unpaid calls and conversion of partly paid-up shares into fully paid-up shares, as may be applicable.

The proposed amended AOA would also incorporate enabling provisions relating to the **Employee Stock Option Schemes ("ESOP Schemes")** approved by the Members of the Company, including provisions to facilitate the issue and allotment, upon exercise of ESOPs, of ordinary equity shares carrying full voting rights and/or a separate class of equity shares not carrying voting rights, subject to the terms of the respective ESOP Schemes, Section 43 read with Section 47 of the Act, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws and regulatory requirements.

In addition to the aforesaid amendments, the proposed amended AOA incorporates such consequential, incidental and ancillary amendments, alignment and harmonisation of the existing provisions of the AOA as may be necessary to give effect to the aforesaid amalgamation and to align the AOA with the provisions of the DSP SHA, the provisions relating to partly paid-up shares and ESOP Schemes, the Act and the rules made thereunder and other applicable regulatory requirements.

The proposed amendments are intended to provide an appropriate legal and governance framework in the AOA for giving effect to the aforesaid matters and to ensure that the provisions of the AOA are aligned with the applicable provisions of the Act and the arrangements applicable to the Company following the amalgamation.

Pursuant to **Section 14 of the Companies Act, 2013**, alteration of the Articles of Association of a company requires approval of the Members by way of a **Special Resolution**. Accordingly, the approval of the Members is being sought for adoption of the amended and restated AOA of the Company as set out in the Special Resolution at **Item No. 7** of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company and/or their interest, if any, arising from their association with or rights under the DSP SHA or the ESOP Schemes, as applicable.

DSP
FINANCE

ITEM NO. 9: APPROVE ISSUANCE OF EQUITY SHARES UPTO 1,000 CRORES THROUGH PRIVATE PLACEMENT

The Members are informed that in order to meet the business requirements of the Company, it is proposed to offer and issue for subscription, further Equity Shares through Private Placement on a preferential basis.

In accordance with Section 42 and other applicable provisions of the Companies Act, 2013 read with the Rules made there under as amended from time to time, prior approval of the Shareholders by way of a Special Resolution is required to offer and issue for subscription further equity shares through private placement.

The approval of the Shareholders is accordingly being sought by way of a Special Resolution to offer and issue of **16,45,81,960 (Sixteen Crore Forty-Five Lakh Eighty-One Thousand Nine Hundred Sixty)** Equity Shares of face value of **INR 10/- each** at an issue price of **INR 60.76 per share** (including a securities premium of INR 50.76 per share), for an aggregate consideration **not exceeding INR 1,000 Crore (Rupees One Thousand Crores only),** through private placement.

The disclosures required to be made in accordance with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

a) Particulars of the offer:

The Company is proposing to issue Equity Shares for meeting its principal business activities.

b) Date of passing Board Resolution

Approved by the Board of Directors of the Company at its meeting held on Monday, September 28, 2026

c) Kinds of securities offered and the price at which security is being offered:

16,45,81,961 (Sixteen Crore Forty-Five Lakh Eighty-One Thousand Nine Hundred Sixty-One) of new fully paid up equity shares.

d) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

INR 60.76/- (Face value of INR 10/- at securities premium of INR 50.76/-).

Please refer to the Valuation Report for basis or justification for the price

e) Name and address of valuer who performed valuation:

Name: M/s. Koppula Yagna Narayana, Chartered Accountant and Registered Valuer
Address: 707, Raheja Chambers, 213, Nariman Point – 400021

f) Amount which the company intends to raise by way of such securities:

Upto INR 1,000 Crores (Indian Rupees One Thousand Crores)

g) Material terms of raising such securities:

Equity shares of the Company shall rank pari-passu to the existing equity shares of the Company.

h) Proposed time schedule:

Offer period will start on October 1, 2026 and end on October 31, 2026, additional 15 days will be provided at the discretion of the Allotment Committee, if required.

i) Purposes or objects of offer:

The Company is proposing to issue Equity Shares for meeting its principal business activities.

j) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Offer shall be subscribed by the Directors of the Company amounting to up to INR 600 Crores out of total offer of INR 1000 Crores

k) Principle terms of assets charged as securities:

No charge created on assets

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution at item no. 8 of the Notice for approval of members of the Company as **Special Resolutions**.

