



Dar Credit & Capital Ltd.

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NOTICE of 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st (Thirty First) Annual General Meeting of the Members of Dar Credit & Capital Limited will be held on Tuesday, 16th July, 2025 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

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

ITEM NO. 1-ADOPTION OF AUDITED FINANCIAL STATEMENTS AND BOARD REPORT

To consider and adopt 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 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution.

"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."

ITEM NO. 2- TO CONSIDER AND APPROVE APPOINTMENT OF MR UMESH KHEMKA (DIN: 00580072) AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

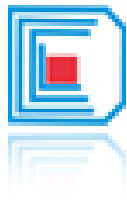
Based on the terms of appointment, executive and non-executive directors are subject to retirement by rotation. Mr. Umesh Khemka (DIN 00580072), who was appointed as Non-Executive Directors for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Umesh Khemka (DIN 00580072), is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested 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 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Umesh Khemka (DIN 00580072), as such, to the extent that he is required to retire by rotation."

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ITEM NO. 3- DECLARATION OF DIVIDEND

To declare a dividend on equity shares for the Financial Year ended March 31, 2025 and in this regard.

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

“RESOLVED THAT a dividend of Rs.50 paise (Rupees Fifty Paise only) per equity share of Rs.10 (Rupees Ten only) each fully paid-up of the Company be and is hereby declared for the Financial Year ended March 31, 2025 and the same will be paid as recommended by Board of Directors of the Company upon the approval of Shareholders in the AGM, out of the profits of the Company for the Financial Year ended March 31, 2025.”

ITEM NO. 4- TO APPROVE THE APPOINTMENT OF M/S VMSM & CO, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY

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 139, 141, 142, 143 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee and Board of Director, M/s VMSM & Co., Chartered Accountants (Firm Registration No. 329962E), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting i.e from FY 2025-2026 till FY 2030-2031, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.”

“RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.”



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SPECIAL BUSINESS:

ITEM NO.5 - TO APPROVE THE RE APPOINTMENT OF MS. NEHA BAID (DIN: 07021179), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and the Board, Ms. Neha Baid (DIN: 07021179), was appointed as an Additional Independent Director of the Company with effect from 25th March 2025 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, not liable to retire by rotation be and hereby appointed as an Independent Director of the Company to hold office for a second term of 5 years with effect from 25th March 2025 up to 24th March 2030”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For DAR CREDIT & CAPITAL LIMITED**

**Priya Kumari
Company Secretary**

**Registered Office:
Business Tower, 206, AJC Bose Road 6th Floor,
Unit No. 6B, Kolkata 700017
Date: 11th June, 2025**

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Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning Special Businesses under Item No.5 of the accompanying Notice, is annexed hereto. The Board of Directors have considered that the Special businesses under Item No. 5 Item being considered unavoidable, be transacted at the 31st AGM of the Company
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (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

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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 <https://www.darcredit.com/>. The Notice can also be accessed from the 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 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 13th July, 2025, at 9:00 A.M. and ends on 15th July, 2025 at 5 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. 09th July 2025, 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 09th July, 2025.

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

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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.	<ol style="list-style-type: none"> 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. 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. 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 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





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	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 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.

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	<p>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.</p> <p>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.</p>
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.

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
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.	

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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 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

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- 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.

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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 twinklpandey9@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, Assistant 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

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- 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

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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 from Saturday, 12th July, 2025 till Monday, 14th July, 2025. 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 Saturday, 12th July, 2025 till Monday, 14th July, 2025 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.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4- TO APPROVE THE APPOINTMENT M/S VMSM & CO, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY FOR A SECOND TERM OF 5 YEARS

Pursuant to the provisions of Section 139, 141, 142, 143 and other applicable provisions of the Companies Act, 2013, if any read with the Companies (Audit & Auditors) Rules, 2014, M/s. KASG & CO, Chartered Accountants (Firm Registration No. 002228C), were appointed as the Statutory Auditors of the Company for a period of 5 consecutive years from the Financial Year 2020-2021 till 2024-2025 i.e., from the conclusion of the 26th

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Annual General Meeting (AGM) until the conclusion of the 31st AGM for the financial year 2024-25. The term of the present Statutory Auditor expires at the conclusion of this AGM. The Board of Directors place on record their appreciation for the services rendered by M/s. KASG & CO, Chartered Accountants (Firm Registration No. 002228C)

Accordingly, the Board of Directors of the Company has based on the recommendation of the Audit Committee, at its meeting held on 11th June 2025, proposed the appointment of M/s VMSM & Co, Chartered Accountants (Firm Registration No. 329962E), as the Statutory Auditor of the Company for a term of 5 (five) consecutive years conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting i.e FY 2025-2026 till FY 2030-2031 subject to the approval by the Shareholders at the ensuing Annual General Meeting.

M/s VMSM & Co have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013.

