August 27, 2026

National Stock Exchange of India Limited	BSE Limited
Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
NSE Symbol: CSLFINANCE	**BSE Script Code: 530067**

Sub: Notice of the 34th Annual General Meeting along with intimation of Record Date

Dear Sir/Ma'am,

It is hereby informed that the 34th Annual General Meeting ('AGM') of the Company is scheduled to be held on Saturday, September 19, 2026 at 12.30 P.M. through Video Conferencing ('VC')/Other Audio-Visual Means ("OAVM'). A copy of the notice convening the AGM is attached herewith.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and in continuation to our disclosure dated May 26, 2026, wherein the Company had informed that the Board of Directors had recommended a final dividend of ₹10/- per equity share of face value of ₹10/- each for the financial year ended March 31, 2026, we hereby inform that the Company has fixed Saturday, September 12, 2026, as the Record Date for determining the entitlement of Members to the final dividend, if declared by the Members at the ensuing Annual General Meeting.

The aforesaid information is being made available on the Company's website at www.cslfinance.in

This is for your kind information and record.

Thanking You.

Yours Faithfully,
For **CSL Finance Limited**

ROHIT GUPTA
Digitally signed by ROHIT GUPTA
Date: 2026.08.27 12:16:47 +05'30'

Rohit Gupta
(Managing Director)
DIN: 00045077

Encl: A/a

Notice of 34th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 34th General Meeting ("AGM") of the Members of CSL Finance Limited ("the Company") will be held on Saturday, September 19, 2026 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, 2026, together with the Directors' Report and Auditors' Report thereon.

2. Declaration of dividend for the financial year 2025-26.

To declare a dividend of ₹ 10.00/- per equity share of ₹ 10 each (100%) for the financial year ended March 31, 2026.

3. Re-appointment of Ms. Rachita Gupta (DIN: 09014942), whole-time director, who retires by rotation.

To appoint a Director in place of Ms. Rachita Gupta (DIN: 09014942), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. To approve the re-appointment of Mr. Rohit Gupta (DIN: 00045077) as a Managing Director of the Company 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** pursuant to the provisions of Sections 152, 196, 197, 203 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 Schedule V of the Act and in accordance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and relevant circulars/guidelines issued by the Reserve Bank of India ("RBI") from time to time, (including any amendments, modifications, variations or re-enactments thereof), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rohit Gupta (DIN:00045077) be and is hereby re-appointed as the Managing Director of the Company with effect from August 10, 2027 to August 09, 2032 at a remuneration for an amount not exceeding ₹ 84 lakh (Rupees Eighty Four lakh only) per annum as "minimum remuneration" within the meaning of Schedule V of the Act for the said period with liberty to the Board/Committee to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Rohit Gupta within such overall ceiling.

RESOLVED FURTHER THAT the Board (including any Committee thereof) or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

5. Alteration in Articles of Association of the Company for appointment of Nominee Director by Debenture Trustee and in this regard 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 Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable laws, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and other statutory authorities, the approval of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by including the following clause after Article number 107:

107A: Right of debenture trustee(s) to appoint nominee director

a. Notwithstanding anything to the contrary contained in these Articles, and subject to the terms and conditions agreed inter alia between the Company and the debenture trustee(s), on receipt of nomination from the debenture trustee(s) for appointment of any person as a nominee director pursuant to Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, the Board shall appoint such person as a nominee director on the Board of the Company.

b. A nominee director appointed by the Board as per clause (a) above, shall ipso facto vacate such office immediately upon the default specified under Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 has been made good by the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof) or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. To approve Material Related Party Transactions with CSL Capital Private Limited 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** pursuant to the provisions of Section 2(76), of the Companies Act, 2013, read with rules made thereunder and Regulations 2(1)(zc) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated January 30, 2026 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 be entered into, with below mentioned Related Party from the ensuing 34th Annual General Meeting till the 35th Annual General Meeting to be held in calendar year 2027 subject to the said period does not exceed fifteen months, 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 exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower 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 of CSL Finance and Director of CSL Capital)	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.	The proposal is presented for approval to facilitate routine financing, inter-company credit accommodations, and credit enhancement support for the entity.

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**

Place: Noida
Date: 12.08.2026

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, Circular No. 09/2024, dated September 19, 2024 and the latest being 03/2025 dated 22nd September, 2025 ('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 and SEBI Circular No. SEBI/HO/DDHS/DDHSPoD-1/P/CIR/2025/83 dated June 05, 2025 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 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. 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.

