

Notice of 33rd Annual General Meeting

NOTICE IS HEREBY GIVEN that the 33rd General Meeting ("AGM") of the Members of CSL Finance Limited ("the Company") will be held on Saturday, September 20, 2025 at 12:30 PM (IST) through Video Conferencing and Other Audio-Visual Means ("VC/OAVM"), in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Directors' Report and Auditors' Report thereon.

"RESOLVED THAT the Audited financial statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors' and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

2. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2024-25

To declare a dividend of ₹ 3.00/- per equity share of ₹ 10 each (30%) for the financial year ended March 31, 2025.

"RESOLVED THAT an final dividend @ 30% (₹ 3.00 per equity share of ₹ 10/-) on the paid- up equity share capital of the Company as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2024-25."

3. APPOINTMENT OF MR. ASHOK KUMAR KATHURIA (DIN: 01010305) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Ashok Kumar Kathuria (DIN: 01010305), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ashok Kumar Kathuria (DIN:01010305), Director, who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

4. TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF M/S.S.R. DINODIA & CO. LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 001478N/N500005) AS STATUTORY AUDITORS FOR A PERIOD OF THREE YEARS, TO HOLD OFFICE FROM THE CONCLUSION OF THE THIRTY-THIRD AGM HELD IN THE FINANCIAL YEAR 2025 TILL THE CONCLUSION OF THE THIRTY-SIXTH AGM TO BE HELD IN THE FINANCIAL YEAR 2028.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies

(Audit and Auditors) Rules, 2014 and guidelines issued by the Reserve Bank of India for appointment of Statutory central auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks and NBFCs, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Company's Policy on appointment of Statutory Auditors and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the members be and is hereby accorded to appoint M/s. S.R. Dinodia & Co. LLP, Chartered Accountants (Firm Registration No. 001478N/N500005) as Statutory Auditors from the conclusion of the Thirty-third AGM held in the Financial year 2025 till the conclusion of the Thirty-Sixth AGM to be held in the Financial year 2028.

RESOLVED FURTHER THAT the remuneration payable to M/s. S.R. Dinodia & Co. LLP, Chartered Accountants shall be ₹ 15,75,000 (Rupees Fifteen Lakhs Seventy Five Thousand only) plus taxes and out of pocket expenses, if any, and that the Board of Directors be and is hereby authorised to determine the remuneration for subsequent years during the tenure, as may be mutually agreed.

RESOLVED FURTHER THAT payment for any other services rendered by the Statutory Auditors, including Tax Audit amounting to ₹ 1,00,000 (Rupees One Lakhs only) shall be made separately in addition to the statutory audit fees.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to the above resolution."

SPECIAL BUSINESS:

5. TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF MS. JASVINDER KAUR (COP: 7700), PROPRIETOR OF M/S. JASVINDER KAUR & CO., (COMPANY SECRETARIES), GHAZIABAD AS SECRETARIAL AUDITORS FROM THE CONCLUSION OF THIRTY-THIRD AGM HELD IN THE FINANCIAL YEAR 2025 TILL THE CONCLUSION OF THE THIRTY-EIGHTH AGM TO BE HELD IN THE FINANCIAL YEAR 2030.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014, and Regulation 24A(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars, and based on recommendation of the Audit Committee and approval of Board of Directors, consent of members be and is hereby accorded for the appointment of Ms. Jasvinder Kaur (COP No. 7700), Proprietor of M/s. Jasvinder Kaur & Co., Company Secretaries, Ghaziabad, as Secretarial Auditors of the Company for a period of 5 consecutive years, from the conclusion of Thirty-third AGM held in the Financial year 2025 till the conclusion of thirty-eighth AGM to be held in the Financial year 2030.

RESOLVED FURTHER THAT the remuneration payable to M/s. Jasvinder Kaur & Co., Company Secretaries, Ghaziabad for conducting the Secretarial Audit shall be ₹ 65,000/- (Rupees Sixty-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, and that the Board of Directors be and is hereby authorised to determine the remuneration for subsequent years during the tenure, as may be mutually agreed.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to the above resolution."

6. TO APPROVE THE RE-APPOINTMENT OF MR. PARMOD BINDAL (DIN: 06389570) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 3 (THREE) YEARS:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) read with schedule IV of the Act, and pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, Master Direction – Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 ("RBI Master Directions") and Article of Association of the Company, Mr. Parmod Bindal (DIN: 06389570) who was appointed by the Board of Directors on June 26, 2025 as an Independent Director based on the recommendation of Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a second term of three (3) consecutive years, effective from June 26, 2025 up to June 25, 2028 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197, Schedule V and other applicable provisions of the Act and the rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Parmod Bindal (DIN: 06389570), be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT any member of the Board or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

7. TO APPROVE THE RE-APPOINTMENT OF MR. SUBHASH CHAND KWATRA (DIN: 08635939) AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 3 (THREE) YEARS:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) read with schedule IV of the Act, and pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, Master Direction – Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 ("RBI Master Directions") and Article of Association of the Company, Mr. Subhash Chand Kwatra (DIN: 08635939) who was appointed by the Board of Directors on June 26, 2025 as an Independent Director, based on the recommendation of Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a second term of three (3) consecutive years, effective from June 26, 2025 up to June 25, 2028 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197, Schedule V and other applicable provisions of the Act and the rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Subhash Chand Kwatra (DIN: 08635939), be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT any member of the Board or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

8. RE-APPOINTMENT OF MS. RACHITA GUPTA (DIN: 09014942) AS A WHOLE-TIME DIRECTOR

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V of the Act and the rules made thereunder and subject to such consents, permissions and approvals as may be required in this regard, Ms. Rachita Gupta (DIN: 09014942) be and is hereby re-appointed as the Whole-time Director of the Company with effect from December 30, 2025 upto December 29, 2030.

RESOLVED FURTHER THAT any member of the Board or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

RESOLVED FURTHER THAT Ms. Rachita Gupta in her capacity as Whole-time Director, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.”

9. TO APPROVE CHANGE IN DESIGNATION OF MR. ASHOK KUMAR KATHURIA (DIN:01010305) FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 197 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for change in designation of Mr. Ashok Kumar Kathuria (DIN:01010305) from Non- Executive Director to Executive Director of the Company liable to retire by rotation on such terms and conditions including remuneration as may be decided by the board and perquisites value arising consequent to exercise of stock options in addition to the proposed remuneration (as detailed in the explanatory statement) payable to him and shall perform such

duties and functions as may be assigned to him by the board from time to time.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

10. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**.

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 23,00,00,000/- (Rupees Twenty three Crores only) divided into 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 27,00,00,000/- (Rupees Twenty-Seven Crores only) divided into 2,70,00,000 Equity Shares of ₹ 10/- each and consequently, existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. “The Authorised Share Capital of the Company is ₹ 27,00,00,000 (Rupees Twenty-Seven Crore Only), divided into 2,70,00,000 equity shares of ₹ 10 (Rupees Ten) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution of the Board of Directors and the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds and things including delegating powers to employees and officers of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto, and to settle any question or doubt to give effect to the aforesaid resolution.”

