DSP
FUND MANAGERS
IFSC PRIVATE LIMITED

Notice of 01/2025-26 Extraordinary General Meeting of DSP Fund Managers IFSC Private Limited

Notice is hereby given that the 01/2025-26 Extraordinary General Meeting of the Members of DSP Fund Managers IFSC Private Limited ('Company') will be held on Thursday, November 13, 2025 at 11.00 a.m. at The Board Room, Office No. 508 and 509, 5th Floor, Pragya II, Block 15-C1, Road 11, Zone-1, Processing Area, Gift SEZ, Gift City, Gandhinagar – 382050, to transact the following business:

Special Business:

1. **To consider and approve the alteration of Object Clause of the Memorandum of Association ("MOA") of the Company for enabling Third Party Fund Management Services.**

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 4 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby granted for altering the Object Clause of the Memorandum of Association of the Company by inserting Clause no. 4 after the existing Clause no.3, as follows: To carry on the business of third-party fund management services as per IFSCA (Fund Management) Regulation, 2025 and any amendments made thereto, including launching and managing investment schemes and funds on behalf of third-party fund managers, to carry out all activities incidental or ancillary thereto in accordance with the applicable laws, rules, regulations, guidelines, circulars, directions, and notifications issued by the International Financial Services Centres Authority (IFSCA) and any other competent regulatory authority."

"RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company, be and are hereby severally and jointly authorized to take all necessary steps for giving effect to this resolution including filing of necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard."

"RESOLVED FINALLY THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to furnish a duly authenticated copy of this resolution on demand."

BY ORDER OF THE BOARD OF DIRECTORS
OF THE COMPANY

Dipak Golaniya
Company Secretary & Compliance Officer
ACS 34321
C-601, Pramukh Arista,
Sargasan, Gandhinagar-382421, Gujarat.

REGISTERED OFFICE:
Pragya II, Office no. 508 & 509,
5th floor, Block 15-C1, Road 11, Zone 1,
Gift SEZ, Gift City, Gandhinagar – 382050

Date: October 17, 2025
Place: Gandhinagar

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NOTES:

(i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.

(ii) Instrument of proxy, for use at the above meeting, must be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for the Meeting.

(iii) Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extraordinary General Meeting.

(iv) Explanatory Statement pursuant to Section 102 of Companies Act, 2013, for Items No. 1 is annexed and forms part of this notice.

(v) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the EGM.

(vi) The Statutory Registers maintained by the Company under the provisions of the Companies Act, 2013, will be available for inspection of members at the Extraordinary General Meeting.

(vii) The Members are requested to notify promptly any change in their address to the Company and are requested to register their e-mail address (if not provided earlier) and changes if any, therein, to enable the Company to send all communications to shareholders in electronic mode/e-mail.

(viii) Members/proxies should bring duly attendance slip sent herewith to attend the meeting.

(ix) The route map and prominent landmark along with the formats of the attendance slip (along with instructions thereto) and Proxy form are enclosed herewith.

BY ORDER OF THE BOARD OF DIRECTORS
OF THE COMPANY

Dipak Golaniya
Company Secretary & Compliance Officer
ACS 34321
C-601, Pramukh Arista,
Sargasan, Gandhinagar-382421, Gujarat.

REGISTERED OFFICE:
Pragya II, Office no. 508 & 509,
5th floor, Block 15-C1, Road 11, Zone 1,
Gift SEZ, Gift City, Gandhinagar – 382050
Date: October 17, 2025
Place: Gandhinagar

EXPLANATORY STATEMENT

(Pursuant to the Section 102 of the Companies Act, 2013)

Item No. 1- Alteration of Object Clause of the Memorandum of Association ("MOA") of the Company for enabling Third Party Fund Management Services

The International Financial Services Centres Authority (IFSCA) has notified the International Financial Services Centres Authority (Fund Management) (Amendment) Regulations, 2025 on 24th July, 2025, introducing Part D: Third-Party Fund Management Services. As per the said Regulations, a Fund Management Entity incorporated as a company is required to have an enabling provision in its Memorandum of Association (MOA) to undertake third-party fund management services.

In view of the above regulatory requirement, it is proposed to alter the Object Clause of the Memorandum of Association of the Company so as to enable the Company to undertake third-party fund management services, in addition to its existing permitted business activities under IFSCA (Fund Management) Regulations 2025..