DSP
FINANCE

ITEM NO. 10: ADOPTION OF NEW ESOP SCHEMES 2026 - SERIES C AND SERIES D

The Members are informed that pursuant to the **Scheme of Amalgamation of Salter Technologies Private Limited ("Salter" or "Transferor Company") with and into DSP Finance Private Limited ("Company" or "Transferee Company")**, as sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide its Order dated **July 21, 2026**, Salter has been amalgamated with and into the Company in accordance with the terms of the said Scheme.

The Members are further informed that, prior to the effectiveness of the aforesaid amalgamation, Salter had implemented employee stock option arrangements pursuant to which employee stock options had been granted to certain eligible persons associated with Salter and the Volt platform, including the founders and other eligible option holders, in accordance with the applicable terms and conditions governing such grants.

Consequent upon the aforesaid amalgamation, and in order to give effect to and provide continuity to the rights, obligations, interests and benefits relating to such outstanding employee stock options, it is proposed that the Company adopt and implement the following employee stock option schemes:

1. DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series C; and

2. DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series D

The Series C Scheme and Series D Scheme are intended to provide the framework for continuation, administration and settlement of the employee stock option arrangements pursuant to the aforesaid amalgamation and to provide for the grant, vesting and exercise of options by the eligible persons in accordance with the respective Scheme.

Pursuant to **Section 62(1)(b) of the Companies Act, 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("SCD Rules")**, approval of the Members by way of a Special Resolution is required for granting employee stock options under an employee stock option scheme. Accordingly, approval of the Members is being sought for adoption and implementation of the Series C Scheme and Series D Scheme.

The salient features of the ESOP Schemes and disclosures as required under Rule 12 of the SCD Rules are set out below:

(a) The total number of stock options to be granted under the ESOP Schemes:

Total number of options that may, in the aggregate, be granted under the relevant ESOP Schemes are as follows:

Sr. No.	ESOP Scheme	No. of Options
1.	DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series C	44,66,886
2.	DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series D	5,51,885
Total		**50,18,771**

These options shall entitle the option holders to acquire, pursuant to the exercise of options in accordance with the terms of the ESOP Schemes, in one or more tranches up to 50,18,771 (Fifty Lakhs Eighteen Thousand Seven Hundred Seventy One) equity shares of the Company. Each option granted under the relevant ESOP Scheme confers a right upon the

employee to apply for 1 (One) equity share of the Company, in accordance with the terms and conditions of such issue as set forth under the relevant ESOP Scheme.

(b) Identification of classes of employees entitled to participate in ESOP Schemes:

(i) a permanent employee of the Company working in India or out of India; or

(ii) a Director of the Company, whether a Whole-time Director or not but excluding an Independent Director;

(iii) an employee as defined in (a) and (b) of a Subsidiary in India or out of India, or of a Holding Company; and

(iv) other eligible persons as may be determined in accordance with the provisions of the relevant ESOP Scheme and applicable law, on such terms and conditions including vesting schedule, exercise price, exercise period, lock-in and other matters as may be set out in the ESOP Scheme or alternatively, as decided by the Board or the NRC.

The following classes of employees are not entitled to participate in the ESOP Schemes:

(i) An employee who is a Promoter or belongs to the Promoter-group; and

(ii) A Director who either himself/herself or through his/her Relative or through any body corporate, directly or indirectly, holds more than 10% (Ten Percent) of the outstanding shares of the Company.

(c) The appraisal process for determining the eligibility of employees to the ESOP Schemes:

The Board or the duly constituted Nomination and Remuneration Committee ("**NRC**") (as the case may be), in its sole discretion, shall decide the eligibility of employees based on recommendations made by the Chief Executive Officer and the Chief Human Resources Officer of the Company. This will be based on rationale such as attraction of high caliber talent, retention of key talent, deferred compensation for senior management, reward for performance in a specific performance period and/or any other criteria determined by the Board or the NRC in its sole discretion.