11. APPROVAL FOR CSL EMPLOYEE STOCK OPTION SCHEME 2025 THROUGH TRUST ROUTE.

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

“RESOLVED THAT pursuant to the provisions of Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“**SEBI (SBEB & SE) Regulations, 2021**”], and Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, if any and

the Rules made there under (including any statutory modification(s) or re-enactment thereof), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**"SEBI (LODR) Regulations"**], relevant provisions of 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 Shareholders of the Company be and is hereby accorded for approval of CSL Employee Stock Option Scheme 2025 (**"Scheme"**) and the Board of Directors (hereinafter referred to as the **"Board of Directors"** including an Nomination & Remuneration Committee formed by the Board of Directors) be and is hereby authorised to create, grant, offer, issue and transfer under the Scheme, in one or more tranches not exceeding 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Employee Stock Options (**"Options"**) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the benefit of Employees and Directors of the Group Company of the Company and to such persons as may be, from time to time, allowed for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Equity Shares (**"Shares"**) of the face value of ₹ 10/- each (or such other adjusted figure for any bonus, stock splits, consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee (**"Committee"**) of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021 for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a Trust route, wherein an irrevocable Trust, already set up by the Company by the name CSL Employee Welfare Trust (**"Trust"**) and will acquire the Shares either by way of fresh allotment from the Company and/or by way of Secondary Acquisition from the Market.

RESOLVED FURTHER THAT out of the overall pool of 22,78,262 (Twenty-Two Lakhs Seventy-Eight

Thousand Two Hundred and Sixty-Two) Shares the Trust may acquire such quantity of Shares either by way of fresh allotment from the Company and/or by way of Secondary Acquisition from the Market, as decided by the Committee from time to time.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company, if any, and transferred by the Trust under the Scheme 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 in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, as may be prevailing at that time and also to appoint Advisors, Merchant Bankers, 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 to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further 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 and ancillary thereof.

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 authorized to do for the purpose of giving effect to this resolution."

12. APPROVAL FOR EXTENSION OF GRANT OF OPTIONS TO THE EMPLOYEES AND DIRECTORS OF THE GROUP COMPANY OF THE COMPANY UNDER CSL EMPLOYEE STOCK OPTION SCHEME 2025.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021 [**“SEBI (SBEB & SE) Regulations, 2021”**], and Section 62(1)(b) and applicable provisions of the Companies Act, 2013, if any and the Rules made there under (including any statutory modification(s) or re-enactment thereof), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], relevant provisions of 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 Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board of Directors, including an Nomination & Remuneration Committee formed by the Board of Directors), to extend the benefits of CSL Employee Stock Option Scheme 2025 (**“Scheme”**) including the grant of Employee Stock Options (**“Options”**) and transfer of the Equity Shares (**“Shares”**) thereunder, to such Employees and Directors of the Group Company 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 (as permitted under the applicable laws from time to time) at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Equity Shares to be transferred by the Company under the Scheme 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 be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further 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 and ancillary thereof.

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.”

13. APPROVAL FOR GRANT OF OPTIONS TO IDENTIFIED EMPLOYEES DURING ANY ONE YEAR EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY UNDER CSL EMPLOYEE STOCK OPTION SCHEME 2025.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Regulation 6(3)(d) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations, 2021”**], and Section 62(1)(b), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), relevant provisions of 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 Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer and issue Employee Stock Options (**“Options”**) under CSL Employee Stock Option Scheme 2025 (**“Scheme”**) exercisable and convertible into Equity Shares, during any one year, equal to or in excess of 1% (one percent) or more of the issued capital (excluding outstanding warrants and conversions, if any) of the Company to the identified employees of the Company as the Board may identify at the time of Grant from time to time.

At present the employees who have been identified are as follows:

S. No.	Employee Name	Designation
1.	Mr. Chandan Kumar	Head-Strategy & Business
2.	Mr. Chirag Gupta	Head-Credit

RESOLVED FURTHER THAT the Equity Shares, to be issued and allotted by the Company from time to time in accordance with Scheme shall rank pari-passu in all respects with the existing Equity 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 in case of any corporate action(s) as per the Scheme such as right issues, bonus issues, stock splits, consolidation of shares, etc., the outstanding Options as well as the exercise price of the Options shall be suitably adjusted in a fair and reasonable manner, in accordance with the Scheme.

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."

14. APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR THE PURCHASE OF ITS OWN SHARE BY THE TRUST/TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER CSL EMPLOYEE STOCK OPTION SCHEME 2025

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 67(3) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations, 2021**"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and 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 Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board of Directors, including an Nomination & Remuneration Committee formed by the Board of Directors) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to CSL Employee Welfare Trust (**the "Trust"**), in one or more tranches such that the total amount of provision of money for subscription or purchase of fully paid-up Equity shares of the Company by the Trust shall not exceed 5% of the aggregate of paid up capital and free reserves of the Company, or other limit as prescribed under the applicable laws, from time to time, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/Trustees, in one

or more tranches, subject to the ceiling of Equity Shares ("**Shares**") as may be prescribed under CSL Employee Stock Option Scheme 2025 ("**Scheme**") or any other share based Employee benefit Scheme which may be introduced by the Company from time to time ("**Employee Benefit Scheme(s)**"), with a view to purchase such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, Companies Act, 2013 and any other applicable laws and regulations.

RESOLVED FURTHER THAT the above-prescribed limit shall be taken on a consolidated basis for all Employee Benefits Scheme(s) including the present scheme implemented by the Company as may be undertaken by the Company from time to time.

RESOLVED FURTHER THAT any loan provided by the Company shall be an interest-free loan and shall be repayable by the Trust by utilizing the proceeds realized from the Exercise of Options by the Grantees from time to time and the accruals of the Trust during the tenure of the Scheme or at the termination of the Scheme and in accordance with the relevant provisions of the applicable laws & regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

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 for the granting of loan within the prescribed limits of SEBI (SBEB & SE) Regulation, 2021 and to 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."

15. APPROVAL FOR THE ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER CSL EMPLOYEE STOCK OPTION SCHEME 2025

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 6(3)(a) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**"SEBI (SBEB & SE) Regulations, 2021"**], Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 2015, **["SEBI (PIT) Regulations, 2015"]**, applicable provisions of the Companies Act, 2013 if any, and the Rules made there under (including any statutory modification(s) or re-enactment thereof), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **["SEBI (LODR) Regulations"]**, relevant provisions of 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 Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board of Directors, including an Nomination & Remuneration Committee formed by the Board of Directors) for secondary acquisition of up to 22,78,262 Equity Shares ("**Shares**") of the Company by CSL Employees Welfare Trust ("**Trust**"), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors, for the purpose of implementation of the CSL Employee Stock Option Scheme 2025 ("**Scheme**") and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021 and SEBI (PIT) Regulations, 2015.

RESOLVED FURTHER THAT the total number of Shares under secondary acquisition held by the Trust in pursuance to the Scheme or any other share-based Employee benefit Scheme implemented in the past, shall at no time, exceed 5 (five) percent of the Paid-up Equity Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the above limits shall automatically include within their ambit the expanded or reduced capital of the Company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares,

stock splits, consolidations, rights issue, buy-back, or other re-organisation of the Company as may be applicable from time to time.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB & SE) Regulations, 2021, SEBI (PIT) Regulations, 2015, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records, and documents as prescribed.

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 and 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."

16. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH CSL CAPITAL PRIVATE LIMITED.

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

"RESOLVED THAT pursuant to the provisions of Section 2(76), 177 of the Companies Act, 2013, read with rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary and the Company's Policy on Related Party Transactions and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the following transaction(s) to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), notwithstanding that such transactions may exceed lower of rupees one thousand crore or 10% of the Annual Consolidated Turnover of the Company as per the last audited financial statements of the Company in any financial year or such other threshold limits as may be specified

by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arms' length basis, during the financial years as mentioned in the explanatory statement:

Name of Related Party (1)	Name of Director or Key Managerial Personnel who is related, if any (2)	Nature of Relationship (3)	Nature and particulars of Proposed Contract (4)	Material Terms of Contract Including (5)	Any other information relevant or important for the board members to take a decision on the proposed resolution (6)
CSL Capital Private Limited	Mr. Rohit Gupta (Managing Director)	CSL Finance Limited is associate Company of CSL Capital Private Limited and Mr. Rohit Gupta is common Director in both the Companies	Loan & Guarantee/ Security Transaction	Maximum of ₹ 250 crores.	2025-26

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board
For **CSL Finance Limited**

Date: 12.08.2025
Place: Noida

Preeti Gupta
(Company Secretary & Compliance Officer)

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars No.20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024, dated September 19, 2024 ('MCA Circulars') SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("**SEBI Circulars**") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for holding the AGM will be the Registered Office of the Company. Since, the AGM will be held through VC, the route map, and attendance slip are also not annexed to this Notice.
2. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is furnished as **Annexure** to this Notice.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
4. Pursuant to section 113 Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body resolution/authorization, etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorization be sent to the Company by email through its registered email address to investor@csfinance.in with a copy marked to evoting@nsdl.co.in.
5. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
7. Notice of the AGM including instructions for e-Voting along with the Annual Report for the FY 2024-25 are being sent through electronic mode only to those Members whose email addresses are registered with the Company/DP. Members may note that the Notice and Annual Report for the FY 2024-25 will also be available on the Company's website, <https://www.csfinance.in/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.

In case any Member is desirous of obtaining hard copy of the Annual Report for the FY 2024-25 may send request to the email address at investor@csfinance.in mentioning Folio No./DP ID and Client ID.
8. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.csfinance.in/contact-us>.
9. The Company has appointed National Securities Depository Limited ('NSDL') as the authorised agency, to provide VC/OAVM facility for the AGM of the Company.
10. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the Meeting and 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel,

the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. The Board of Directors recommended a final dividend of 30% i.e. ₹ 3.00 per Equity share of face value of ₹ 10 per share for the financial year ended March 31, 2025 which will be subject to the approval of shareholders at AGM. This final dividend, if approved by the shareholders at AGM, will be payable within 30 days from the date of declaration of dividend i.e. on or before October 20, 2025 to the Members whose names appear in the Register of Members/List of Beneficial Owners of the Company as on the Record Date i.e., Saturday, September 13, 2025.
12. Dividend income is taxable in the hands of the shareholders and the Company is required to deduct the tax at source from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (IT Act). In order to enable compliance with TDS requirements in respect of dividends declared by the Company in future, members are requested to submit Form 15G/15H on annual basis and update details about their residential status, PAN and Category as per the IT Act with their Depository Participants or in case of shares held in physical form, with the Company/Registrar and Transfer Agent, so that tax at source, if any, as per applicable rates may be deducted in respect of dividend payments made by the Company in future.

Shareholders are requested to note that if the PAN is not correct/invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

13. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

14. To receive the dividend on time, Members holding shares in physical form should be KYC complaint and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA –MAS Services Limited, so as to reach the RTA before the record date i.e. September 13, 2025.

- a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11digit IFSC Code; and
 - iv. 9-digit MICR Code.
- b) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card of all holders; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- e) Form ISR2 duly filled signed. The signature of holders should be attested by the Bank Manager
- f) Form SH 13 – Nomination form or ISR3 – to opt out from Nomination

The above Investor Service Request Forms (ISR) are available at RTA's website at <https://www.masserv.com>

15. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

16. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.
17. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, MAS Services Limited at investor@masserv.com for assistance in this regard.
18. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
19. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://www.masserv.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.
20. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
23. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
24. The Company has fixed Saturday, September 13, 2025 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their voting through remote e-Voting/e-Voting during the AGM. Any person who is not a Member on the Cut-off date should treat this Notice for information purposes only.
25. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, and the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Scheme will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at investor@cslfinance.in
26. The Register of Members and Share Transfer Books of the Company will remain closed from September 14, 2025 to September 20, 2025 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.
27. Pursuant to Section 124 read with Section 125 of the Companies Act, 2013, the dividend amounts which remain unpaid/unclaimed for a period of 7 years, are required to be transferred to the Investor Education and Protection Fund constituted by the Central Government. Accordingly, the final dividend for the financial year 2017-18 which remains unclaimed, are proposed to be transferred to the said account on November 05, 2025.

28. Members who have not claimed/encashed their dividend so far for the financial year ended 31.03.2017 or any subsequent financial year(s) may approach the RTA or the Company for obtaining payments thereof before expiry of the stipulated 7 years period. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link https://www.csloffinance.in/files/ugd/eb7a97_8ed69be810d2414393d088896eae07c0.pdf
29. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.
30. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by NSDL.
31. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investor@csloffinance.in on or before Wednesday, September 10, 2025. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, subject to availability of sufficient time for smooth conduct of the AGM.
32. The procedures for joining the AGM through VC, remote e-Voting and voting at the AGM along with the contact details for addressing the grievances in this regard are provided in the instructions annexed to the Notice.

PROCEDURES FOR JOINING THE AGM THROUGH VC, REMOTE E-VOTING AND VOTING AT THE AGM

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting facility provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

The remote e-Voting period will be as under

Commencement of remote e-Voting	9:00 A.M. on September 17, 2025
End of remote e-Voting	5:00 P.M. on September 19, 2025

Members holding shares either in physical form or in dematerialized form, as on September 13, 2025 i.e., Cut-off date, may cast their vote electronically during the above period. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from September 17, 2025 and ending on September 19, 2025 or e-Voting during the AGM. Members who have cast their vote by remote e-Voting prior to the AGM may attend/participate in the AGM through VC but shall not be entitled to cast their vote on such resolution again.

The Board of Directors of the Company have appointed Ms. Jasvinder Kaur (COP: 7700), Proprietor of M/s. Jasvinder Kaur & Co., Company Secretaries, as Scrutinizer to scrutinize the process of remote e-Voting and electronic voting at the AGM in a fair and transparent manner

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date. The Scrutinizer will, after the conclusion of e-Voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Management. The result of e-Voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company (<https://www.csloffinance.in/>) and on the website of the e-Voting agency (www.evoting.nsdl.com).