Details as required under Regulation 36(5) of the SEBI (Listing Obligation and Disclosure Requirements) regulation, 2015 are as under:

- The Fee proposed to be paid to towards Statutory Audit from the financial year 2025-26 onwards shall not exceed Rs. 5,00,000 p.a (Rupees. Five Lakhs per annum) plus out of pocket expenses with the authority of the Board to make revision as it may deem fit based on the recommendation of the Audit Committee.

The fee for services in the nature of statutory certifications and permissible non audit services will be in addition to the Statutory audit fees as above, and will be decided by the management in consultation with the Statutory Auditor. The provision of such permissible non audit services will be reviewed and approved by the Audit Committee. M/s VMSM & Co, Chartered Accountants

- There is no material change in the proposed fees for the auditor from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s VMSM & Co, Chartered Accountants as the Statutory Auditor of the Company have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

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Brief Profile of M/s VMSM & Co, Chartered Accountants

VMSM & Co is a Chartered Accountancy firm with 7 years of proven expertise across a broad spectrum of financial and compliance domains. The firm offers specialized services in Internal Audit, Risk Advisory, Process Development, Statutory Audit, Tax Compliance, and Advisory Services. Positioned as a one-stop solution for comprehensive financial needs, VMSM & Co delivers advisory, consulting, and assurance services with a modern, technology-driven approach. Leveraging advanced tools such as Computer Assisted Audit Techniques (CAATs), Artificial Intelligence (AI), Data Lakes, and Data Libraries, the firm brings a fresh and innovative perspective to consultancy and audit functions. With a strong commitment to ethical practices and a distinctive problem-solving mindset, VMSM & Co consistently delivers cost-effective and time-efficient solutions tailored to client requirements.

The Board recommends the resolution for approval of the Members of the Company set out in item no. 4 of the Notice.

None of the Directors or managers or key managerial personnel of the Company or the relatives thereof are interested in these Resolutions.

ITEM NO.5 – TO APPROVE THE RE APPOINTMENT OF MS. NEHA BAID (DIN: 07021179), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The tenure of Ms. Neha Baid as an Independent Director expired on 24th March, 2025. Considering the significant contributions made by Ms. Baid during her tenure, the board approves and recommends her re-appointment as an Independent Director to the Board for a second term of 5 years subject to the approval of the Shareholders of the Company.

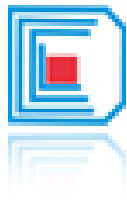
Ms. Neha Baid has served as an Independent Director on the Board of Dar Credit & Capital Ltd for a period of 5 years i.e. 25th March 2020 till 24th March, 2025. On 24th March, 2020, the board of director of the Company, through resolution passed by way of directors, approved the appointment of Ms. Neha Baid as an Independent Director under the Companies 2013 ("the Act").

In accordance with Section 149 (10) of the Companies Act, 2013 an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Ms. Neha Baid holds Bachelor's Degree in Commerce from University of Calcutta. She is a qualified Company Secretary and a Fellow Member of the Institute of Company Secretaries of India. Currently she is practicing as Company Secretary for the past 15 years and her areas of expertise include corporate law, FEMA & FDI regulations, takeovers & mergers, Secretarial & Corporate Governance Audit, Advisory on NBFC matters,

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transaction consultancy, legal & secretarial compliance, payroll tax, income-tax, and accounting services to the Indian arm of various US/UK based entities.

The Company has received her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC), on the basis of the report of performance evaluation and significant contributions, has recommended re-appointment of Ms. Neha Baid, as Independent Director for a second term. With a view to comply with the requirements of the Companies Act, 2013

Thus, the Board believes that Ms. Neha Baid continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

The Board recommends her reappointment as an Independent Director of the Company for the second term from 25th March 2025 till 24th March, 2030.

The Board of Directors recommend the resolution set forth in Item no. 5 for the approval of the Members, by passing the resolution as a Special Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of Independent Director for their second term requires approval of Members by way of a Special Resolution.

Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Ms. Neha Baid, fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company, she is not debarred from holding the office of director and she is independent of the management.

Except for Ms. Neha Baid, to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

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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:

Name	Mr. Umesh Khemka
Date of Birth	June 3,1963
Qualification	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.
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 14 years of experience in Taxation, trading and investment industry. He has worked with M/s O.P. Tulsyan & Co. as a Partner
No. of Shares held as on March 31, 2025	Nil
Terms & Conditions	No change in terms and conditions which is approved by the Shareholders at their meeting held on June 27, 2023.
Remuneration (Professional Fees) Last Drawn)	Rs. 7.75 Lakhs
Remuneration (Professional Fees) sought to be paid	No change in terms and conditions which is approved by the Shareholders at their meeting held on June 27, 2023.
Number of Board Meetings attended during the Financial Year 2023-24	7 out of 7
Date of Original Appointment	March 1, 2018
Date of Appointment in current terms	June 27, 2023.
Directorships held in public companies including deemed public companies	NIL

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Memberships / Chairmanships of committees of public companies*	Membership – 5 Chairmanship- 1
Inter-se Relationship with other Directors.	Nil
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

**By Order of the Board
For DAR CREDIT & CAPITAL LIMITED**

**Priya Kumari
Company Secretary**

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Date: 11th June, 2025

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