Ref. No.: DAM/SE/019/2026-27
Date: August 13, 2026

To,	To,
BSE Limited P.J. Towers, Dalal Street, Mumbai – 400 001 **Scrip Code: 544316**	**National Stock Exchange of India** Exchange Plaza, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 **NSE Symbol: DAMCAPITAL**

Subject: Notice of 33rd Annual General Meeting of the Company for the Financial Year 2025-26.

Dear Sir/ Madam,

This is to inform that the 33rd Annual General Meeting ("**AGM**") of the Company is scheduled to be held on **Tuesday, September 8, 2026, at 03:00 p.m. (IST)** through Video Conferencing / Other Audio Visual Means, in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, we wish to inform you that the Company has fixed, Friday, August 28, 2026, as the **"Cut-off date"** for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM. The remote e-voting facility shall be available during the following period:

Date and time of commencement of remote e-voting	**Friday, September 4, 2026, at 9:00 a.m. (IST)**
Date and time of end of remote e-voting	**Monday, September 7, 2026, at 5:00 p.m. (IST)**

The Notice of 33rd AGM is also available on the Company's website at www.damcapital.in.

This is for your information and record.

Thank you.

Yours faithfully,
For **DAM Capital Advisors Limited**

KATARIYA SONAL DHANJI
Digitally signed by KATARIYA SONAL DHANJI
Date: 2026.08.13 13:22:44 +05'30'

Sonal Katariya
Company Secretary and Compliance Officer
Membership No.: A44446

Encl.: As Above.

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting ("**AGM**") of the Members of DAM Capital Advisors Limited ("**the Company**") is scheduled to be held on Tuesday, September 8, 2026, at 03:00 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the:**

   a. **Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon.**

   b. **Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the Report of Auditors thereon**

   and in this regard, to consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution:***

   "RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.**"**

2. **To declare Final Dividend of ₹1/- per equity share of face value of ₹2/- each for the Financial Year ended March 31, 2026, and in this regard, to consider and if thought fit, to pass the following resolution as an *Ordinary Resolution:***

   "RESOLVED THAT final dividend of ₹1/- (50% of face value) per equity share of ₹2/- each fully paid-up equity shares of the Company, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2026, be and is hereby declared, and the same be distributed out of the profits of the Company.**"**

3. **To appoint a director in place of Mr. Dharmesh Anil Mehta (DIN: 06734366), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an *Ordinary Resolution:***

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dharmesh Anil Mehta (DIN: 06734366), who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment, be and is hereby appointed as a Director of the Company.**"**

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Dharmesh Anil Mehta (DIN: 06734366) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company and fixation of his remuneration.**
   To consider and if thought fit, to pass the following resolution as a ***Special Resolution:***

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), as amended and rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation made by the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Dharmesh Anil Mehta (DIN: 06734366) as the Managing Director & Chief Executive Officer (MD & CEO) and Key Managerial Personnel of the Company, for a period of 5 (Five) years w.e.f. June 10, 2026, liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice conveying this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Dharmesh Anil Mehta.

   RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Dharmesh Anil Mehta (DIN: 06734366) as the MD & CEO of the Company, he shall be paid the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time, as minimum remuneration for such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower.

   RESOLVED FURTHER THAT Mr. Dhvanil Sanjiv Dharia (DIN: 10698428), Whole Time Director; Mr. Nitin Kapadia, Managing

Director-Governance & Strategy; and Ms. Sonal Katariya, Company Secretary and Compliance Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things (including filing of necessary forms with the Registrar of Companies, Maharashtra, Mumbai) as may be considered necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard.**"**

5. **Regularisation of Additional Director, Mr. Dhvanil Sanjiv Dharia (DIN: 10698428) as the Director of the Company.**
To consider and if thought fit, to pass the following Resolution as ***Ordinary Resolution:***

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), and Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), and the Articles of Association of the Company, Mr. Dhvanil Sanjiv Dharia (DIN: 10698428), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and on recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company with effect from August 11, 2026 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.**"**

RESOLVED FURTHER THAT Mr. Dharmesh Anil Mehta, (DIN: 06734366), Managing Director & Chief Executive Officer; Mr. Hitesh Desai, Chief Financial Officer and Ms. Sonal Katariya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.**"**

6. **Appointment of Mr. Dhvanil Sanjiv Dharia (DIN: 10698428) as the Whole Time Director of the Company and fixation of his remuneration.**
To consider and if thought fit, to pass the following Resolution as a ***Special Resolution:***

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), as amended and rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation made by the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Dhvanil Sanjiv Dharia (DIN: 10698428) as the Whole Time Director and Key Managerial Personnel of the Company, for a period of 5 (Five) years w.e.f. August 11, 2026, liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice conveying this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Dhvanil Sanjiv Dharia (DIN: 10698428).

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Dhvanil Sanjiv Dharia (DIN: 10698428) as the Whole Time Director of the Company, he shall be paid the aforesaid remuneration or remuneration, as may be approved by the Board of Directors of the Company from time to time, as minimum remuneration for such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower.

RESOLVED FURTHER THAT Mr. Dharmesh Anil Mehta, (DIN: 06734366), Managing Director & Chief Executive Officer; Mr. Hitesh Desai, Chief Financial Officer and Ms. Sonal Katariya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.**"**

7. **Ratification and Amendment of the DAM Capital Employee Stock Option Scheme 2024 ("ESOP 2024"/ "Scheme").**
To consider, and if thought fit, to pass the following resolution as a ***Special Resolution*****:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force, the provisions of Regulation 7 and 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time read with the circulars issued thereunder ("**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any other applicable law for the time being in force applicable for the employees residing out of India, the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of shareholders of the Company be and is hereby accorded for the ratification of **DAM Capital Employee Stock Option Scheme 2024 ("ESOP 2024"/"Scheme")** as aligned with the provisions of the SEBI SBEB Regulations, which was originally approved by the shareholders of the Company vide special resolution at its meeting held on August 22, 2024 prior to initial public offer and which has since been updated to incorporate certain amendments for the purposes of enhancing clarity, simplifying language, and ensuring alignment with applicable regulatory requirements, without altering the substantive rights or entitlements of existing Option Grantee(s), and implementation of Scheme through an irrevocable employee welfare trust namely '**DAM Capital ESOP Trust**' ("**Trust**") to be set-up by the Company, the salient features of which are furnished in the explanatory statement annexed to this notice, and authorising the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including Nomination and Remuneration Committee which Board has constituted), to create, offer and grant from time to time, in one or more tranches, not exceeding 35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred) employee stock options ("**Options**") to eligible employees working exclusively with the Company and its subsidiary company(ies), whether in India or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent director and director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under ESOP 2024, exercisable into not more than 35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred) shares of face value of ₹2/- (Rupees Two Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable law and the Scheme.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the Option Grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank ***pari passu*** in all respects with the existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOP 2024 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees who have been granted Options under the Scheme and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with subscription, acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable law and regulations to the extent relevant and applicable to the ESOP 2024.