5. 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.

6. Notice of the AGM including instructions for e-voting along with the Annual Report for the FY 2025-26 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 2025-26 will also be available on the Company's website, https://cslfinance.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 2025-26 may send request to the email address at investor@cslfinance.in mentioning Folio No./DP ID and Client ID.

7. 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://cslfinance.in/.

8. The Company has appointed National Securities Depository Limited ('NSDL') as the authorised agency, to provide VC/OAVM facility for the AGM of the Company.

9. 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.

10. The Board of Directors recommended a ₹ 10.00/- per equity share of ₹ 10 each (100%) for the financial year ended March 31, 2026 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 19, 2026 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 12, 2026.

11. 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.

12. 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.

13. 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 12, 2026.

    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;

    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; and

    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.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. 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.

23. The Company has fixed Saturday, September 12, 2026 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.

24. 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

25. 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 2018-19 which remains unclaimed, are proposed to be transferred to the said account on November 06, 2026.

26. Members who have not claimed/encashed their dividend so far for the financial year ended 31.03.2019 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 at https://cslfinance.in/investors#sebi-disclosures.

27. 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.

28. 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.

29. 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@cslfinance.in on or before Thursday, September 10, 2026. 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.

30. 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 16, 2026
End of remote e voting	5:00 P.M. on September 18, 2026

Members holdings shares either in physical form or in dematerialized form, as on September 12, 2026 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 16, 2026 and ending on September 18, 2026 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.cslfinance.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 19, 2026.

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**	1. 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. 2. 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. 3. 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. 4. 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.

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
	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.

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. 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.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.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. 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**

Place: Noida
Date: 12.08.2026

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

Re-appointment of Mr. Rohit Gupta (DIN: 00045077) as a Managing Director.

The Members of the Company, by way of an Ordinary Resolution passed at the 29th Annual General Meeting held on September 30, 2021, approved the appointment of Mr. Rohit Gupta (DIN: 00045077) as the Managing Director of the Company for a period of five (5) years commencing from 10th August, 2022 and ending on 9th August, 2027.

Considering his rich experience, leadership, and significant contribution to the growth and operations of the Company, the Nomination and Remuneration Committee, after evaluating his performance and suitability, recommended his re-appointment as the Managing Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 12, 2026, approved the re-appointment of Mr. Rohit Gupta (DIN: 00045077) as the Managing Director of the Company for a further term of five (5) consecutive years, commencing from August 10, 2027 and ending on August 09, 2032, subject to the approval of the Members at the ensuing Annual General Meeting and such other approvals, if any, as may be required under the applicable provisions of the Companies Act, 2013, the rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A brief profile of Mr. Rohit Gupta is provided in the notes to the Notice of the AGM as **Annexure-A**.

The Company would enter into an agreement with Mr. Rohit Gupta covering the following terms of remuneration:

Salary: ₹ 84,00,000 (Rupees Eighty-Four 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 him 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 Managing Director shall be subject to approval of the shareholders in a General Meeting. Accordingly, the resolution at Item No. 4 in relation to appointment of Mr. Rohit Gupta as Managing Director is proposed for approval of members by means of an ordinary resolution.

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

Mr. Rohit Gupta has been instrumental in the Company's growth and strategic direction, with over two decades of experience in merchant banking, corporate finance, financial restructuring, project finance, capital markets and structured lending. His leadership in developing the Company's structured lending model and expanding into niche market segments, including SME lending, has significantly contributed to its sustained growth. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Mr. Rohit Gupta as the Managing Director of the Company and the terms of his appointment for the approval of the shareholders to ensure continuity in leadership and execution of the Company's long-term growth strategy.

Except Mr. Rohit Gupta being the appointee and Ms. Rachita Gupta, Whole Time Director and daughter of Mr. Gupta, none of the other Directors 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. 4 of the notice.

Item No. 05

Alteration in Articles of Association of the Company for appointment of Nominee Director by Debenture Trustee.