(d) The requirements of vesting and period of vesting;

Vesting of options shall commence after a period of not less than 1 (One) year from the date of grant of such options under the ESOP Schemes. The vesting of options may occur in one or more tranches, subject to terms and conditions of vesting as set forth under the relevant ESOP Scheme and as may be stipulated by the Board or the NRC (*as the case may be*) in its sole discretion.

(e) The maximum period within which the options shall be vested:

The maximum vesting period for options to be issued under ESOP Scheme – Series C shall be 60% of Options to vest on October 1, 2027 with remaining 40% to vest equally on July 30, 2028 & July 30, 2029 and in ESOP Scheme – Series D shall be In terms of the Vesting schedule under the Amended and Restated Employee Stock Option Plan 2023.

(f) The exercise price or the formula for arriving at the same:

Exercise price shall be INR 10 (Indian Rupees Ten) per vested option.

(g) The exercise period and process of exercise:

The vested options may be exercised by the eligible employees from the date of vesting, as follows

Sr. No.	ESOP Scheme	Period for exercise of vested options
1.	DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series C	From the date of relevant vesting and upto 2 years from the last date of employment
2.	DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series D	From the date of relevant vesting and upto 10 years from the last date of employment in case of Liquidation Event

(h) The lock-in period, if any:

The equity shares issued pursuant to exercise of options shall be subject to a lock-in period, if any, as mentioned in the relevant ESOP Scheme or as determined by the Board or the NRC (as the case may be) on a case-to-case basis, subject to compliance with the articles of association of the Company at all times.

(i) The maximum number of options to be granted per employee and in aggregate;

The maximum number of options that may be granted to an individual employee and the aggregate number of options to all employees shall be subject to the overall ceiling specified under the relevant ESOP Scheme and applicable laws, as may be determined by the Board or the NRC (as the case may be) from time to time.

(j) The method which the Company shall use to value its options;

The methodology to be used for valuing the options shall be as set out in the relevant ESOP Scheme and in accordance with applicable law.

(k) The conditions under which options vested in employees may lapse e.g. in case of termination of employment for misconduct:

The vested options will lapse if not exercised within the specified exercise periods as set out in the relevant ESOP Scheme. The vested options may also lapse under certain circumstances even before the expiry of the specified exercises period as set out in the relevant ESOP Scheme, i.e. in the event of termination of the employment of the employee with the Company for 'cause' or 'resignation' of the employee (in each case, as defined in the relevant ESOP Scheme).

(l) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Separation Event	Treatment of Vested Options
Termination of employment of an employee for cause.	As per ESOP Schemes – Series C and Series D

Separation Event	Treatment of Vested Options
Termination of employment of an employee for reasons other than cause, retirement, death or permanent disability.	As per ESOP Schemes – Series C and Series D
Termination of employment of an employee on account of retirement.	As per ESOP Schemes – Series C and Series D
Termination of employment of an employee on account of death or permanent disability.	As per ESOP Schemes – Series C and Series D
	It is hereby clarified that all options and shares held by the employee (or their legal heir(s) or relatives or nominee) shall continue to be subject to the restrictions set out under the articles of association of the Company (if any).

(m) A statement to the effect that the Company shall comply with the applicable accounting standards:

The Company shall comply with the applicable accounting standards, including the prescribed disclosure requirements, in respect of the ESOP Schemes.

Draft copies of the ESOP Schemes are available for inspection at the Company's registered office at Mafatlal Centre, 11th Floor, Nariman Point, Mumbai – 400 021 during official hours on all working days till the date of this Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and the relatives, except to the extent of their Shareholding and options that may be granted to them under the ESOP Schemes, is concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the resolutions as set out Item No. 8 of the accompanying notice for approval of Members of the Company as **Ordinary Resolution**.