The result will simultaneously be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., on September 20, 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting System

A) Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders holding securities in Demat Mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies; e-Voting process has been enabled for all individual demat account holders, through their demat account maintained with DPs. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining the AGM for Individual Members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Login method for e-Voting and joining the AGM for Individual Members holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Your User ID is: Demat (NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a). Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b). "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c). If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d). Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 2. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to infocompliance20@gmail.com or to Company by email to investor@cslfinance.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login

to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or investor@cslfinance.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to investor@masserv.com or investor@cslfinance.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-Voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

By Order of the Board
For **CSL Finance Limited**

Date: 12.08.2025

Place: Noida

Preeti Gupta
(Company Secretary & Compliance Officer)

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No 4

Appointment and remuneration of M/s. S.R. Dinodia & Co. LLP, Chartered Accountants (Firm Registration No. 001478N/N500005) as Statutory Auditors for a period of three years, to hold office from the conclusion of the Thirty-third AGM held in the Financial year 2025 till the conclusion of the Thirty-Sixth AGM to be held in the Financial year 2028

Upon the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on August 12, 2025, have recommended the appointment of M/s. S.R. Dinodia & Co. LLP, Chartered Accountants (Firm Registration No. 001478N/N500005), as the Statutory Auditors of the Company on the following terms:

- a. **Term of appointment:** Upto 3 (three) consecutive years from the conclusion of this AGM till the conclusion of 36th AGM to be held in year 2028.
- b. **Proposed Fees:** Shall be ₹ 15,75,000/- (Rupees Fifteen Lakh Seventy-Five Thousand only) per annum, exclusive of applicable taxes and reimbursement of out-of-pocket expenses, in remuneration, as approved by the Board of Directors.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the statutory audit fee as above and will be determined by the Board in consultation with the Statutory Auditors and as per the recommendations of the Audit Committee.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Companies Act, 2013 ("the Act") & Rules made thereunder with regard to the full time partners, statutory audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. **Brief Profile:** M/s. S.R. Dinodia & Co. LLP is one of India's leading professional advisory firms, providing assurance, taxation, regulatory advisory and transaction advisory services to a wide range of local as well as multinational clients. International Committee.

The firm has consistently ranked amongst the top professional advisory firms in India and has a well-established reputation for delivering quality service to its clients. The firm is providing services to over 500 clients annually, including both multinational and national businesses. The firm has significant expertise across multiple industries.

M/s. S.R. Dinodia & Co. LLP have confirmed their eligibility for appointment under Section 139, read with Section 141 of the Companies Act, 2013, and the applicable Rules, as well as the Reserve Bank of India's guidelines for the appointment of statutory auditors of Non-Banking Financial Companies (RBI guidelines).

M/s. S.R. Dinodia & Co. LLP, will hold office for a period of three (3) consecutive years, from the conclusion of this Annual General Meeting (AGM) of the Company until the conclusion of the 36th AGM, subject to the approval of the shareholders at this AGM.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set forth for the approval of Members as an Ordinary Resolution.

Item No 5

Appointment and Remuneration of Ms. Jasvinder Kaur (COP: 7700), proprietor of M/s. Jasvinder Kaur & Co., (Company Secretaries), Ghaziabad as Secretarial Auditors from the conclusion of Thirty-third AGM held in the Financial year 2025 till the conclusion of the thirty-eighth AGM to be held in the Financial year 2030 and fix their remuneration.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on August 12, 2025 have approved subject to approval of Members, appointment of M/s. Jasvinder Kaur (COP: 7700), proprietor of M/s. Jasvinder Kaur & Co., (Company Secretaries), Ghaziabad as Secretarial Auditors for a term of 5(Five) consecutive years from the conclusion of Thirty-first AGM held in the Financial year 2025 till the conclusion of Thirty-Eighth AGM to be held in the Financial year 2030.

1. Credentials of the Secretarial Auditor:

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ("**Act**") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on August 12, 2025, have recommended, the appointment of M/s. Jasvinder Kaur (COP: 7700), proprietor of M/s. Jasvinder Kaur & Co., (Company Secretaries), Ghaziabad as the Secretarial Auditors of the Company on the following terms:

a. Term of appointment: For a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting ("**AGM**") till the conclusion of 38th AGM.

b. Proposed Fees: Upto ₹ 65,000 (Rupees Sixty-Five Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

d. Brief Profile: M/s. Jasvinder Kaur (COP: 7700), proprietor of M/s. Jasvinder Kaur & Co., (Company Secretaries), Ghaziabad has over 16 years of experience. The Firm provides advisory & consultancy services in areas of Company Law, NCLT Matters, Corporate Restructuring, Merger & Amalgamation, Corporate Disputes and other Allied services.

M/s. Jasvinder Kaur & Co., (Company Secretaries), Ghaziabad have given their consent to act as Secretarial Auditors of the Company and confirmed

that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the appointment of the Secretarial Auditor is now required to be approved by the shareholders. Secretarial Audit provides an independent review of the Company's compliance status and helps identify any lapses, thereby strengthening corporate governance.

Accordingly, the Board has approved the appointment of Ms. Jasvinder Kaur (COP: 7700), Proprietor of M/s. Jasvinder Kaur & Co., Company Secretaries, Ghaziabad, as the Secretarial Auditor of the Company and recommends the same for shareholders' approval.

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

The Board of Directors of the Company recommends the resolution for approval of the Members as an Ordinary Resolution.

Item No 6

Re-appointment of Mr. Parmod Bindal (DIN: 06389570) as Non- Executive Independent Director of the Company for a second term of 3 (Three) years:

The Members had approved appointment of Mr. Parmod Bindal (DIN: 06389570) as an Independent Director of the Company at the AGM held on September 26, 2022 for a term of three consecutive years from June 27, 2022. The term of Mr. Parmod Bindal as an Independent Director of the Company came to an end on June 26, 2025. The Board of Directors of the Company on June 26, 2025, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, re-appointed Mr. Parmod Bindal as an Independent Director, for a second term of three consecutive years commencing from June 26, 2025. Mr. Parmod Bindal is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act 2013 ("**Act**") and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from him (i) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; (ii) declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing**")

Regulations"); (iii) declaration towards inclusion of his name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Parmod Bindal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Mr. Parmod Bindal fulfils the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.csloffinance.in/codes-and-policies>. A brief profile of Mr. Parmod Bindal is provided in the notes to the Notice of the AGM as **Annexure-B**.

The Board of Directors is of the opinion that the knowledge, expertise, and extensive experience of Mr. Parmod Bindal will be of immense value to the Company. His association is expected to contribute meaningfully to the Company's strategic direction and overall governance. Accordingly, the Board has approved his appointment and recommends the approval of the Special Resolution set out at item no. 6 of this Notice.

Except Mr. Parmod Bindal, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No 7

Re-appointment of Mr. Subhash Chand Kwatra (DIN: 08635939) as Non- Executive Independent Director of the Company for a second term of 3 (Three) years:

The Members had approved appointment of Mr. Subhash Chand Kwatra (DIN: 08635939) as an Independent Director of the Company at the AGM held on September 26, 2022 for a term of three consecutive years from June 27, 2022. The term of Mr. Subhash Chand Kwatra as an Independent Director of the Company came to an end on June 26, 2025. The Board of Directors of the Company on June 26, 2025, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, re-appointed Mr. Subhash Chand Kwatra as an Independent Director, for a second term of three consecutive years commencing from June 26, 2025. Mr. Subhash Chand Kwatra is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act 2013 ("Act") and has consented

to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from him (i) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; (ii) declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (iii) declaration towards inclusion of his name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Subhash Chand Kwatra has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Mr. Subhash Chand Kwatra fulfils the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.csloffinance.in/codes-and-policies>. A brief profile of Mr. Subhash Chand Kwatra is provided in the notes to the Notice of the AGM as **Annexure-C**.