RESOLVED FURTHER THAT the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject to the consent of members of the Company by way of special resolution to the extent required under the provisions of the SEBI SBEB Regulations, 2021, and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof**.**

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the ESOP 2024 on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws

RESOLVED FURTHER THAT Mr. Dharmesh Anil Mehta (DIN: 06734366), Managing Director and Chief Executive Officer; Mr. Dhvanil Sanjiv Dharia (DIN: 10698428), Whole Time Director; Mr. Hitesh Desai, Chief Financial Officer; and Ms. Sonal Katariya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to make necessary filings with the SEBI, Stock Exchanges, Registrar of Companies, and other regulatory authorities; finalise, execute and sign all requisite document(s), instrument(s) and agreement(s) as may be necessary in connection with the ESOP 2024; appoint intermediaries, advisors, consultants, or representatives as may be required for effective implementation of ESOP 2024; take steps for listing of the Equity Shares allotted or transferred from time to time; and to do all such acts, matters, deeds, and things as may be necessary, expedient, incidental or desirable for giving effect to the above and with the authority to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage of the ESOP 2024.**"**

8. Approval and Ratification of grant of Employee Stock Options to the employees of Subsidiary Company(ies) of the Company under 'DAM Capital Employee Stock Option Scheme 2024'.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any other applicable law for the time being in force, applicable for the employees residing out of India, the relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s), sanction(s) and which may be agreed upon by the Board of Directors of the Company ("**Board**", which term shall include the Nomination and Remuneration Committee ("**NRC**" / "**Committee**")), the consent of the members of the Company be and is hereby accorded to the Board on recommendation of the Committee of the Company to create, offer, issue, grant and allot from time to time, in one or more tranches, employee stock options ("**Options**") under **'DAM Capital Employee Stock Option Scheme 2024' ("ESOP 2024" or "Scheme")** to eligible employees of the Subsidiary Company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2024, within the ceiling of total number of Options and equity shares, as specified in ESOP 2024 along with such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOVLED FURTHER THAT the ESOP 2024 shall be implemented through the trust namely '**DAM Capital ESOP Trust**' ("**Trust**"), which may acquire equity shares of the Company through secondary acquisition or by way of primary issuance of equity shares by the Company to the Trust, subject to Applicable Laws and in accordance with the provisions of the SEBI SBEB Regulations and other applicable regulatory guidelines, as amended from time to time.

RESOVLED FURTHER THAT in case of any corporate action(s) such as right issue, bonus issue, merger, sale of division and other, if any additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT Mr. Dharmesh Anil Mehta (DIN: 06734366), Managing Director and Chief Executive Officer; Mr. Dhvanil Sanjiv Dharia (DIN: 10698428), Whole Time Director; Mr. Hitesh Desai, Chief Financial Officer; and Ms. Sonal Katariya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to make necessary filings with the SEBI, Stock Exchanges, Registrar of Companies, and other regulatory authorities; finalise, execute and sign all requisite document(s), instrument(s) and agreement(s) as may be necessary in connection with the ESOP 2024; appoint intermediaries, advisors, consultants, or representatives as may be required for effective implementation of ESOP 2024; take steps for listing of the Equity Shares allotted or transferred from time to time; and to do all such acts, matters, deeds, and things as may be necessary, expedient, incidental or desirable for giving effect to the above and with the authority to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage of the ESOP 2024.**"**

9. To consider and approve secondary acquisition of shares through Trust route for the implementation of 'DAM Capital Employee Stock Option Scheme 2024'.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to acquire not exceeding 35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred) equity shares of face value of ₹2/- (Rupees Two Only) each fully paid-up **("Shares"),** by subscribing to primary issuance of Shares made by the Company or by purchasing Shares of the Company from stock exchanges i.e., secondary acquisition, from time to time, in one or more tranches, for implementation of **'DAM Capital Employee Stock Option Scheme 2024' ("ESOP 2024" or "Scheme")**, through an irrevocable employee welfare trust namely '**DAM Capital ESOP Trust**' ("**Trust**") to be set-up by the Company, in due compliance with the provisions of the SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust.

RESOLVED FURTHER THAT Mr. Dharmesh Anil Mehta (DIN: 06734366), Managing Director and Chief Executive Officer; Mr. Dhvanil Sanjiv Dharia (DIN: 10698428), Whole Time Director; Mr. Hitesh Desai, Chief Financial Officer; and Ms. Sonal Katariya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable and expedient and to settle any questions, difficulties or doubts that may arise in this regards, to the extent permissible under the Applicable Laws.**"**

10. **To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the trust under the 'DAM Capital Employee Stock Option Scheme 2024'**

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

"RESOLVED THAT pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force, and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/frequently asked questions issued thereunder, as amended from time to time ("**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to grant loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely **'DAM Capital ESOP Trust' ("Trust")** to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to subscribe or acquire fully paid up equity shares in the Company ("**Shares**"), for the implementation of **'DAM Capital Employee Stock Option Scheme 2024' ("ESOP 2024" or "Scheme")**.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SEBI SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be with interest or interest free, as may be determined from time to time, with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT Mr. Dharmesh Anil Mehta (DIN: 06734366), Managing Director and Chief Executive Officer; Mr. Dhvanil Sanjiv Dharia (DIN:10698428), Whole Time Director; Hitesh Desai, Chief Financial Officer; and Ms. Sonal Katariya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable and expedient and to settle any questions, difficulties or doubts that may arise in this regards, to the extent permissible under the Applicable Laws.**"**

By Order of the Board of Directors
For **DAM Capital Advisors Limited**
Sd/-
Sonal Katariya
Company Secretary and Compliance Officer
Membership No.: A44446

Place: Mumbai
Date: August 11, 2026

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 read with the relevant rules made thereunder ("**Act**"), the Secretarial Standard on General Meetings (SS-2) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), in respect of item nos. 4 to 10 of this notice, is annexed herewith. Further, additional information with respect to Directors seeking appointment / re-appointment also forms part of the explanatory statement as required under Regulation 36(3) of the SEBI Listing Regulations and as per the provisions of SS-2 on General Meetings as issued by the Institute of Company Secretaries of India (ICSI).

2. Pursuant to the General Circular No. 14/2020 dated April 08, 2020 read with General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars issued by MCA (the Circulars) (including any modifications thereof for the time being in force) and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue till further notice. In compliance with the said Circulars, the AGM shall be conducted through VC / OAVM. The proceedings of the AGM will be conducted at the Corporate Office of the Company at Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400018, which shall be the deemed venue of the AGM.

3. The Company has availed the services of National Securities Depository Limited (**"NSDL"**) for providing VC facility.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of 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.

5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of members has been dispensed with, accordingly the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

6. Since, the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. In case of joint holders attending the AGM through VC/ OAVM, Member whose name appears at the first holder in the order of their name as per the Register of Members of the Company, as on the cut-off date i.e., Friday, August 28, 2026, will be entitled to vote at the AGM.

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

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 AGM will be provided by NSDL.

10. Pursuant to the provisions of Section 152 of the Act, Mr. Dharmesh Anil Mehta, Managing Director & Chief Executive Officer (MD & CEO) (DIN: 06734366) of the Company, retires by rotation at this Meeting. The Board of Directors of the Company has recommended his re-appointment at its meeting held on August 11, 2026.

    Mr. Dharmesh Anil Mehta, MD & CEO of the Company, is interested in the Ordinary Resolution set out at Item No 3, of this Notice with regard to his re-appointment. The relatives of Mr. Dharmesh Anil Mehta and M/s. Boombucket Advisors Private Limited may be deemed to be interested in the resolutions set out at Item No 3 of this Notice, to the extent of their shareholding, if any, in the Company.

11. Details of Directors retiring by rotation / seeking appointment / re-appointment at this meeting are provided in the annexure to this Notice.