The proposed alteration will align the Company's constitutional documents with the requirements of IFSCA and provide flexibility to the Company to expand its fund management capabilities and service offerings, thereby enhancing its ability to cater to third-party fund management in line with applicable laws and regulations.

A draft of the altered Object Clause of the MOA reflecting the aforesaid amendment is placed before the members for approval.

Pursuant to Section 13 of the Companies Act, 2013, read with applicable rules made thereunder, the alteration of the Object Clause of the Memorandum of Association requires the approval of members by way of a special resolution, and the same shall be effective upon filing with the Registrar of Companies (ROC) and receipt of the certificate of registration of alteration.

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

The Board of Directors recommends the passing of the special resolution as set out in the accompanying notice for approval of the members.

BY ORDER OF THE BOARD OF DIRECTORS
OF THE COMPANY

Dipak Golaniya
Company Secretary & Compliance Officer
ACS 34321
C-601, Pramukh Arista,
Sargasan, Gandhinagar-382421, Gujarat.

REGISTERED OFFICE:
Pragya II, Office no. 508 & 509,
5th floor, Block 15-C1, Road 11, Zone 1,
Gift SEZ, Gift City, Gandhinagar – 382050
Date: October 17, 2025
Place: Gandhinagar

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FUND MANAGERS
IFSC PRIVATE LIMITED

DSP FUND MANAGERS IFSC PRIVATE LIMITED

CIN: U65990GJ2022PTC135942

Registered Office: Pragya II, Office no. 508 & 509, 5th floor, Block 15-C1, Road 11, Zone 1, Gift SEZ, Gift City, Gandhinagar – 382050

ATTENDANCE SLIP

01/ 2025-26 EXTRAORDINARY GENERAL MEETING ON THURSDAY, NOVEMBER 13, 2025

Name	:	
Address	:	
DP ID No.	:	
Client ID	:	
No. of Equity Shares held	:	

I certify that I am a registered member/proxy for the Registered Member of the Company.

I hereby record my presence at the **01/ 2025-26 EXTRAORDINARY GENERAL MEETING** of the Company to be held at The Board Room, Office No. 508 and 509, 5th Floor, Pragya II, Block 15-C1, Road 11, Zone-1, Processing Area, Gift SEZ, Gift City, Gandhinagar – 382050, on Thursday, November 13, 2025 at 11.00 a.m.

Member's/Proxy's Signature

NOTES:

1. Members/Proxy holders are requested to bring the attendance slip with them when they come to the meeting and hand it over at the entrance after affixing signature.

2. Members are requested to bring their copy of the Annual Report along with them to the meeting.

Form No. MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN of Company: U65990GJ2022PTC135942
Name of Company: DSP Fund Managers IFSC Private Limited
Address of its Registered Office: Pragya II, Office no. 508 & 509, 5th floor, Block 15-C1, Road 11, Zone 1, Gift SEZ, Gift City, Gandhinagar – 382050.

Name of the shareholder(s)
Registered address
E-mail Id
Folio No / Client ID
DP ID

I/We, being the shareholder(s) of …………………… shares of the above named company, hereby appoint:

Name ……………………………………………………………
Address ……………………………………………………………
Email-id
Signature ……………………… Or failing him
……………………………………………………………

Name ……………………………………………………………
Address ……………………………………………………………
Email-id
Signature …………………………… Or failing him
……………………………………………………………

Name ……………………………………………………………
Address ……………………………………………………………
Email-id
Signature ……………………………… Or failing him
……………………………………………………………

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Extraordinary General Meeting of the Company to be held on Thursday, November 13, 2025 at 11.00 a.m. at The Board Room, Office No. 508 and 509, 5th Floor, Pragya II, Block 15-C1, Road 11, Zone-1, Processing Area, Gift SEZ, Gift City, Gandhinagar – 382050 at shorter notice, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Type of Resolution	Resolutions
		Special Business
1	Special Resolution	To consider and approve the alteration of the Object Clause of Memorandum of Association ("MOA") of the company for enabling Third Party Fund Management Services.