The Company has issued and listed Secured, Rated, Listed, Redeemable, Non-Convertible Debentures ("NCDs") during the financial year 2026-27. Pursuant to Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, every issuer having listed non-convertible securities is required to ensure that its Articles of Association contain an enabling provision requiring the Board of Directors to appoint a person nominated by the Debenture Trustee(s) as a Director on the Board in accordance with Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, inter alia, provides that upon the occurrence of specified events of default, including default in payment of interest or redemption of debentures or default in the creation of security for the debentures, the issuer shall appoint the person nominated by the Debenture Trustee(s) as a Director on its Board within the prescribed timeline. Since the existing Articles of Association of the Company do not contain the requisite enabling provision, it is proposed to amend the Articles of Association by inserting a new Article to provide for the appointment of a Nominee Director nominated by the Debenture Trustee(s), thereby aligning the Articles with the applicable provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the SEBI (Debenture Trustees) Regulations, 1993.

The proposed alteration is regulatory in nature and is being carried out to ensure compliance with the applicable SEBI Regulations governing listed non-convertible securities. A copy of the existing Articles of Association together with the proposed amendments shall be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and the Secretarial Standard on General Meetings.

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

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

Item No. 06

To approve 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 29.28% 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.

The above transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 35th AGM subject to maximum period of fifteen months from the date of this 34th AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), prior approval of the Members is required by way of a resolution for all material related party transactions and any subsequent material modifications thereto, as determined by the Audit Committee. This requirement applies even where such transactions are entered into in the ordinary course of business of the Company and are carried out on an arm's length basis.

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.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details/documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", at its Meeting held on August 12, 2026, reviewed and approved the same, subject to approval of the Members.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 12, 2026, approved the proposed Related Party Transactions, subject to the approval of the Members.

The Audit Committee also reviewed the certificates provided by the Managing Director and CFO, confirming compliance with the RPT Industry Standards. The Board, therefore, seeks approval of the Shareholders for the said transactions.

The mandatory disclosure which is required to be made to the Shareholders in accordance with the provisions of the Companies Act, 2013 and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" is given below:

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. 06.

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

<table>
<tr><th colspan="3">Minimum Information for the Proposed Related Party Transaction</th></tr>
<tr><th>S. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td colspan="3">A. Details of the related party and transactions with the related party</td></tr>
<tr><td colspan="3">A (1). Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>CSL Capital Private Limited</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>Non-Banking Financial Company (NBFC) primarily engaged in the business of providing loans and advances.</td></tr>
<tr><td colspan="3">A (2). Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:</td><td>CSL Finance Limited is an Associate Company of CSL Capital Private Limited, as CSL Capital holds 29.28% equity stake in CSL Finance Limited.</td></tr>
<tr><td>2</td><td>Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company does not have any shareholding, whether direct or indirect, in the related party.</td></tr>
<tr><td>3</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).</td><td>Not applicable</td></tr>
<tr><td>4</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</td><td>CSL Capital holds 29.28% equity stake in CSL Finance Limited.</td></tr>
<tr><td colspan="3">A (3). Financial performance of the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ In Lacs)</th></tr>
<tr><td>1.</td><td>Loan availed from CSL Capital Private Limited</td><td>5,040.88</td></tr>
<tr><td>2.</td><td>Interest paid on Loan availed from CSL Capital Private Limited</td><td>53.06</td></tr>
</table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>NIL</td></tr>
</table>

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction

S. No.	Particulars of the Information	Information provided by the Management
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default was made by any related party concerning any obligation undertaken by it under any transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.
A (4) Amount of the proposed transaction		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹ 250 Crores Only
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	97.63%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	6,634.64 %
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars** / **FY 2025-26 (₹ In Lacs)** Turnover: ₹ 376.81 Profit After Tax: ₹ 222.76 Net Worth: ₹ 1,342.40
A (5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan and Guarantee/Security Transaction.
2	Details of each type of the proposed transaction	Borrowing of funds upto ₹ 250 Crores.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As explained in the explanatory statement.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹ 250 Crores (Rupees Two Hundred Fifty Crore only)

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction

S. No.	Particulars of the Information	Information provided by the Management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are in the interest of the Company as they facilitate timely availability of funds and credit support for its business operations. The transactions are proposed to be undertaken on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	A. Name of the director/KMP	I. Mr. Rohit Gupta (Promoter & Managing Director). II. Ms. Rachita Gupta (Promoter & Whole Time Director).
	B. Shareholding of the director/KMP, whether direct or indirect, in the related party	I. Mr. Rohit Gupta holds 60.79% shares of CSL Capital Private Limited. II. Ms. Rachita Gupta holds 16.89% shares of CSL Capital Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	Not Applicable
B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.		
1	Material covenants of the proposed transaction.	• GNPA <= 5% • CRAR >= 25% • Credit Rating: A - Minimum
2	Interest rate (in terms of numerical value or base rate and applicable spread.	10% - 12%
3	Cost of borrowing. Note: This shall include all costs associated with the borrowing	10% - 12%
4	Maturity/due date	Within 12 months from the date of availing.
5	Repayment schedule & terms	Repayable on demand within 12 months from the date of availing.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	For working capital requirement.