DISPATCH OF NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

1. In compliance with the MCA Circulars and Regulation 36(1) (a) of the SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being

sent only through electronic mode to those members, whose names appears in the Register of Members as on cut-off date of Friday, August 7, 2026 ("**Cut-off date**") on e-mail address registered with the Company / Registrar to an Issue and Share Transfer Agent ('**RTA**') / Depository Participants ('**DPs**') / Depositories. Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at https://www.damcapital.in/static/investor-relation.aspx?section=annual and 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 is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

2. Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, the members whose email address is not registered with the Company / RTA / DPs, a letter (in hard copy) containing exact web-link showing the exact path of Annual Report of the Company, will be sent at the registered address. The Member who wish to obtain hard copy of the Annual Report for FY 2025-26, can request the same by sending an email to the Company at companysecretarial@damcapital.in or RTA at investor.helpdesk@in.mpms.mufg.com. For receiving all communication (including Annual Report) from the Company electronically:

   a. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (NSDL) has provided a facility for registration / updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login.

   b. Members holding shares in physical mode are requested to follow the process set out in Other Information Section of this Notice.

3. The Company has designated an exclusive email id viz. companysecretarial@damcapital.in to enable members to register their complaints/ grievances.

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

Pursuant to the provisions of the Companies Act, 2013, rules and MCA Circulars on e-voting facility provided by Listed Entities, the Company is providing its member facility to exercise their right to vote on resolution proposed to pass at AGM through electronic mode i.e., e-voting. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ('**remote e-voting**').

The remote e-voting period begins on Friday, September 4, 2026 at 09:00 a.m. (IST) and ends on Monday, Septmber 7, 2026 at 05:00 p.m. (IST). 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 for determining members entitled to vote) i.e. Friday, August 28, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 28, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish

to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders for e-voting

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 mail@aashishbhatt.in with a copy marked to companysecretarial@damcapital.in and 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. Suketh Shetty, 022-48867000 at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's RTA at investor.helpdesk@in.mpms.mufg.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), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company's RTA at investor.helpdesk@in.mpms.mufg.com. If you are an Individual shareholder 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 Entities, 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 the 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.

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

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

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

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

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

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

6. Registration as speaker shareholder: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at companysecretarial@damcapital.in. from Friday, September 4, 2026 (09:00 a.m. IST) to Monday, September 7, 2026 (05:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

E-VOTING RESULT:

1. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or any person authorized by him, who shall countersign the same and declare the results thereof.

2. The results declared along with the Scrutiniser's Report, will be posted on the website of the Company: https://www.damcapital.in and on the website of NSDL at www.evoting.nsdl.com and the result will simultaneously be communicated to the Stock Exchanges not later than two working days as required under Regulations 44(3) of the SEBI Listing Regulations and will also be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of result by the Chairman or any person authorized by him.

3. Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Tuesday, September 8, 2026.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

1. Relevant documents referred to in the accompanying Notice calling the AGM and the Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be made available for electronic inspection without any fees by the Members upon sending the email to the Company at companysecretarial@damcapital.in mentioning his / her / its folio number / DP ID and Client ID, upto the date of the AGM.

2. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection in electronic mode, based on the request being sent on companysecretarial@damcapital.in mentioning his / her / its folio number / DP ID and Client ID.

DIVIDEND RELATED INFORMATION:

1. The Board of directors at its meeting held on May 22, 2026, has recommended a dividend of ₹ 1 per equity shares, subject to the approval of the members at the ensuing AGM. The record date to determine eligibility of members for payment of dividend is Friday, August 28, 2026. The dividend approved by the members at the AGM will be paid within 30 days from the conclusion of the AGM to the members whose names appear on the Company's Register of members as on the Record Date, and in respect of the shares held in dematerialised mode, to the members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

2. Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s).

3. Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

4. Pursuant to the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**"), the Company is required to transfer the amount of dividend lying unclaimed for a period of seven consecutive financial years from the date of its transfer to the unpaid dividend account, to the Investor Education and Protection Fund (the "**IEPF**").

5. Members whose unclaimed dividend and / or equity shares will be transferred to the IEPF, in accordance with the IEPF Rules, may claim a refund by making an application to the IEPF authority.

6. As mandated by SEBI, with effect from April 1, 2024, dividend to the members holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / RTA In this regard the Company had sent letters, emails and SMSs to its members for furnishing the required details. Please refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf (FAQ No. 38 & 39)

TAX DEDUCTIBLE AT SOURCE (TDS) / WITHHOLDING TAX:

1. Pursuant to the requirement of the Income Tax Act, 1961, ("the IT Act") the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members.

2. The TDS / withholding tax rate would vary depending on the residential status of the member and the exemption which is enumerated in the IT Act subject to fulfilling documentary evidence submitted by the member with the Company / RTA/ Depository Participants. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / RTA on or before Friday, August 28, 2026 to enable the Company

to determine the appropriate TDS / withholding tax rate, as applicable.

OTHER INFORMATION:

1. As mandated by the Securities and Exchange Board of India **("SEBI"),** securities of the Company can be transferred / traded only in dematerialised mode. Members holding shares in physical mode are advised to avail the facility of dematerialisation.

2. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.

3. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

    - For shares held in dematerialised mode to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login and opt-in/opt-out of nomination through the link: https://eservices.nsdl.com/instademat-kyc-nomination/#/login.

    - For shares held in physical mode by submitting to RTA the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR – 1
2	Confirmation of Signature of member by the Banker	ISR – 2
3	Registration of Nomination	SH -13
4	Cancellation or Variation of Nomination	SH – 14
5	Declaration to opt out of Nomination	ISR - 3
6	Cancellation or variation of Nomination	SH-14

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

4. Non-Resident Indian members are requested to inform the Company / RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

5. Members may please note that the SEBI Listing Regulations mandate transfer, transmission and transposition of securities of listed entities held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed entities to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to RTA as per the requirement of the aforesaid circular.

    The aforesaid forms can be downloaded from the Company's website at https://www.damcapital.in/static/contact-us.aspx and is also available on the website of RTA at https://in.mpms.mufg.com/ For additional information, the members may refer the shareholders' Manual uploaded on the Company's website at https://www.damcapital.in/static/contact-us.aspx.

6. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('**ODR**') through a common ODR portal.

    Members are requested to first take up their grievance, if any, with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at https://smartodr.in/login.

7. Shareholders' Manual gives guidance on securities related matters and is uploaded on the Company's website and can be accessed at link: https://www.damcapital.in/static/contact-us.aspx.

8. The Notice was approved by the Board of Directors at its meeting held on August 11, 2026, and the Company Secretary has been authorised to sign and issue the Notice.

By Order of the Board of Directors
For **DAM Capital Advisors Limited**
Sd/-
Sonal Katariya
Company Secretary and Compliance Officer
Membership No.: A44446

Place : Mumbai
Date : August 11, 2026

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

In terms of the provisions of the Section 102 of the Companies Act, 2013, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), the following statement sets out the material facts relating to item nos. 4 to 10 of this notice:

Item No. 4:

Mr. Dharmesh Anil Mehta was appointed as Managing Director and Chief Executive Officer (MD & CEO) of the Company by the Board of Director as recommended by the Nomination and Remuneration Committee at its meetings held on June 10, 2020. His appointment was effective from June 10, 2020 for a period of 3 (three) years. The same was subsequently approved by the members at its Extra-Ordinary General Meeting held on June 25, 2020.