The Board of Directors is of the opinion that the knowledge, expertise, and vast experience of Mr. Subhash Chand Kwatra will be of immense value to the Company. His association is expected to strengthen the Company's leadership and support its long-term growth and governance. Accordingly, the Board has approved his appointment and recommends the approval of the Special Resolution set out at item no. 7 of this Notice.

Except Mr. Subhash Chand Kwatra, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No 8

Re-appointment of Ms. Rachita Gupta (DIN: 09014942) as a Whole-time Director:

The shareholders vide ordinary resolution passed by postal ballot/E-voting on July 28, 2021, approved the appointment of Ms. Rachita Gupta (DIN: 09014942) as a Whole-time Director of the Company for a period of five years, with effect from December 30, 2020 upto and including December 29, 2025. Basis the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on August 12, 2025, re-appointed Ms. Rachita Gupta, as a Whole-time Director of the Company with effect from December 30, 2025 upto and including December

29, 2030, subject to the approval of the members in the Annual Meeting.

Considering her expertise and leadership, the Board, approved re-appointment of Ms. Rachita as the Whole-time Director of the Company.

A brief profile of Ms. Rachita is provided in the notes to the Notice of the AGM as **Annexure-D**.

The Company would enter into an agreement with Ms. Rachita covering the following terms of remuneration:

Salary: ₹ 30,00,000 (Rupees Thirty Lakh only) per annum.

Perquisites/Amenities: As per the policy applicable to senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.

Gratuity and provident fund will be payable as per the Rules of the Company.

Others: Company's contribution to retirement funds, official use of car/driver and communication facilities for Company's business, as per rules of the Company.

Reimbursement of expenses incurred by her on account of business of the Company in accordance with Company policy.

Disclosures as required under Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

The Companies Act, 2013 and Secretarial Standard – 2 on General Meetings provides that the re-appointment and remuneration of Whole-time Directors shall be subject to approval of the shareholders in a General Meeting. Accordingly, the resolution at Item No. 8 in relation to appointment of Ms. Rachita, as a Whole-time Director is proposed for approval of members by means of an ordinary resolution.

The agreement to be entered into with Ms. Rachita will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Ms. Rachita Gupta has played a pivotal role in strengthening the Company's retail lending segment, driving key technology initiatives, and enhancing corporate communication and HR practices. With over seven years of leadership at CSL Finance and a strong academic and professional background, her continued association will provide strategic direction and stability. The Board, recommends the re-appointment and the terms of appointment thereof of Ms. Rachita as a Whole-time Director of the Company for approval of the shareholders. based on the Nomination & Remuneration Committee's

recommendation, to ensure continued growth and execution of the Company's long-term vision.

Except Ms. Rachita and her relatives, being the appointee, none of the other Directors (Except Mr. Rohit Gupta) and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the notice.

Item No 09

Approval for change in designation of Mr. Ashok Kumar Kathuria (DIN: 01010305) from Non- Executive Director to Executive Director.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has approved the change in designation of Mr. Ashok Kumar Kathuria (DIN: 01010305) from Non-Executive Director to Executive Director, subject to the approval of the shareholders at the ensuing Annual General Meeting. Mr. Kathuria has been associated with the Company in a non-executive capacity since 2005. For Mr. Kathuria's continued performance, experience, and valuable contributions to the Company, the Board believes that his active involvement in an executive role will be instrumental in driving the Company's operational performance and growth strategy.

Mr. Kathuria's appointment as Executive Director shall be governed by the applicable provisions of the Companies Act, 2013, including Sections 152 and 197 and other relevant provisions read with applicable rules made thereunder and Schedule V to the Act, as well as the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions, including remuneration, if any, shall be determined by the Board of Directors from time to time and shall be subject to the approval of the shareholders. Mr. Kathuria shall be entitled to the following remuneration and benefits from the Company:

Salary: ₹ 80,000 (Rupees Eighty Thousand only) per month.

Perquisites: Value arising consequent to exercise of stock options granted under CSL Employee Stock Option Scheme 2016.

Others: Company's contribution to retirement funds, official use of car/driver and communication facilities for Company's business, as per rules of the Company.

Mr. Kathuria is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and he shall be liable to retire by rotation in accordance with the provisions of the Act and the Articles of Association of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board of Directors is of the opinion that the appointment of Mr. Kathuria as Executive Director is

in the best interest of the Company, and accordingly recommends the resolution as set out in Item No. 09 of the Notice for approval of the members as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ashok Kumar Kathuria himself, is concerned or interested, financially or otherwise, in the proposed resolution.

Item No 10

To approve increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

Presently, the Authorised Share Capital of the Company is ₹ 23,00,00,000/- (Rupees Twenty Three Crores only) divided into 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each and the Company proposes to introduce an CSL Employee Stock Option Plan, 2025 ("ESOP 2025"), in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations, 2021") and Other applicable laws and regulations, including amendments thereto from time to time.

The proposed ESOP 2025 shall entail certain percentage of equity dilution. In view of this, it is proposed to increase the Authorised Share Capital of the Company from the existing ₹ 23,00,00,000/- (Rupees Twenty-Three Crores only) to ₹ 27,00,00,000/- (Rupees Twenty-Seven Crores only) to accommodate the equity dilution arising from the implementation of ESOP 2025 and to provide for any potential future allotments that the Company may undertake.

Consequently, it is necessary to alter Capital Clause of the Memorandum of Association (MoA) of the Company to reflect the revised authorised share capital, pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 10 of this Postal Ballot Notice.

The Memorandum and Articles of Association of the Company is made available for inspection, electronically by the Members of the Company and is also available on the website of the Company at the given link https://www.csloffinance.in/files/ugd/eb7a97_63ff2df4418b4b96a58584ab35c6cc1c.pdf

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 10 of this Postal Ballot Notice.

The Board of Directors recommend the Ordinary Resolution as set out at Item No 10 of this Notice for approval by the Members.

Item No 11, 12, 13 and 15

Presently the Company has one active Employee Stock Option Scheme named as **"CSL Employee Stock Option Scheme 2016"**, which was implemented through a Trust Route, pursuant to the approvals granted by the Shareholders under the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**"SEBI (SBEB & SE) Regulations, 2021"**].

In line with the continued commitment of the Company, the Company has come up with a CSL Employee Stock Option Plan 2025 aimed to align the leadership incentives with the Company's strategic goals.

Key objectives of the CSL ESOP 2025 include:

- Driving overall Company performance growth through a performance-linked ESOPs Structure with primary focus on growth of AUM (Assets under Management) in the SME segment, Sustaining and enhancing the Portfolio Quality of SME Book, Motivating and retaining key senior management personnel. The Board of Directors has considered and approved the CSL Employee Stock Option Scheme 2025 (**"Scheme"**) at its meeting dated August 12, 2025.
- The Scheme is designed to align key senior management personnel interests with those of the Company, support long-term objectives, attract and retain top talent, and reward performance by issuing Employee Stock Options in the proposed Scheme.
- The Scheme shall be implemented through a Trust route, wherein an irrevocable Trust, already set up by the Company by the name CSL Employee Welfare Trust (**"Trust"**) and will acquire the Shares either by way of fresh allotment from the Company and/or Secondary Acquisition from the market.
- By extending the benefits of the Scheme to eligible employees of Group Company, CSL Finance Limited aims to reinforce a sense of unity, shared purpose, and collaboration among all employees within the broader corporate family. This approach not only strengthens the overall talent pool within the organization but also ensures consistent standards of performance and incentivization throughout the Company, its Group Company. Moreover, it aligns with the strategic vision of promoting a unified corporate culture focused on long-term value creation and

sustainable growth across all business entities under the CSL Finance Limited umbrella.