Affix Revenue stamp

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Signed this ………. day of ……………….. 2025

Signature of shareholder Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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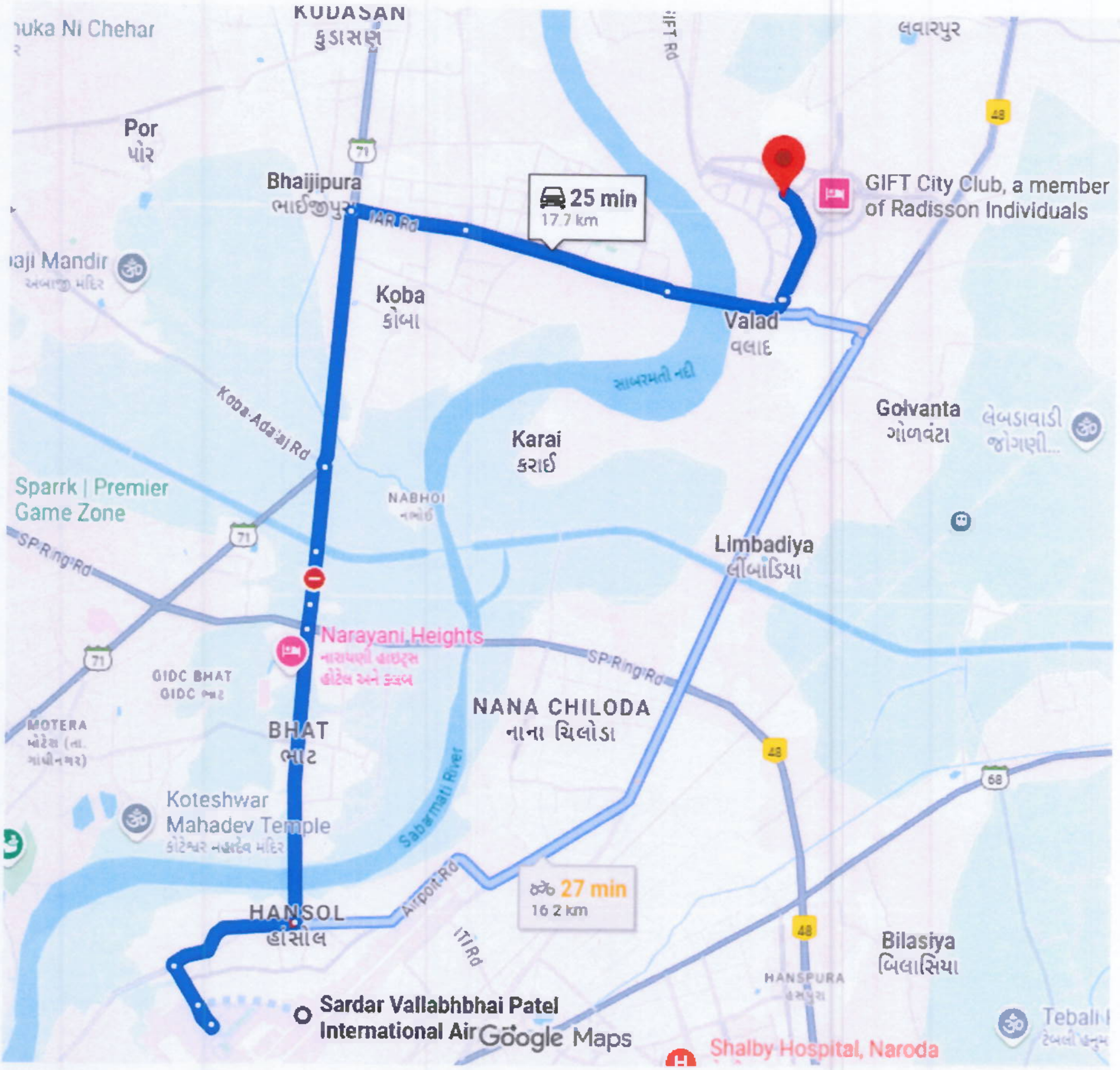
Map of the Venue of the Extraordinary General Meeting



DSP Fund Managers IFSC Private Limited
Pragya II, Office no. 508 & 509, 5th floor, Block 15-C1, Road 11, Zone 1, Gift SEZ, Gift City, Gandhinagar – 382050.
CIN U65990GJ2022PTC135942 • +91 79-69225103 • operations.ifsc@dspim.com