Further, Mr. Mehta was re-appointed as MD & CEO of the Company by the Board of Director as recommended by the Nomination and Remuneration Committee at its meetings held on May 16, 2023. His re-appointment was effective from June 10, 2023 for a period of 3 years. The same was subsequently approved by the member at its 30th Annual General Meeting held on July 20, 2023. The current term of Mr. Mehta has ended on June 09, 2026.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on May 22, 2026, have evaluated the performance of the Company under the leadership of Mr. Dharmesh Anil Mehta and recommended and approved his re-appointment as MD & CEO for a further term of 5 (five) years with effect from June 10, 2026 to June 09, 2031 (both days inclusive), subject to the approval of members of the Company, during which tenure he will continue to be a Key Managerial Personnel. During the said tenure, Mr. Mehta shall be liable to retire by rotation.

PROFILE AND OTHER DETAILS:

Mr. Dharmesh Anil Mehta is a capital market veteran with over 30 years of work experience. He is the Managing Director and Chief Executive Officer and one of the Promoters of our Company. Post acquiring IDFC Securities, over the years, under his leadership, DAM Capital has emerged as the fastest growing Investment Bank in India. Leveraging his vast experience and domain expertise, he formulates the growth strategy of DAM Capital and provides mentorship to our leadership team.

Mr. Mehta is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a MD & CEO of the Company. He is a fit and proper person to be re-appointed as a MD & CEO of the Company, as per the fit and proper norms prescribed by the SEBI.

Mr. Mehta fulfils the conditions for eligibility contained in Part I of Schedule V of the Act.

Details of attendance of Mr. Mehta at the meetings of the Board and its Committees during the financial year is provided as under:

Particulars	FY 2025-26
Board Meeting	5/5
CSR meeting	2/2
Investor Grievances and stakeholder's Relationship Committee Meeting	1/1

Details of the Proposed Remuneration and Benefits:

1. **Fixed pay:** The MD & CEO shall receive an annual fixed compensation of not exceeding of ₹ 8,00,00,000 (Rupees Eight Crores only) per annum, inclusive of all benefits, allowances and perquisites, in accordance with the Company's policies and applicable law, except leave encashment for un-availed leaves, if any, at the end of the year.

2. **Variable pay:** The MD & CEO is also eligible for Annual Performance Based Variable Pay in each financial year, as may be determined by the Nomination and Remuneration Committee and approved by the Board of Directors. Provided that such Variable Pay shall not exceed three times the annual fixed pay of the MD & CEO. The Variable Pay shall be payable in accordance with the Variable Pay Policy of the Company.

3. **Notes relating to the Fixed Compensation**:

   a) The MD & CEO shall be eligible for the Flexible Benefit Plan (FBP), which shall form part of the total fixed compensation, comprising of Company-Owned Car, Company Leased accommodation, Self-Owned Car Reimbursement, Food Card, House Rent Allowance and Leave Travel Allowance and such other flexible benefit components as may be introduced by the Company from time to time in accordance with its applicable policies. The MD & CEO may allocate the eligible FBP amount amongst the various components. Taxes, as applicable, shall be deducted at source in accordance with the provisions of the Income Tax Act, 1961 and other applicable laws.

b) The MD & CEO shall be entitled to the payment of gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972 or the Code on Social Security, 2020, as applicable, and the rules made thereunder, as amended, modified, re-enacted or substituted from time to time and the Company's contribution towards Provident Fund in accordance with applicable laws. Both Gratuity and the PF contribution shall form part of fixed compensation.

c) The MD & CEO shall be entitled for contribution towards the National Pension Scheme in accordance with the policies of the Company.

d) In addition to the aforesaid remuneration, the MD & CEO shall be entitled to reimbursement of expenses incurred for the business of the Company, on actual basis, and to such other facilities as may be applicable to employees of the Company in accordance with the policies of the Company and applicable law.

Disclosures as required under Secretarial Standards-2 on General Meetings and Regulation 36(3) of SEBI Listing Regulations is Annexed to the Notice.

The Statement containing additional details as required under Schedule V of the Act is annexed hereto as Annexure A.

Pursuant to the applicable provisions of the Act, the managerial remuneration payable to a Mr. Mehta exceeds 5% of the net profits of the Company, as computed in the manner laid down under Section 198 of the Act. Further, pursuant to the SEBI Listing Regulations, the fees or compensation payable to Mr. Mehta, being one of the promoters of the Company, shall be subjected to the approval of shareholders via Special Resolution in the general meeting. Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval by the Members.

Except Mr. Dharmesh Anil Mehta and his relatives and M/s. Boombucket Advisors Private Limited may be deemed to be interested in this Resolution, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested financially or otherwise, in this Resolution.

Item No. 5 and 6:

Mr. Dhvanil Sanjiv Dharia (DIN: 10698428) was appointed as Additional Director of the Company w.e.f August 11, 2026 by the Board of Director as recommended by the Nomination and Remuneration Committee at their meeting held on August 11, 2026, who holds office upto the date of this Annual General Meeting. In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act (as amended) and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the director.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on August 11, 2026, after considering Mr. Dharia's overall experience, leadership capabilities, ability to steer the Company's future prospects, and potential to drive its performance, recommended and approved the appointment of Mr. Dharia as the Whole Time Director ('**WTD**') of the Company for a period of 5 (five) years with effect from August 11, 2026 till August 10, 2031 (both days inclusive), subject to approval of Exchanges and members of the Company. Mr. Dharia shall also be designated as a Key Managerial Personnel ("**KMP**") of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013. During the aforesaid tenure, he shall be liable to retire by rotation.

PROFILE AND OTHER DETAILS:

Mr. Dhvanil Sanjiv Dharia, 35 years old holds an B.Tech Degree from Institute of Chemical Technology (formerly UDCT) and MBA Degree from the London Business School. He is also a CFA charter holder. He has been associated with DAM Capital since its inception in 2019 and was part of the core team in setting up the IB Division. Being part of the senior management of the Company, he is engaged in various strategic initiatives of the Company including investors relationship. Apart from being actively involved in the management of the Company affairs, He is currently also responsible for developing Investment Banking business for the Company and leads the coverage efforts for originating transactions in the multiple business verticals like ECM, Private Equity and advisory transactions. Prior to joining DAM Capital, he has previously worked with Axis Capital Limited in their M&A advisory team.

Mr. Dharia is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed as WTD of the Company. He is a fit and proper person to be appointed as WTD of the Company, as per the fit and proper norms prescribed by the SEBI.

Mr. Dharia fulfils the conditions for eligibility contained in Part I of Schedule V of the Act.

Details of the Proposed Remuneration and Benefits:

1. **Fixed Compensation:**

   Mr. Dharia shall receive an annual fixed compensation of ₹ 1,75,00,000 (Rupees One Crore Seventy-Five Lakhs only) per annum ("Fixed Compensation"). The Fixed Compensation shall be inclusive of all components set out in Clause 3(a) and 3(b) below, including the Flexible Benefit Plan, employer's contribution to Provident Fund and National Pension Scheme.

2. **Variable Pay**

Mr. Dharia shall also be eligible for Annual Performance Based Variable Pay in each financial year, as may be determined by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors, based on the achievement of such performance parameters and targets as the NRC may prescribe. Provided that such Variable Pay shall not exceed two times of annual fixed pay of the WTD. The Variable Pay shall be payable in accordance with the Variable Pay Policy of the Company.