In terms of **Regulation 6(1)** of SEBI (SBEB & SE) Regulations, 2021, and Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, the issue of Equity Shares under the captioned Scheme requires approval of the Shareholders by way of a Special Resolution. The Special Resolution set out at **Item No. 11** is to seek your approval for the said purpose.

Further, as per **Regulation 6(3)(c)** of SEBI (SBEB & SE) Regulations, 2021, approval of the Shareholders by way of separate Special Resolution is also required for Grant of Options to the Employees and Directors of the Group Company of the Company. The Special Resolution set out at **Item No. 12** is to seek your approval for the said purpose.

Further, as per **Regulation 6(3)(d)** of SEBI (SBEB & SE) Regulations, 2021, approval of the Shareholders by way of separate Special Resolution is also required for grant of options, to identified employees, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company. The Special Resolution set out at **Item No. 13** is to seek your approval for the said purpose.

Further, as per **Regulation 6(3)(a)** of SEBI (SBEB & SE) Regulations, 2021, approval of the Shareholders by way of separate Special Resolution is also required Acquisition of Equity Shares by the Trust for implementation of the Scheme. The Special Resolution set out at **Item No. 15** is to seek your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. Brief Description of the Scheme:

This Scheme shall be called the CSL Employee Stock Option Scheme 2025 ("**Scheme**").

The purpose of the Scheme includes the followings:

- i. Drive overall Company's growth through a performance-linked ESOP structure, with a primary focus on expanding Assets under Management (AUM) in the SME Retail lending segment, while sustaining and enhancing the portfolio quality of the SME Retail book.
- ii. Incentivize and retain key senior management personnel, thereby strengthening leadership capabilities and expanding management bandwidth.
- iii. Institutionalise the SME Retail lending segment to ensure scalability, consistency, and operational excellence.
- iv. Foster a performance-driven organisational culture, starting with the top management.

- v. The Company will strive to create value for all the stakeholders and these options will only be vested if specified targets are achieved.

2. Total number of Options to be granted:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Options which shall be convertible into equal number of Shares not exceeding 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Equity Shares having face value of ₹ 10/- each.

If any Option Granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be added back to the pool of the Scheme and shall be available for further Grant under the Scheme at the discretion of the Committee.

Further, the maximum number of Options that can be Granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

- (a) An employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) A director of the Company, whether a Whole Time Director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (c) an employee as defined in sub-clause (a) or (b), of Group Company of the Company.

but does not include:

- (a) an employee who is a Promoter or a person belonging to the Promoter Group; or
- (b) 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 equity shares of the Company.

4. Requirement of Vesting and period of Vesting:

The Vesting Period shall commence from a minimum period of 1 (one) year from the Grant Date and shall extend up to a maximum period of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

The Vesting Schedule, % of Options to be vested will be clearly defined in the Grant Letter of respective Grantees subject to minimum and maximum Vesting Period as specified in the Scheme and can vary

from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

The actual Vesting of Options will be subject to the continued employment of the Grantee and shall further be linked with achievement of performance parameters such as SME Disbursement, PAR Bucket, wholesale Asset Under Management (AUM) or any other such parameters with percentage of weightage, threshold or any details as may be determined by the Committee as per the Scheme and mentioned in the Grant Letter.

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

Maximum period within which the Options shall be vested is 5 (Five) years from the Grant date.

6. Exercise Price or Pricing Formula:

Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

"Market Price" means the latest available closing price on a recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the Relevant Date(as defined in the Scheme).

Explanation: If such Shares are listed on more than one Recognised Stock Exchange, then the closing price on the Recognised Stock Exchange having higher trading volume shall be considered as the Market Price.

The Committee has the power to provide further suitable discount on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of the Share of the Company at any point of time.

7. Exercise period and process of Exercise:

After Vesting, in case of continuous employment, Options can be exercised either wholly or partly, within an overall Exercise Period of 5 (five) years from the date of respective Vesting. The Grantee can opt for the mode of Exercising the vested Options either through Share Route or Cashless Route as defined in the Scheme.

The mode and manner to Exercise shall be as defined in the Scheme and communicated by the Committee in the Grant Letter to the Grantees.

8. Appraisal process for determining the eligibility of the Employees to the scheme:

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant and decide upon the quantum of Options under the Scheme and the terms and conditions thereof:

a) Based on Loyalty & Tenure of Employment:

- Intention to long term commitment in the Company in future.
- Any other tenure period, as may be determined and decided by the Committee from time to time.

b) Based on Performance and other criteria:

- KPI/Goal Achievement: Level of targets achieved.
- Company Performance: As per Board-set benchmarks based on 5 years business plan.
- Value addition by the new entrants, if any.
- Employment terms.
- Future Potential.
- Critical Position.
- Any Combination of above parameters.
- New Joinees also eligible to participate in the Scheme and be granted Options upon the discretion of the Committee.
- Any other Criteria as may be determined and decided by the Committee from time to time.

9. The Maximum number of Options to be granted per Employee and in aggregate:

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 not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Options which shall be convertible into equal number of Shares not exceeding 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Equity Shares having face value of ₹ 10/- each.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be available to every Eligible Employee under the Scheme will be the difference between the Fair market value of Company's Share on the Recognized Stock Exchange(s) as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through Trust Route wherein the Trust may acquire the Shares either from the following sources:

- a) Fresh Allotment from the Company, and/or
- b) Secondary acquisition from the market.

Subject to Applicable Laws and the framework laid down by the Board of Directors, the Scheme shall be administered by the Committee which shall delegate some or all of its administrative powers to the Trust or any other committee or Person(s), as per the Applicable Laws, for proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Scheme involves both Fresh allotment from the Company and/or Secondary acquisition from the market.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest free loan or any other form of financial assistance permissible under Applicable Laws. Further, the Trust may take loan from banks or any other person/source under Applicable Laws.

The total amount of provision of money for purchase of fully paid-up Equity shares in the Company by the Employee Welfare Trust shall not exceed the maximum limit prescribed under Applicable Laws, from time to time, presently not exceeding 5% of the aggregate of paid capital and free reserves of the Company as provided in Companies Act, 2013. The loan shall be repayable by the Trust subject to availability of the funds received pursuant to exercise of stock options under the Scheme and in accordance with the relevant provisions of the applicable laws & regulations. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Scheme wherein it will purchase the Shares of the Company through fresh allotment from the Company and/or secondary acquisition from the Market. The Trust shall repay the loan to the Company by utilizing the proceeds realized from Exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Scheme or at termination of the Scheme.