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction		
S. No.	**Particulars of the Information**	**Information provided by the Management**
C (4) The purpose for which the funds will be utilized by the listed entity/Subsidiary		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	
Additional Disclosure in case of Corporate Guarantee Provided by the Related Party.		
		Guarantee availed
1	Material covenants of the proposed transaction	Material Covenants depends upon the transaction terms.
2	Interest rate (in terms of numerical value or base rate and applicable spread.	Depends upon transaction terms.
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing	Depends upon transaction terms.
4	Maturity/due date	Depends upon transaction terms.
5	Repayment schedule & terms	Depends upon transaction terms.
6	Whether secured or unsecured	Secured
7	If secured, the nature of security & security coverage ratio	Primary Security: Book Debt Ranges from 1.10 to 1.25.
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	For working capital requirement
9	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction

S. No.	Particulars of the Information	Information provided by the Management
10	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	

Annexure-A

To Item 03 and Item 04 of The Notice

Details of Directors retiring by Rotation and seeking re-appointment at the 34th 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	Mr. Rohit Gupta
DIN	09014942	00045077
Date of Birth	September 12, 1994	December 18, 1967
Designation/category of the Director	Whole Time Director	Managing Director
Nationality	Indian	Indian
Original date of appointment on Board	December 30, 2020	October 29, 2005
Qualifications	M.B.A.	Chartered Accountant
Experience and expertise in specific functional area	Ms. Rachita is a commerce graduate and has done her Masters of Business Finance from Warwick Business School, UK. She started her career with Ernst & Young and has experience in Analytics, Data Management, Industry Research, Digital Marketing & Corporate Branding. 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 been driving the entire implementation of LOS LMS and other tech initiatives within the company in addition to overseeing retail lending business segment, Investor Communications and Human Resources.	Mr. Rohit Gupta is a qualified Chartered Accountant with over two decades of rich experience in merchant banking, corporate finance, financial restructuring, project finance, capital markets and structured lending. Over the years, he has advised several small and mid-sized enterprises in developing and executing growth and turnaround strategies and has successfully assisted them in raising equity and debt through various capital market instruments. He has been the driving force behind the Company's structured lending model and has played a pivotal role in strengthening its business by identifying niche market opportunities and leading the Company's strategic foray into the SME lending segment. His strong leadership, extensive industry knowledge and strategic vision have been instrumental in the Company's sustained growth, innovation and value creation, and continue to contribute significantly to achieving its long-term business objectives.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rohit Gupta (Managing Director) and Ms. Rachita Gupta (Whole Time Director) are related being father and daughter.	Mr. Rohit Gupta (Managing Director) and Ms. Rachita Gupta (Whole Time Director) are related being father and daughter.
Shareholding in the Company (as on March 31, 2026)	58,503 equity shares (0.26%)	37,74,608 equity shares (16.57%)
Directorships held in other companies	Nil	Nil
Chairperson/membership of Committees of other Companies	Nil	Nil

Name of Director	Ms. Rachita Gupta	Mr. Rohit Gupta
Number of meetings of the Board attended during the last Financial Year 2025-26	5/5	5/5
Details of the remuneration last drawn by such person (FY 2025-26)	Remuneration: ₹ 30 lacs Per annum	₹ 84 lacs Per annum
Terms and conditions of re-appointment alongwith Details of remuneration sought to be paid	Ms. Rachita Gupta was appointed as a Whole Time Director w.e.f., December 30, 2020. In terms of section 152(6) of the Companies Act, 2013, she is liable to retire by rotation.	Mr. Rohit Gupta is proposed to be appointed as Managing Director, liable to retire by rotation, for a period of five years w.e.f., August 10, 2027 to August 09, 2032. He shall be paid a remuneration of ₹ 84,00,000/- (Rupees Eighty Four Lakhs only) per annum.
Resignation from Listed Entities in past three years	Nil	Nil

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.