3. **Components of Fixed Compensation and Additional Benefits:**

a) Mr. Dharia shall be eligible for the Flexible Benefit Plan ("**FBP**"), which shall form part of the Fixed Compensation, comprising Company-Owned Car, Company Leased Accommodation, Self-Owned Car Reimbursement, Food Card, House Rent Allowance and Leave Travel Allowance, and such other flexible benefit components as may be introduced by the Company from time to time in accordance with its applicable policies. He may allocate the eligible FBP amount amongst the various components. Taxes, as applicable, shall be deducted at source in accordance with the provisions of the Income Tax Act, 1961 and other applicable laws.

b) Mr. Dharia shall be entitled to the employer's contribution towards the National Pension Scheme (up to 10% of Basic Salary, in accordance with Section 80CCD(2) of the Income Tax Act, 1961) and the employer's contribution towards Provident Fund, in accordance with the policies of the Company and applicable laws. Such contributions shall form part of the Fixed Compensation specified in Clause 1 above.

c) In addition to the aforesaid Fixed Compensation and Variable Pay, Mr. Dharia shall be entitled to the following:

i) Payment of gratuity benefits in accordance with the provisions of the Payment of Gratuity Act, 1972 or the Code on Social Security, 2020, as applicable, and the rules made thereunder, as amended, modified, re-enacted or substituted from time to time.

ii) Leave encashment for un-availed leaves, if any, at the end of the financial year, up to a maximum of 10 (Ten) days per annum, or such other limit as may be specified under the applicable policy of the Company, whichever is lower.

iii) Stock options as may be recommended by the Nomination and Remuneration Committee and approved by the Board, subject to and in accordance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Act, and any employee stock option scheme(s) of the Company as may be in force from time to time.

iv) Reimbursement of expenses incurred for the business of the Company, on actual basis, and such other facilities as may be applicable to employees of the Company in accordance with the policies of the Company and applicable law.

v) Medical Benefit, Group Term Insurance, Directors' and Officers' Liability Insurance ("**D&O Insurance**"), and Accident Insurance cover as per the applicable policies of the Company, as amended, modified, or substituted from time to time.

Disclosures as required under Secretarial Standards-2 on General Meetings and Regulation 36(3) of SEBI Listing Regulations is Annexed to the Notice.

Mr. Dharia is one of the Director on the Board of DAM Asset Management Limited, wholly owned subsidiary, Pursuant to his directorship on the Board of subsidiary, he will be considered as related party as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the applicable provisions of the Act, the managerial remuneration proposed to be paid to the Executive Directors, including Mr. Dharia, exceeds 10% of the net profits of the Company, as computed in the manner laid down under Section 198 of the Act. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 and Special Resolution set out at Item No. 6 of the Notice for the approval by the Members.

None of the other Directors, Key Managerial Personnel and their relatives is concerned or interested financially or otherwise, in this Resolution.

Item No. 7 to 9:

Prior to the Initial Public Offering ("**IPO**"), the Company had implemented an employee stock option plan titled **"DAM Capital Employee Stock Option Scheme 2024 ("ESOP 2024"/ "Scheme")** for the employees of the Company, which was duly approved by the shareholders of the Company vide their special resolution dated August 22, 2024. ESOP 2024 was designed to attract, retain and motivate the key talents by way of rewarding their high performance, motivate them to contribute to the overall corporate growth and profitability and enable the employees not only to become co-owners, but also to create wealth out of such ownership in future. This initiative aimed to foster continued excellence and dedication among employees.

Subsequently, the Company successfully completed its IPO and listed its equity shares on December 27, 2024, on BSE Limited and the National Stock Exchange of India Limited. As of June 30, 2026, the total employee stock options ("**Options**") pool reserved under the ESOP 2024 is 35,34,300 Options and out of the total pool, 3,67,145 Options are granted. None of the Options are exercised till date and hence the total number of outstanding Options stands at 3,67,145.

The Board of Directors ("**Board**") and the Nomination and Remuneration Committee ("**Committee**") at its meeting held on May 22, 2026 respectively were informed that, in terms of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), any fresh grant of Options post listing can be made under ESOP 2024 only in compliance with the SEBI SBEB Regulations and post ratification of same by the members of the Company.

In addition to seeking ratification, the Company, in its continued commitment to transparency, compliance, and employee welfare, proposes to amend certain provisions of the ESOP 2024. These amendments are intended to enhance clarity, simplify language, and ensure alignment with evolving regulatory requirements, without altering its core objectives or affecting the rights of existing grantees and also changing administration route to routing ESOP 2024 through an irrevocable employee welfare trust as per Regulation 3 of the SEBI SBEB Regulations named as '**DAM Capital ESOP Trust**' ("**Trust**") to be set-up by the Company and supervised by the Committee. This will not only enhance flexibility by enabling cashless exercise of options for grantees in line with Regulation 3(15) of the SEBI SBEB Regulations but will also help robust the governance and along with this it will also enable the Company to save on the dilution thereby giving right to the Trust for acquiring equity shares from the secondary market.

These alternations and amendments are intended to improve stakeholder understanding and facilitate smoother implementation of ESOP 2024. Upon ratification by the shareholders, the Company will be permitted to make a fresh grant including issue equity shares upon exercise of Options already granted under ESOP 2024, in compliance with the SEBI SBEB Regulations.

The beneficiaries of the proposed variation are all existing Option grantees (who have not yet exercised their Options) and such other Option grantees to whom Options may be granted in the future under ESOP 2024. The proposed actions are not prejudicial to the interests of any existing or future Option grantees.

Trust may acquire equity shares either by subscribing to primary issuance of Shares made by the Company or by purchasing Shares of the Company from stock exchanges i.e., secondary acquisition to the extent of the total pool as may be approved by the shareholders under ESOP 2024. It was further informed that, to facilitate such subscription or acquisition, the Company shall provide a loan to Trust under ESOP 2024. The amount of loan shall not exceed 5% (five percentage) of the aggregate of the paid-up capital and free reserves of the Company, being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SEBI SBEB Regulations.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOP 2024 and shall be repayable to the Company upon realization of proceeds on permitted sale/transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Given the background above, ESOP 2024, together with the proposed amendments, was presented before the Nomination and Remuneration Committee and Board of Directors and were approved at their respective meeting held on May 22, 2026, subject to approval of members. Accordingly, it was further recommended to members for approval of ratification and amendments as listed below:

Clause No.	Particulars	Original Clause in ESOP 2024	Updated Clause in ESOP 2024	Rationale of amendment
1.4	Amended	Subject to provisions of Clause 15 of this Scheme, the Committee, as authorized may at any time alter, amend, suspend or terminate the Scheme.	Subject to provisions of Clause 15 of this Scheme, the Board of Directors shall on recommendation of the Committee and as duly authorized may at any time alter, amend, suspend or terminate the Scheme.	Changed from Committee to Board of Directors on recommendations of Committee.
2.1 (v)	Amended	**"Company"** means 'DAM Capital Advisors Limited', a company incorporated Page 3 of 21 under the provisions of the Companies Act, 1956, having CIN: U99999MH1993PLC071865 and having its registered office at One BKC, Tower C, 15th Floor, Unit No.1511, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051.	"**Company**" mean DAM Capital Advisors Limited, a company incorporated under the provisions of the Companies Act, 1956, having CIN: L99999MH1993PLC071865 and having its registered office at PG 1, Rotunda Building, Ground floor, Dalal Street, Fort, Mumbai – 400001	Post listing CIN change and Registered office Address change
2.1(xiii)	Amended	**"Exercise"** means expression of intention in writing by an Option Grantee to the Company to issue of Shares underlying the Options vested in him, in pursuance of this Scheme, in accordance with the procedure laid down by the Company for Exercise of Options.	"**Exercise**" means expression of intention in writing by an Option Grantee to the Company/ Trust for the issue of Shares against the Options vested in him, in pursuance to this Scheme and in accordance with the procedure laid down by the Company for Exercise of Options.	Definition is amended with inclusion of "Trust"
2.1 (xx)	Addition	-	**"Market Price"** means the latest available closing price on the recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the Relevant Date. **Explanation:** In the case of shares listed on more than one recognised Stock Exchange, then the closing price on the designated Stock Exchange shall be considered as the market price.	Post listing CMP definition is added
2.1(xxiv)	Amended	**"Permanent Incapacity"** means any disability or incapacitation while in employment or service, of whatsoever nature, be it physical, mental, or otherwise, which incapacitates or prevents or handicaps an Option Grantee from performing any specific job, work or task which the said personnel was capable of performing immediately before such disablement, as determined by the Committee as per human resource policy of the Company.	**"Permanent Incapacity"** means any disability or incapacitation while in employment or service, of whatsoever nature, be it physical, mental, or otherwise, which incapacitates or prevents or handicaps an employee from performing any specific job, work or task which the said employee was capable of performing immediately before such disablement, as determined by the Committee based on the certificate of a medical expert identified by the Company.	Certificate from Medical expert is added as per the regulations.
2.1(xxv)	Addition	-	**"Primary Issuance"** means issuance of new Shares by the Company.	
2.1(xxx)	Addition	-	**"Secondary Acquisition"** means acquisition of existing Shares of the Company by the Trust on the platform of a recognized Stock Exchange for cash consideration	

Clause No.	Particulars	Original Clause in ESOP 2024	Updated Clause in ESOP 2024	Rationale of amendment
2.1(xxxv)	Addition	-	"**Trust**" means an irrevocable trust as may be established and set-up by the Company under the provision of Indian Trusts Act, 1882 and named as the **'DAM Capital ESOP Trust'** for the administration of the equity-based employee compensation stock options plans/ scheme(s) of the Company including ESOP 2024, being authorised from time to time, to acquire, to subscribe, hold and transact in cash and Shares of the Company for the purposes of relevant employee stock option plans/ schemes of the Company including this ESOP 2024.	
2.1 (xxxvi)	Addition	-	"**Trustee**" shall mean the person/ entity appointed as a trustee under the trust deed of the Trust.	
3.1	Amended	The shareholders of the Company have vide their special resolution dated August 22, 2024 approved the Scheme authorizing the Committee to grant not exceeding **35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred)** Options to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than exceeding **35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred)** Shares, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Scheme.	The shareholders of the Company by way of special resolution passed on August 22, 2024, have approved the Scheme and authorised the Committee to grant not exceeding **35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred)** Options to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than exceeding **35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred)** Shares, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Scheme. The Shares are contemplated to be sourced from Primary Issuance of Shares by the Company or through the Secondary Acquisition by Trust, from time to time. In any case, the Shares issued or acquired from Primary Issuance or Secondary Acquisition shall be subject to theceiling above and in accordance with Applicable Laws. The Trust shall hold the shares so acquired for the minimum holding period prescribed under the SBEB Regulations. The Trust shall not sell any Shares of the Company in the secondary market except in the circumstances specified in the SBEB Regulations. The Trust shall transfer the Shares to the Option Grantee upon Exercise of Options, in accordance with the terms and conditions as may be decided under ESOP 2024.	Flexibility to have primary issuance and trust route.

Clause No.	Particulars	Original Clause in ESOP 2024	Updated Clause in ESOP 2024	Rationale of amendment
3.2	Amended	The maximum number of Options that may be granted to any Employee in any year and in aggregate shall not exceed 35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred) Options at the time of Grant.	The maximum number of Options under the Scheme that may be granted to an eligible Employee in any year shall not exceed below 1% of the paid-up capital and in aggregate shall not exceed 35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred) Options at the time of Grant.	Added more clarity on individual limit.
3.5	Amended	Where Shares are issued consequent upon Exercise of Options under the Scheme, the maximum number of Shares that can be issued under sub-clause 3.1 above shall stand reduced to the extent of such Shares are issued.	Where shares are transferred by the Trust consequent upon Exercise of Options under the Scheme, the maximum number of Shares that can be issued under sub-clause 3.1 above shall stand reduced to the extent of such Shares are transferred	Trust route elaboration.
4.1 (a)	Amended	The Scheme shall be administered by the Committee. All questions of interpretation of the Scheme or any Option granted thereunder shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme or in any Option granted thereunder.	The Scheme shall be supervised by the Committee through a trust route wherein the Trust may source Shares: (i) by subscribing to Primary Issue of Shares by the Company; and /or (ii) form Secondary Acquisition, as may be applicable. All questions of interpretation of the Scheme or any Option granted thereunder shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme or in any Option granted thereunder.	Added Trust option
4.1.(b)(xii)	Addition	-	any matter relating to the Trust and aspects of administration of the Scheme by the Trust;	
4.2	Addition	-	**Administration and supervision:** The Scheme shall be administered by the Trust to the extent aspects of such administration are delegated by the Committee as per the requirements of Applicable Laws. a. The Trust shall be governed subject to following terms and conditions: i. It shall not deal in derivatives and shall undertake only such transactions as permitted under the deed of Trust read with the provisions of the Applicable Laws;	**New addition post trust route**

Clause No.	Particulars	Original Clause in ESOP 2024	Updated Clause in ESOP 2024	Rationale of amendment
			ii. The Trustees appointed or re-appointed from time to time shall be such persons as being not disqualified as prescribed under the Applicable Laws; and iii. The Trustees shall not vote in respect of the Shares held by the Trust. b. The Trustees while administering the Scheme shall abide by the provisions contained therein, terms of the Grant, Vesting and Exercise as decided by the Committee and shall ensure compliance of the provisions of relevant Applicable Laws as prevailing from time to time, in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.	
8.1	Addition	-	Payment of the Exercise Price (including applicable taxes) shall be made by a crossed cheque, or by any electronic mode or a demand draft drawn in favour of the Company/ Trust or in such other manner as the Company/ Trust may decide from time to time	
8.2 (b) (1)	Amended	**Vested Options:** All the Vested Options as on date of submission of resignation / termination shall be exercisable by the Option Grantee within 3 (Three) months from the date of such resignation/ termination. **Unvested Options:** All the Unvested Options as on date of submission of notice of resignation/ termination shall stand cancelled with effect from the date of such resignation/ termination.	**Vested Options:** All the Vested Options as on date of submission of resignation / termination shall be exercisable by the Option Grantee within 3 (Three) months from the effective date of separation/termination. **Unvested Options:** All the Unvested Options as on date of submission of notice of resignation/ termination shall stand cancelled with effect from the effective date of separation/ termination.	
8.3	Amended	The Options shall be deemed to be exercised when an Option Grantee makes an application in writing to the Company or by any other means as decided by the Committee, for obtaining Shares against the Options vested in him/her, subject to payment of Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise.	The Options shall be deemed to be exercised when an Option Grantee makes an application in writing to the Company or to the Trust as the case may be, for obtaining Shares against the Options vested in him/her, subject to payment of Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise.	