Provided that the above limit of 5% shall be taken on a consolidated basis for all Employee Benefit Scheme(s) as may be undertaken by the Company from time to time.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

The Trust shall acquire the Shares subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, 2021 from time to time.

The total number of Shares under Secondary Acquisition held by the Trust in pursuance to the Scheme or any other share based Employee benefit Scheme implemented in the past, shall at no time, exceed 5 (Five) percent of the Paid-up Equity Capital of the Company as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such Secondary Acquisition in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

The secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

15. Statement to the effect that the Company shall conform to the accounting policies specified in regulation:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

The Company shall make all the necessary disclosures required under the provisions of the SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws. 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 regulations.

17. Statement with regard to Disclosure in Director's Report:

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares arising out of Exercise of vested Options shall not be subject to any lock-in period after such exercise.

19. Terms & conditions for buyback, if any, of specified securities:

The Committee will determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of the CSL Employee Stock Option Scheme 2025.

The Board of Directors recommend the resolutions as set out at **Item no. 11, 12 13 and 15** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

CSL Employee Stock Option Scheme 2025 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company or at the corporate office of the Company.

Item No. 14

In order to execute CSL Employee Stock Option Scheme 2025 through Trust Route, the Company needs to make provision of funds to the Trust to enable it to purchase the Shares of the Company.

Pursuant to Section 67 of the Companies Act, 2013, and Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is authorized for creating the provisioning of money in accordance with the CSL Employee Stock Option Scheme 2025, or any other equity-linked scheme approved by the members of the Company through a special resolution. The purpose of this provision is to enable the CSL Employee Welfare Trust ("**Trust**") to purchase or subscription of fully paid-up Shares of the Company, which shall be held by the Trustees for the benefit of the employees of the Company or any other persons eligible for such benefits as determined from time to time.

Therefore, the Board recommends the Special Resolution set out in **Item No. 14** for approval by the members.

The disclosures as per Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, are as under:

1. The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.	(a) an employee as designated by the Company, who is exclusively working in India or outside India; or (b) a director of the Company, whether a Whole Time Director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or (c) an employee as defined in sub-clause (a) or (b), of Group Company of the Company.
	but does not include:
	(a) an employee who is a Promoter or a person belonging to the Promoter Group; or (b) 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 equity shares of the Company.
2. The particulars of the Trustee or Employees in whose favor such Shares are to be registered.	Name of the Trust: CSL Employee Welfare Trust. Name of the Trustees:
	1) Mr. Vinay Garg, S/o Late Mr. Pyare Lal, R/o D-I3/28, Sector-8, Rohini, Delhi- 110085 2) Mr. Sher Bahadur Tiwari, S/o Mr. Ram Tirath Tiwari, R/o H.No. F-1381, Ram Park Vistar, Loni, Ghaziabad-201102

3.	Particulars of Trust.	Name of the Trust: CSL Employee Welfare Trust. Address of the Trust: House No.: D-13/28, Sector-8 Rohini, Delhi-110085
4.	Name, Address, Occupation and Nationality of Trustees.	<ol style="list-style-type: none"> Name: Mr. Sher Bahadur Tiwari Address: H.No. F-1381, Ram Park Vistar, Loni, Ghaziabad-201102 Occupation: Service Nationality: Indian Name: Mr. Vinay Garg Address: D-13/28, Sector-8, Rohini, Delhi-110085 Occupation: Professional Nationality: Indian
5.	Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.	None
6.	Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.	The Key Managerial personnel and Directors are interested in the Scheme only to the extent, to the Options that may be granted to them, if any, under the Scheme.
7.	The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme.	<ul style="list-style-type: none"> Drive overall Company growth through a performance-linked ESOP structure, with a primary focus on expanding Assets under Management (AUM) in the SME Retail lending segment, while sustaining and enhancing the portfolio quality of the SME Retail book. Incentivize and retain key senior management personnel, thereby strengthening leadership capabilities and expanding management bandwidth. Institutionalise the SME Retail lending segment to ensure scalability, consistency, and operational excellence. Foster a performance-driven organisational culture, starting with the top management. The Company will strive to create value for all the stakeholders and these options will only be vested if specified targets are achieved. Further, the Employees will be entitled to exercise the options granted to them at the exercise price during the exercise period pursuant to Scheme.
8.	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised.	<p>The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees.</p> <p>However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.</p>

In terms of the Section 67(3) Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of CSL Employee Stock Option Scheme 2025.

Therefore, your directors recommend the Resolutions as set out at **Item no. 14** for your approval by way of Special Resolution.

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 that may be granted under the said Scheme.

Item No 16

Approval of Material Related Party Transactions with CSL Capital Private Limited.

CSL Finance Limited is an Associate Company of CSL Capital Private Limited, as CSL Capital holds 29.19% equity stake in CSL Finance Limited. Accordingly, the two entities are considered Related Parties in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

CSL Capital Private Limited extends a Corporate Guarantee in favour of CSL Finance Limited for borrowings availed by CSL Finance Limited in the ordinary course of its business. Both CSL Capital and CSL Finance are registered Non-Banking Financial Companies (NBFCs).

Additionally, CSL Capital sometimes, provide short-term loans to CSL Finance Limited on an arm's length basis, at the weighted average cost of borrowing of CSL Finance Limited. These loans are generally repaid within the same financial year, and the gross exposure at any time does not exceed ₹20 crores.

The interest paid by CSL Finance Limited to CSL Capital on such loans, as a percentage of CSL Finance Limited's total turnover, remains below the materiality threshold as prescribed under Regulation 23 of SEBI LODR.

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, the Company is required to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions in the ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions with an aggregate value exceeding

₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower shall require prior approval of the shareholders through ordinary resolution.

The Related Party Transactions ("RPTs") to be entered by CSL Finance Limited in aggregate as set out in this explanatory statement are expected to exceed threshold of material RPTs under Listing Regulations. These transactions are therefore considered as material related party transactions.

Accordingly, the related party transactions to be transacted/executed in one or more tranches by CSL Capital Private Limited as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on August 12, 2025 are hereby placed before the shareholders for their approval. The transactions under consideration are proposed to be entered into by the Company with its group Company viz., CSL Capital Private Limited would be in the ordinary course of business and on arm's length basis.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on August 12, 2024 and considering the best interest of the Company, Members' approval is sought on the said material RPTs for a period of twelve months from April 1, 2025 to March 31, 2026.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, the particulars of transactions to be entered into by the Company with its Material subsidiary Company viz. CSL Capital are as under:

i. Name of the Related Party and its relationship with the listed entity or its material subsidiary, including nature of its concern or interest (financial or otherwise)

CSL Finance Limited is associate Company of CSL Capital Private Limited and Mr. Rohit Gupta is common Director in both the Companies

ii. Name of the Related Party and its relationship with the listed entity or its material subsidiary, including nature of its concern or interest (financial or otherwise)

Nature	Loan and Guarantee/Security Transaction
Duration/Tenure	Year 2025-26
Material Terms/ Particulars of the Contract or Arrangement	The proposed transactions shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee on quarterly basis Material terms, particulars and conditions of the corporate guarantees and security documents are based on standard terms in such transactions which inter alia include securing the repayment of the facility at interest rates which are based on prevailing market price and commercial terms, enforcement of pledge and security interests (as applicable).

ii. Name of the Related Party and its relationship with the listed entity or its material subsidiary, including nature of its concern or interest (financial or otherwise) (Contd.)

