NOTICE OF THE 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd (Thirty Second) Annual General Meeting of the Members of Dar Credit & Capital Limited will be held on **Friday, July 17, 2026** at 03:00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1: To consider and adopt the standalone financial statements of the Company for the financial year ended March 31, 2026, together with the Directors' and Auditors' Reports thereon.

ITEM NO. 2: To declare a dividend of Rs. 0.50 per equity share of face value of Rs. 10 for the financial year ended March 31, 2026.

ITEM NO. 3: To consider and approve the appointment of Mr. Umesh Khemka (DIN: 00580072) as the Director of the Company who retires by rotation and being eligible offers himself for the re-appointment.

SPECIAL BUSINESS:

ITEM NO. 4: To consider, and, if thought fit, approve the appointment of Mr. Gautam Bhattacharya (DIN: 10834784) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive five years and to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and such other applicable provisions, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on June 17, 2026, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Gautam Bhattacharya (DIN: 10834784), who had submitted a declaration confirming that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from August 01, 2026 up to July 31, 2031."

"**RESOLVED FURTHER THAT** the Board and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

ITEM NO. 5: To consider, and if thought fit, approve the continuation of Mr. Ramesh Kumar Vijay (DIN: 00658473) as the Whole-time Director of the Company above the age of 70 years and to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on June 17, 2026, consent of the Members of the Company be and is hereby accorded for the continuation of Mr. Ramesh Kumar Vijay (DIN: 00658473) as Whole-time Director of the Company, who shall not be liable to retire by rotation, beyond the age of 70 (seventy) years."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, and to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution, including filing of requisite forms with the Registrar of Companies and other regulatory authorities, as may be required."

ITEM NO. 6: To consider, and if thought fit, approve the continuation of Mr. Rajkumar Vijay (DIN: 00946879) as the Whole- time Director of the Company, who shall not be liable to retire by rotation and to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded that Mr. Rajkumar Vijay (DIN: 00946879), Whole-time Director of the Company, shall not be liable to retire by rotation during his tenure as Whole-time Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies and other statutory authorities, as may be required."

ITEM NO. 7: To consider and, if thought fit, approve borrowing of funds through the issuance of Non-Convertible Debentures (NCDs), and to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations, guidelines, circulars and notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions, sanctions and consents as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to create, offer, issue and allot secured or unsecured, listed or unlisted, rated, redeemable, cumulative or non-cumulative Non-Convertible Debentures ("NCDs") to Qualified Institutional Buyers ("QIBs") and/or such other eligible investors as may be determined by the Board and/or any Committee thereof from time to time, during a period of one year from the date of passing of this Resolution, in one or more series or tranches, by way of private placement, public issue or such other permissible mode as may be allowed under applicable laws, on such terms and conditions and at such price or prices (including green shoe option, if any) as the Board and/or any Committee thereof may determine from time to time."

"**RESOLVED FURTHER THAT** the aggregate amount to be raised by way of issuance of such NCDs shall not exceed **Rs. 350 Crore (Rupees Three Hundred and Fifty Crore only)**, within the overall borrowing limit approved by the Members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on **July 15, 2019**."

"**RESOLVED FURTHER THAT** the Board and/or any Committee thereof be and is hereby authorized to determine the detailed terms and conditions of each issue or tranche of NCDs, including but not limited to the class of investors, number of securities, face value, issue price, coupon rate, tenure, security, redemption terms, listing, timing of the issue and all other matters incidental thereto, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection therewith."

"**RESOLVED FURTHER THAT** the Members do hereby note and acknowledge that the aggregate amount of all Non-Convertible Debentures (NCDs) issued by the Company to the eligible investor(s) including Qualified Institutional Investor(s) ("QIB") during the Financial Year 2025-26 is within the overall borrowing limit of **Rs. 350 Crore (Rupees Three Hundred and Fifty Crore only)** approved by the Shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on **July 15, 2019**."

"**RESOLVED FURTHER THAT** the Board and/or any Committee thereof and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps and to do all such acts, deeds, matters and things, including filing of necessary forms, returns and documents with the Registrar of Companies, stock exchanges, SEBI and other regulatory authorities, and to execute all such documents, writings and instruments as may be required, for giving effect to this Resolution."