Clause No.	Particulars	Original Clause in ESOP 2024	Updated Clause in ESOP 2024	Rationale of amendment
13.1	Amended	The Option Grantee shall not have a right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of Options granted, till Shares underlying such Options are issued by the Company upon Exercise of such Option.	The Option Grantee shall not have a right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of Options granted, till Shares underlying such Options are allotted/ transferred by the Company/ Trust upon Exercise of such Option.	Added Trust Option
17	Addition	-	**Malus / Clawback** Notwithstanding anything contained elsewhere in this Scheme, the Company reserves the right to execute malus or clawback arrangements in respect of Options already granted, vested or exercised, as the case may be, in accordance with Applicable Laws and guidelines issued by regulatory authority from time to time. Options granted under the Scheme are always subject to malus and clawback as may be exercised by the Company in the event of Fraud or Employee Misconduct in any year or in any other circumstances as determined by the Committee. A malus arrangement permits the Company to prevent Vesting of all or part of the Options granted to an Option Grantee. However, this arrangement shall not reverse the Vesting of already Vested Options. A clawback, on the other hand, is a contractual agreement between the Option Grantee and the Company, being evidenced on the acceptance of the Grant, in which case the Option Grantee shall relinquish any benefit that accrued to or return any benefit that is received by such Option Grantee to the Option under circumstances specified at the time of Grant of Option.	
20.2	Amended	The High Court at Mumbai and courts subordinate to it shall have jurisdiction in respect of any and all matters, disputes or differences arising in relation to or out of this Scheme.	If any dispute, controversy or difference of opinion ("dispute") arising out of or in connection with the Scheme, then it shall be negotiated in good faith to endeavour to resolve the matter. If the dispute is not resolved through such consultations within 15 days (or such longer period as may be agreed to between the parties, in writing) then either the Company or Option Grantee shall by notice in writing to each other, submit the dispute to Arbitration to be conducted in accordance with	Dispute resolution – through Arbitration

Clause No.	Particulars	Original Clause in ESOP 2024	Updated Clause in ESOP 2024	Rationale of amendment
			the provisions of the Arbitration and Conciliation Act, 1996 as amended and SEBI Master Circular dated December 28, 2023 bearing reference number SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 ("**SEBI ODR Circular**"). Arbitration shall be held in Mumbai, each disputing party shall appoint one arbitrator each and the two Arbitrators shall appoint the Third Arbitrator. If the respondent fails to appoint its arbitrator within seven days of receipt of the notice, the claimant shall be entitled to appoint an arbitrator on behalf of the respondent. The Arbitration proceedings shall be conducted, and the award thereof shall be rendered in English language. The award rendered by the Arbitrator or Arbitrators shall state the reasons on which it was based and the same shall be conclusive and binding on all parties to this Agreement and shall be subject to enforcement in court of Mumbai jurisdiction. Each party shall bear the cost of preparing and presenting its own case, and the cost of arbitration, including fees and expenses of the arbitrators, shall be shared equally by the Parties, unless the award otherwise provides. Provided further that in the event any Dispute involving any Party is mandatorily required to be resolved solely by online conciliation and/or online arbitration as specified in the SEBI ODR Circular, including pursuant to any subsequent clarifications that may be issued by SEBI in this respect, the Parties agree to follow such dispute resolution mechanism notwithstanding the option exercised by such respective Party in above Clause. The arbitral award shall be treated as final and binding on the parties hereto.	
20.2	Amended	**Company Name:** DAM Capital Advisors Limited One BKC, Tower C, 15th Floor, Unit No.1511, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051	**Company Name and address:** DAM Capital Advisors Limited Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400018	Address change
23	Addition	-	**Winding Up of the Scheme** In case of winding up of the Scheme being implemented by the Company through the Trust, the excess monies or shares remaining with the Trust after meeting all the obligations, if any, shall be utilized for repayment of loan or by way of distribution to employees as recommended by the Committee.	Trust route enabler

Features of the ESOP 2024 in terms of SEBI SBEB Regulations as under:

a. Brief description of the Scheme:

This employee stock option scheme shall be called the '**DAM Capital Employee Stock Option Scheme 2024**' ("**ESOP 2024**" / "**Scheme**").

The Company believes that incorporating equity into employee compensation is an effective means of aligning individual interests with those of the organization. The primary objective of the Scheme is to reward employees for their association with the Company, encourage long-term retention, and recognize their dedication and contribution toward achieving the Company's goals. Through this Scheme, the Company seeks to attract, retain, and motivate key talent by rewarding high performance and fostering sustained engagement in the Company's growth and profitability. The Company views stock options as a long-term incentive tool that enables employees not only to become co-owners of the Company, but also to create long-term wealth through such ownership.

The Scheme provides for grant of employee stock options ("**Options**") to the permanent employees of the Company and its subsidiary company(ies) (collectively referred to as "**employees**"), as may be permissible under the Companies Act, 2013 and the SEBI SBEB Regulations.

After vesting of Options, employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Company proposes to supervise the Scheme by the Nomination and Remuneration Committee ("**Committee**") of the Company and implement the Scheme through trust route. All questions of interpretation of the Scheme or any Option Granted thereunder shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme or in any Option Granted thereunder.

b. Total number of Options to be offered and granted:

A total number of Options available for grant under the Scheme, shall, in aggregate, not exceed **35,34,300 (Thirty-Five Lakh Thirty-Four Thousand Three Hundred)**. Each Option when exercised would be converted into one equity share of face value of **₹ 2/- (Rupees Two only)** each fully paid-up.

If Options granted under the Scheme lapsed or forfeited or surrender due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed / cancelled Options as per the Scheme.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment shall be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

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

The following class of employees are entitled to participate in the ESOP 2024:

a. an employee as designated by the Company, who is exclusively working in India or outside India; or

b. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a promotor or member of the promoter group, but excluding an Independent Director; or

c. an Employee as defined in sub-clauses (i) or (ii), of a Group Company including subsidiary company of the Company, in India or outside India;

but does not include:

i. an employee who is a promotor or a person belonging to the promoter Group; or

ii. a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

Provided that the Company shall take prior approval of the shareholders of the Company by way of a resolution for grant of Options to the Employees of the group company including subsidiary company subject to compliance with Applicable Law.

d. Requirements of Vesting and period of Vesting:

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **5 (Five) years** from the date of grant as may be determined by the Committee.

The vesting dates and relative percentages in respect of Options granted under the Scheme shall be determined by the Committee and may vary from employee to employee or any class thereof.

Vesting of Option would be subject to continued employment with the Company and the Option Grantee shall not be subject to any disciplinary proceedings pending against him/ her on such date of vesting. In case of any such disciplinary proceedings against any Option Grantee, the relevant Vesting shall be kept in abeyance until disposal of the proceedings. In case of reinstatement, Vesting shall happen as if there was no abeyance.

In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would Vest. An option grantee who has tendered his/her resignation and is serving the notice period after resignation, such notice period shall not be considered for vesting and all the unvested Options as on date of separation shall be cancelled forthwith.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SEBI SBEB Regulations.

e. **Maximum period within which the options shall be vested:**
The maximum period within which the Options shall be vested is 5 (Five) years from the date of grant of such options.

f. **Exercise price or pricing formula:**
The Exercise Price per Option shall be determined by the Committee, which shall be upto 25% discount to Market Price as on the date of Grant. However, the Exercise Price shall not be less than the face value of the Shares.