Monetary Value	Maximum of ₹ 250 crores.
Details about Valuation/ Arm's Length and Ordinary Course of Business	All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities and are in the ordinary course of business of the Company. So far as pricing is concerned, all the transactions meets the arm's length criteria.
Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not applicable

iii. Rationale/benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company.

As explained in the explanatory statement.

iv. Information about the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and/or its subsidiaries.

- Details of the source of funds in connection with the proposed transaction: Not Applicable
- Details of financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: Not Applicable
- Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: Not Applicable
- The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: Not Applicable

v. Any other information relevant or important for the members to take a decision on the proposed resolution/any other information that may be relevant.

All relevant/ important information forms part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

Based on the information on Related Party Transactions, summarized in this Notice, the Audit Committee and the Board have unanimously approved entering into the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be sought for the resolution set out at Item No. 16.

The aforesaid Related Party Transactions with CSL Capital shall also be reviewed/ monitored by the Audit Committee of the Company as per requirements of the SEBI Listing Regulations and the Act and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit committee forming part of Company's policy on related party transactions available at www.csfinance.in shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Related Party Transactions with CSL Capital Private Limited shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company and its members.

None of the Directors except Mr. Rohit Gupta & Ms. Rachita Gupta and his/her relatives (to the extent of his shareholding in the Company, if any), and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

Pursuant to Regulation 23 of the SEBI Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve resolution set out at Item No. 16.

Annexure-A to Item 3 & 9 of the Notice

Details of Directors seeking re-appointment at the 33rd Annual General Meeting of the Company pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of Director	Mr. Ashok Kumar Kathuria
DIN	01010305
Date of Birth	February 24, 1959
Designation/category of the Director	Executive Director
Nationality	Indian
Original date of appointment on Board	October 29, 2005
Qualifications	Bachelor of Arts
Experience and expertise in specific functional area	Mr. Kathuria has been associated with the Company since its inception. He has served the Company as Director since 2005 and holds experience in managing back-end operations, documents processing, liaisoning and Administration across various projects and assignments. He has handled various assignments single handedly and led his work in a way that is highly appreciable.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Shareholding in the Company (as on March 31, 2025)	Nil
Directorships held in other companies in India (as on March 31, 2025)	Nil
Chairperson/membership of Committees	CSL Finance Limited: <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member Management Committee - Member Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Member Committee of Executives - Member
Number of meetings of the Board attended during the last Financial Year 2024-25	5/5
Details of remuneration paid in FY 24-25	-
Terms and conditions of re-appointment along with details of remuneration sought to be paid	<ul style="list-style-type: none"> To retire by rotation Remuneration: ₹ 9.60 Lakhs p.a.
Resignation from Listed Entities in past three years	Nil

Annexure-B to Item 6 of the Notice

Details of Directors seeking re-appointment at the 33rd Annual General Meeting of the Company pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of Director	Mr. Parmod Bindal
DIN	06389570
Date of Birth	October 01, 1962
Designation/category of the Director	Non-Executive Independent Director
Nationality	Indian
Original date of appointment on Board	June 27, 2022
Qualifications	Chartered Accountant
Experience and expertise in specific functional area	Mr. Parmod Bindal is a Chartered Accountant in practice for the last 32 years. He has vast experience in the fields of Bank Audits, Income Tax and Indirect Taxes including GST, Statutory Audit, Internal Audit, Tax Audit, Companies Act, Stock Audit etc. He has also served as the Independent Director of Steel Authority of India from 2015 to 2019.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Shareholding in the Company (as on March 31, 2025)	Nil
Directorships held in other companies in India (as on March 31, 2025)	Nil
Chairperson/membership of Committees	CSL Finance Limited: • Audit Committee- Chairperson
Number of meetings of the Board attended during the last Financial Year 2024-25	5/5
Resignation from Listed Entities in past three years	Nil

Annexure-C to Item 7 of the Notice

Details of Directors seeking re-appointment at the 33rd Annual General Meeting of the Company pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of Director	Mr. Subhash Chand Kwatra
DIN	08635939
Date of Birth	March 24, 1958
Designation/category of the Director	Non-Executive Independent Director
Nationality	Indian
Original date of appointment on Board	June 27, 2022
Qualifications	Master of Business Administration (Finance)
Experience and expertise in specific functional area	Mr. Subhash Chand Kwatra has done his MBA with specialization in Finance from IGNOU, New Delhi. He is a post Graduate in Mathematical Statistics from Delhi University and is a certified Associate of Indian Institute of Bankers (CAIIB). He has a rich and vast experience of over 35 years in the Banking industry. He joined Punjab and Sind Bank as probationary officer in 1983 and retired as the Chief Financial Officer of the Bank in 2018.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Shareholding in the Company (as on March 31, 2025)	Nil
Directorships held in other companies in India (as on March 31, 2025)	<ol style="list-style-type: none"> 1. CSL Capital Private Limited 2. Patna Highway Projects Limited 3. Grow Bucks Capital Private Limited
Chairperson/membership of Committees	CSL Finance Limited: <ul style="list-style-type: none"> • Audit Committee- Member • Corporate Social Responsibility Committee – Member • IT Strategy Committee –Chairperson • IT Steering Committee-Chairperson • Nomination & Remuneration Committee- Member
Number of meetings of the Board attended during the last Financial Year 2024-25	5/5
Resignation from Listed Entities in past three years	PRO CLB Global Limited

Annexure-D to Item 8 of the Notice

Details of Directors seeking re-appointment at the 33rd Annual General Meeting of the Company pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of Director	Ms. Rachita Gupta
DIN	09014942
Date of Birth	September 12, 1994
Designation/category of the Director	Whole Time Director
Nationality	Indian
Original date of appointment on Board	December 30, 2020
Qualifications	Master of Business Administration (Finance)
Experience and expertise in specific functional area	<p>Ms. Rachita has done her Masters of Business Finance from Warwick Business School and completed her Graduation from Hansraj College. She started her career with Ernst & Young and has experience in Analytics, Data Management, Industry Research and Digital Marketing & Corporate Branding.</p> <p>She joined CSL Finance in 2017 and since then has played a key role in the rollout of the Retail lending segment of the Company. She has driven the implementation of the Loan Origination System within the Company, and has been driving the various MIS reports that are key to running the retail lending business successful.</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Ms. Rachita Gupta and Mr. Rohit Gupta (Managing Director of the Company) are related being father and daughter.
Shareholding in the Company (as on March 31, 2025)	58,503 equity shares (0.26 %)
Directorships held in other companies in India (as on March 31, 2025)	Nil
Chairperson/membership of Committees	CSL Finance Limited: <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Chairperson Internal Complaints Committee- Chairperson It Strategy Committee- Member IT Steering Committee - Member Information Security Committee – Member Asset Liability Management Committee- Member Risk Management Committee- Member Committee of Executives- Member
Number of meetings of the Board attended during the last Financial Year 2024-25	5/5
Details of remuneration paid in FY 24-25	₹ 30 Lakhs
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Remuneration: ₹ 30 Lakhs. Per annum
Resignation from Listed Entities in past three years	Nil