DSP
FINANCE

ITEM NO. 11: APPROVE AMENDMENT EXISTING ESOP SCHEMES 2026 - SERIES A AND SERIES B

The Members are informed that the Company had approved the **DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series A** and **DSP Finance Private Limited Employee Stock Option Scheme 2026 – Series B** (collectively, the **"ESOP Schemes"**) at the meeting of the Board of Directors held on February 12, 2026, which were subsequently approved by the Members at the Extraordinary General Meeting held on February 13, 2026.

The Board of Directors of the Company has proposed certain amendments to the ESOP Schemes, subject to the approval of the Members.

The following amendments are proposed to be made in both the **Scheme - Series A and the Scheme - Series B**: introduction of the concept of **"Allotment Date"**; introduction of **August and February Exercise Windows**; provision for the Board to have the absolute power to **round down any fractional Shares to the nearest whole number** arising upon exercise of vested Option(s), with a corresponding adjustment to the Exercise Price; and increase in the number of nominees that an Employee may nominate from **one nominee to up to three nominees**.

In addition to the above, the **Scheme - Series A** is proposed to be amended to authorise the **Nomination and Remuneration Committee ("NRC")** to determine and approve the Vesting Period, in place of the earlier provision prescribing a **four-year vesting period with annual vesting**.

The proposed amendments are being made in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder and are **not prejudicial to the interests of the Option holders**.

The amended and restated **Series A and Series B ESOP Schemes**, incorporating the aforesaid amendments, are available for inspection by the Members in accordance with applicable provisions.

None of the Directors, Key Managerial Personnel of the Company and the relatives, except to the extent of their Shareholding and options that may be granted to them under the ESOP Schemes, is concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the resolutions as set out Item No. 9 of the accompanying notice for approval of Members of the Company as **Ordinary Resolution**.

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FORM NO. 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 Members	
Registered address	
E-mail ID	
Folio No.	

I/We, being the holder(s) of _____ shares of DSP Finance Private Limited, hereby appoint:

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: _____

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as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026, at 12;00 p.m. (IST) at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Special Purpose Audited Financial Statements (Post-Merger) for the Financial Year 2024-25
2.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements (Post-Merger) of the Company for the Financial Year 2025-26 and the Reports of the Board of Directors and Auditors thereon
3.	Regularization of Mr. Mahesh Kumar Jain ("Mr. Jain") as Independent Director on the Board of the Company
4.	Regularization of Mr. Satish Chand Mathur ("Mr. Mathur") as Independent Director on the Board Of the Company
5.	Regularization of Mr. Lalit Bihani ("Mr. Bihani") as Executive Director on the Board of the Company
6.	Change in Designation of Mr. Kumar Shah from Non-Executive Director to Executive Director
SPECIAL BUSINESS	
7.	Alteration of Capital Clause of Memorandum of Association **("MOA")**
8.	Approve adoption of Amended Articles of Association **("AOA")** incorporating the provisions of the DSP Shareholders' Agreement
9.	Adoption of New ESOP Schemes 2026- Series C and Series D
10.	Approve amendment Existing ESOP Schemes 2026 - Series A and Series B
11.	Approve amendment Existing ESOP Schemes 2026 - Series A and Series B

Signed this _____ day of _____ 2026

_____
Signature of Member

_____
Signature of first proxy holder

_____
Signature of second proxy holder

_____
Signature of third proxy holder

Affix Revenue Stamp

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Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company.
2. Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten percent) of the total share capital of the Company. Members holding more than 10 % (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. The Proxy-holder shall prove his identity at the time of attending the Meeting.

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ATTENDANCE SLIP

30th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026, at 12:00 p.m. (IST) at the Registered Office of the Company at Mafatlal Centre, 11th Floor, Vidhan Bhavan Marg, Nariman Point, Mumbai - 400 021

Folio No.	
No. of shares held	

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the 30th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026, at 12:00 p.m. (IST) at the Registered Office of the Company.

_____

Member's / Authorized Representative

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint member(s) may obtain additional attendance slip at the venue of the meeting.

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ROUTE MAP:

Venue: Mafatlal Centre,11th Floor, Vidhan Bhavan Marg, Nariman Point, Mumbai - 400 021