ITEM NO. 8: To consider and if thought fit, approve alteration in the Articles of Association by adding an enabling clause on re-issuance of debt securities, and to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 49(a) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations"), read with Clause 8 of Chapter VIII- Specifications related to ISIN for Debt Securities of the SEBI Master Circular No. SEBI/HO/DDHS-PoD/P/CIR/2025/0000000137 dated October 15, 2025, as amended from time to time, and subject to such approvals, permissions, sanctions and consents as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following para in the existing Article 20.3:

"Consolidation and Re-issuance of Debt Securities
The Company shall have the power to consolidate and re-issue its debt securities, including Non-Convertible Debentures and other debt instruments, from time to time, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and such other applicable laws, rules, regulations, circulars and guidelines as may be in force from time to time."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or the Company Secretary and Compliance Officer be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, filings and writings as may be necessary or expedient to give effect to this resolution, including filing the necessary forms with the Registrar of Companies."

By the Order of the Board
For Dar Credit & Capital Limited

Sd/-
Priya Kumari
Company Secretary & Compliance Officer
M. No. A67648

Date: 17.06.2026
Place: Kolkata

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning Special Businesses of the accompanying Notice, is annexed hereto. The Board of Directors have considered that the Special businesses being considered unavoidable, be transacted at the 32nd AGM of the Company.

2. Pursuant to the nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (collectively "MCA Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and relevant SEBI circulars issued from time-to-time (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/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 EGM/AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.darcredit.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on 14th July, 2026 at 9:00 A.M. and ends on 16th July, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th July,2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th July,2026.

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 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.
3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
4. 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. 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.
5. 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

App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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 evoting 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 abovementioned website.

Dar Credit & Capital Ltd.
...we make life simple

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.com 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. 1800-21-09911

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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. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 user 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.com 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. 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 vote 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 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 twnklpandey9@gmail.com with a copy marked to evoting@nsdl.com. 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.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Senior Manager at pritamd@nsdl.com / evoting@nsdl.com

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), AADHAR (self attested scanned copy of Aadhar Card) by email to co.secretary@darcredit.com.

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), AADHAR (self attested scanned copy of Aadhar Card) to co.secretary@darcredit.com. 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.com 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**.

After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at co.secretary@darcredit.com. The same will be replied by the company suitably.

6. Shareholders who wants to registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number, email id, mobile number at co.secretary@darcredit.com from Monday, 13th July, 2026 to Wednesday, 15th July, 2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

ITEM NO. 4:

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, at its meeting held on June 17, 2026, had considered the appointment of Mr. Gautam Bhattacharya (DIN: 10834784) as the Independent Director, subject to the approval of the shareholders of the company with effect from August 01, 2026.

The Company has received from Mr. Bhattacharya (i) consent to act as Director in Form DIR-2, (ii) intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under the Act, (iii) a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and (iv) confirmation of inclusion of his name in the databank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Board is satisfied that Mr. Bhattacharya fulfils all conditions prescribed under the Act, the rules made thereunder, and the SEBI Listing Regulations, and such other provisions as may be applicable for his appointment as an Independent Director. The Board is further of the opinion that his association with the Company will be highly beneficial and will strengthen its governance framework and strategic direction.

Mr. Bhattacharya holds a Post Graduate Diploma in Business Management (PGDBM) from IIM Kolkata and has an extensive professional background, including his tenure with the State Bank of India ("SBI"), where he served as General Manager.

Post retirement, he has been engaged as a consultant in areas including banking and investment, training and placement, career counselling, skill development, entrepreneurship development, and community development. His combined experience in financial services and developmental sectors brings strong financial insight, governance perspective, and strategic planning to the Board.

The Board further believes that his diverse exposure will enhance financial oversight, strengthen governance practices, and contribute to the Company's long-term sustainable growth, while also bringing an independent and constructive perspective to Board deliberations.

In addition, Mr. Bhattacharya fulfils the requirement under Chapter III (Directions applicable to all NBFCs), Paragraph 8, Experience of the Board of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions dated November 28, 2025, which mandates that at least one director of an NBFC shall have relevant experience of working in a bank or an NBFC. His extensive experience in banking, including his tenure with the State Bank of India, satisfies the said requirement.

Accordingly, pursuant to Sections 149, 152 and other applicable provisions of the Act read with Schedule IV thereto and the SEBI Listing Regulations, and such other provisions as may be applicable, approval of the Members is being sought for the appointment of Mr. Gautam Bhattacharya as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from August 01, 2026 to July 31, 2031.

A brief profile and other disclosures as required under the Act, Secretarial Standard-2, and the SEBI Listing Regulations are provided in the Annexure- A to the Notice.

Except Mr. Bhattacharya, being the appointee, none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Special Resolution set out at Item No. 4 for approval of the Members.

ITEM NO. 5

Pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013 ("the Act"), no company shall continue the employment of a managing director, Whole-Time Director or Manager who has attained the age of 70 (seventy) years unless such continuation is approved by the members by way of a Special Resolution.

Mr. Ramesh Kumar Vijay (DIN: 00658473) is serving as the Whole-time Director of the Company and is the Promoter of the Company for several years. He has played a significant role in the growth, operational management and strategic development of the Company. His extensive industry experience, leadership qualities and deep understanding of the Company's operations have been instrumental in achieving the Company's objectives and enhancing stakeholder value.

Mr. Ramesh Kumar Vijay will attain the age of 70 years during his tenure as Whole-time Director. Considering his valuable contributions, continued guidance, vast experience and leadership, the Nomination and Remuneration Committee, at its meeting held on June 17, 2026, recommended, and the Board of Directors, at its meeting held on June 17, 2026, approved the continuation of Mr. Ramesh Kumar Vijay as Whole-time Director of the Company, beyond the age of 70 years.

The Board is of the opinion that it is in the best interests of the Company to continue to avail the services of Mr. Ramesh Kumar Vijay as Whole-time Director and that his continued association would be beneficial to the Company.

Accordingly, pursuant to the provisions of Sections 196, 203 and other applicable provisions of the Act read with Schedule V thereto, approval of the Members is being sought by way of a Special Resolution for the continuation of Mr. Ramesh Kumar Vijay as Whole-time Director of the Company after attaining the age of 70 years.

Except Mr. Ramesh Kumar Vijay and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 5 for approval of the Members.

ITEM NO. 6

Mr. Rajkumar Vijay (DIN: 00946879) is serving as the Whole-time Director of the Company and has been actively involved in the management and operations of the Company. Over the years, he has contributed significantly towards the growth, business development, operational efficiency and strategic direction of the Company. His extensive experience, leadership skills and in-depth understanding of the Company's business have been valuable assets to the Company.

The Board of Directors, considering his continued contribution and the need for stability and continuity in the management of the Company, has recommended that Mr. Rajkumar Vijay shall continue as Whole-time Director of the Company and, during his tenure as such, shall not be liable to retire by rotation.

In terms of the provisions of Sections 152, 196 and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, the approval of the Members is being sought by way of a Special Resolution to provide that Mr. Rajkumar Vijay, Whole-time Director of the Company, shall not be liable to retire by rotation during his tenure as Whole-time Director.

The Board is of the opinion that the proposed continuation of Mr. Rajkumar Vijay as Whole-time Director without being subject to retirement by rotation is in the best interests of the Company and its stakeholders.

Except Mr. Rajkumar Vijay and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 6 for approval of the Members.

ITEM NO. 7

In order to meet the Company's funding requirements for business operations and such other purposes as may be permitted under applicable laws, the Board of Directors considers it prudent and beneficial for the Company to have the flexibility to raise funds through the issuance of Non-Convertible Debentures ("NCDs") from time to time.

Pursuant to the provisions of Section 42 and Section 71 of the Companies Act, 2013 read with the relevant Rules made thereunder, a company offering or inviting subscription for Non-Convertible Debentures on a private placement basis is required to obtain prior approval of the Members by way of a Special Resolution. Further, in terms of applicable provisions of the Companies Act, 2013 and the rules framed thereunder, such approval may be obtained once in a year for all offers or invitations for issuance of NCDs during the year.

The Board of Directors proposes to raise funds by way of issuance of secured or unsecured, listed or unlisted, rated, redeemable, cumulative or non-cumulative NCDs, in one or more series or tranches, through private placement, public issue or such other permissible modes as may be allowed under applicable laws, for an aggregate amount not exceeding Rs. 350 Crore (Rupees Three Hundred and Fifty Crore only), within the overall borrowing limits approved by the Members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on July 15, 2019.

The proposed authorization will enable the Board and/or any Committee thereof to determine, from time to time, the appropriate timing, structure, terms and conditions of such issuances, based on market conditions, funding requirements and other relevant considerations.

The Members are also requested to take note that the aggregate amount of all Non-Convertible Debentures issued by the Company during the Financial Year 2025-26 was within the overall borrowing limit of Rs. 350 Crore approved by the Shareholders under Section 180(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on July 15, 2019.

The Board of Directors is of the opinion that the proposed resolution is in the best interests of the Company and its stakeholders and recommends the Special Resolution set out at Item No. 7 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8

The Securities and Exchange Board of India ("SEBI") had through the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Clause 8 of Chapter VIII – Specifications related to ISIN for Debt Securities of the SEBI Master Circular No. SEBI/HO/DDHS-PoD/P/CIR/2025/0000000137 dated October 15, 2025, as amended from time to time, prescribed that the in order to comply with the provisions of Regulation 49(a) of the SEBI NCS Regulations,2021 the issuer shall make an enabling provision in its AoA/ charter/ constitution to carryout consolidation and re-issuance of debt securities.

In order to facilitate efficient debt fund-raising, enable consolidation of debt issuances under the same International Securities Identification Number (ISIN), and align the Company's constitutional documents with the prevailing regulatory framework, it is proposed to amend the Articles of Association ("AOA") of the Company by inserting a new Clause expressly empowering the Company to consolidate and re-issue its debt securities from time to time in accordance with applicable laws.

The proposed amendment is enabling in nature and will provide the Company with greater operational flexibility in structuring and managing its debt issuances while ensuring compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable regulatory requirements.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of a company requires approval of the Members by way of a Special Resolution.

A copy of the existing Articles of Association together with the proposed amendment shall be available for inspection by the Members during business hours at the Registered Office of the Company.

The Board of Directors is of the opinion that the proposed alteration of the Articles of Association is in the best interests of the Company and its stakeholders and accordingly recommends the Special Resolution set out at Item No. 8 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

By the Order of the Board
For Dar Credit & Capital Limited

Sd/-
Priya Kumari
Company Secretary & Compliance Officer
M. No. A67648

Date: 17.06.2026
Place: Kolkata

Annexure A

DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI FOR ITEM NO. 2 and 4:		
Name	Mr. Umesh Khemka	Mr. Gautam Bhattacharya
Date of Birth	June 3, 1963	January 10, 1960
Age	63	66
Qualification/ Brief resume of the Director	He holds Bachelor's Degree in Commerce from University of Calcutta. He is a qualified Chartered Accountant and a Fellow Member of Institute of Chartered Accountants of India and also a qualified Company Secretary from Institute of Company Secretaries of India	M. Sc (Organic Chemistry), MBA (IIM Kolkata).
Experience - Expertise in specific functional areas – Job profile and suitability	He is a Non-Executive Director of our Company. He has been associated with our Company since March 2018. He has over 15 years of experience in Taxation, trading and investment industry. He has worked with M/s O.P. Tulsyan & Co. as a Partner.	An experienced Banker over 35 years working in different verticals and various geographies in State Bank of India.
Terms & Conditions of appointment/ reappointment	No change in terms and conditions which is approved by the Shareholders at their meeting held on June 27, 2023.	Available at www.darcredit.com
Remuneration (Professional Fees)- Last Drawn	9,05,000	Not Applicable
Remuneration (Professional Fees)- sought to be paid	6,00,000	Not Applicable
Date of the first appointment on the Board	March 1, 2018	August 01, 2026 (subject to the approval of shareholders at the 32nd AGM)

No. of Shares held in the listed entity as on March 31, 2026, including shareholding as a beneficial owner	Nil	Nil
Directorships held in public companies including deemed public companies	Nil	1 (One) The Phosphate Company Limited
Memberships / Chairmanships of committees of the Board	**In Dar Credit & Capital Limited:** Membership – 4 Chairmanship- 1 **In other Companies:** Nil	**In The Phosphate Company Limited:** Membership- 3 Chairmanship- 0 **In Dar Credit & Capital Limited:** Not Applicable **In other Companies:** Nil
Inter-se Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil
Number of Board Meetings attended during the Financial Year 2025-26	16 out of 16	Not Applicable
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board [along with listed entities from which the person has resigned in the past three years]	Nil	**Name of the listed entity- The Phosphate Company Limited.** Further, Mr. Bhattacharya had not resigned from any listed entity in the past three years.
In case of appointment of Independent Director, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Mr. Bhattacharya fulfills the requirement under Chapter III (Directions applicable to all NBFCs), Paragraph 8, Experience of the Board of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions dated November 28, 2025, which mandates that at least one director of an NBFC shall have relevant

		experience of working in a bank or an NBFC. His extensive experience of over 35 years in banking, including his tenure as General Manager in State Bank of India (SBI), satisfies the said requirement.

By the Order of the Board
For Dar Credit & Capital Limited

Sd/-
Priya Kumari
Company Secretary & Compliance Officer
M. No. A67648

Date: 17.06.2026
Place: Kolkata