The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter issued at the time of Grant.

g. **Exercise period and the process of exercise:**
The exercise period in respect of a Vested Option shall be subject to a maximum period of **6 (Six) years** commencing from the date of completion of vesting period. The specific exercise period shall be intimated to the Option Grantee in the Grant Letter at the time of Grant. The vested options shall be exercised either all or part within the exercise period.

The Vested Options can be exercised by the Option Grantee by making a written application and payment of exercise price and requisite taxes to the Trust for transfer of equivalent number of shares.

The Option will lapse if not exercised within the specified exercise period.

h. **Appraisal process for determining the eligibility of employees under the Scheme:**
The Options shall be granted to the employees as per eligibility criteria determined by the Committee as it deems fit, from time to time, which may include designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

Provided that the Committee while granting the Options to any eligible Employee(s) of any Subsidiary Company, shall at its discretion consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such Employee's contribution to the Company.

i. **Maximum number of options to be issued per employee and in aggregate:**
The maximum number of Options under the Scheme that may be granted to an eligible Employee in any year shall not exceed below 1% of the paid-up capital and in aggregate shall not exceed **35,34,300 (Thirty Five Lakh Thirty Four Thousand Three Hundred)** Options at the time of grant of Option under the Scheme.

Provided that if the number of Options that may be granted to an individual eligible Employee, during any one year, shall be equal to or more than 1% (one percent) of the issued capital (excluding any outstanding warrants and conversions) of the Company at the time of grant of Options, then the Company shall take prior approval from shareholders of the Company by way of a separate resolution.

j. **Maximum quantum of benefits to be provided per employee under the Scheme:**
There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.

k. **Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**
The Scheme shall be implemented and administered by the Trust of the Company and supervised by the Nomination and Remuneration Committee.

l. **Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**
The Scheme contemplates acquisition of shares by the Trust, either through subscription or acquisition by way of purchase from the secondary market, subject to compliance with Applicable Laws and the SEBI SBEB Regulations.

m. **Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:**
The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SEBI SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall use all loan amount disbursed from time to time and utilize strictly for the purposes of the Scheme.

n. **Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the Scheme:**
Subject to the overall limits specified in the SEBI SBEB Regulations, the maximum number of shares that may be acquired by way of secondary acquisition in every financial year by the Trust for the purpose of implementing the Scheme of the Company shall not exceed 2% of the paid up equity capital of the Company as at the end of the financial

year immediately prior to the year in which such secondary acquisition is made or such other maximum limit as may be permitted under SEBI SBEB Regulations.

o. Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:
The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI SBEB Regulations or as may be prescribed by regulatory authorities from time to time.

p. The Method which the Company shall use to value its Options:
The Company shall adopt 'fair value method' for valuation of Options as prescribed under IndAS 102 on share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:
In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options, shall be disclosed in the Board's Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report. Currently, this statement is not applicable as the Company shall adopt 'fair value method' for valuation of Options as prescribed under IndAS 102.

r. Period of lock-in:
The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. However, usual restrictions as may be prescribed under applicable law including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Scheme:
Subject to the provisions of the applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

In terms of the applicable provisions of the Act, read with the rules made thereunder and Regulation 7, Regulation 12 and other applicable provisions of the SEBI SBEB Regulations, the ratification and amendment of the ESOP 2024, together with the grant of Options to the employees of the Company and its Subsidiary, require the approval of the shareholders by way of a special resolution.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the extent of Options that have been or to be granted to them in accordance with the applicable law.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolutions as set out at item no. 7, 8 and 9 of this Notice, for the approval of the shareholders of the Company.

Item No. 10:

The Members to take note that, the Company intends to implement employee stock option scheme namely '**DAM Capital Employee Stock Option Scheme 2024' ("ESOP 2024"/ "Scheme")** for which approval is sought from the members by way of separate resolutions at Item Nos. 7 and 8. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely '**DAM Capital ESOP Trust' ("Trust")** to be set up by the Company. The proposed Scheme contemplates acquisition of fully paid-up equity shares in the Company from secondary acquisition through the Trust.

The Members to further take note that, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SEBI SBEB Regulations.

The loan to be provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

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

i. The class of employees for whose benefit the Scheme is being implemented, and money is being provided for acquisition of the Shares:
Following classes of employees and directors (collectively referred to as "**Employees**") are eligible being:

i. an employee as designated by the company, who is exclusively working in India or outside India; or

ii. a Director of the Company, whether a whole-time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or

iii. an employee as defined in sub-clauses (i) or (ii), of a Subsidiary Company in India or outside India.

but does not include:

a) an employee who is a Promoter or belongs to the Promoter Group;

b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;

c) an Independent Director.

ii. The particulars of the Trustee or employees in whose favor such Shares are to be registered:

It is contemplated that designated trustee shall acquire and hold the Shares of the Company in due compliance of the Scheme, SEBI SBEB Regulations and Companies Act, 2013. Such acquired equity shares shall be held in the name of Trust, which shall act as the registered owner of such shares until they are transferred to eligible employees upon exercise of vested options.

iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable employee welfare trust with the name '**DAM Capital ESOP Trust**' ("**Trust**") having its principal office at Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400018.

Details of the Trustee:

S. No	Name	Address	Occupation	Nationality
1.	Mr. Natarajan Mahadevan Iyer	401, Arjun Apartment, 9th road, Near Post Office, Chembur East, Mumbai 400 071	Professional	Indian
2.	Ms. Mrinali Doshi	26/27, Meena Sadan Plot No-208, Tamil Sangham Marg, Mata Laxmi Lane, Sion East, Mumbai 400 022	Employment	Indian

The Trustee has no relationship with the promoters, directors, or key managerial personnel of the Company.

iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters and person belonging to promoter group are not eligible to be covered under the Scheme and do not have any interest in the Scheme or Trust. The Key Managerial Personnel and Whole Time Directors of the Company are interested in the Scheme to extent of the options that have been and to be granted to them under the Scheme.

v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

vi. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Scheme would be exercised:

The Trust would be considered as the registered owner of the Shares till the date of transfer of shares to the eligible employees. However, the trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SEBI SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and/ or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

In this background, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 10 to the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SEBI SBEB Regulations, for approving provision of money by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

By Order of the Board of Directors
For **DAM Capital Advisors Limited**
Sd/-
Sonal Katariya
Company Secretary and Compliance Officer
Membership No.: A44446

Place: Mumbai
Date: August 11th , 2026

ANNEXURE A

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of Director	Dharmesh Anil Mehta	Dhvanil Sanjiv Dharia
Director Identification Number (DIN)	06734366	10698428
Date of Birth/ Age	May 24, 1970, 56 years	December 18, 1990, 35 years
Date of first appointment on the Board	June 10, 2020	August 11, 2026
Qualifications	F.Y. B.com	B.Tech Degree from Institute of Chemical Technology (formerly UDCT) and MBA Degree from the London Business School. He is also a CFA charter holder.
Experience and Expertise in specific financial areas	As per the resolution at Item no. 4 of this Notice, read with the explanatory statement thereto.	As per the resolution at Item no. 5 and 6 of this Notice, read with the explanatory statement thereto.
Terms and Conditions of Appointment/ Re-appointment	Re-appointment as the Managing Director & Chief Executive Officer as stated in resolution and explanatory statement.	Appointment as a Director and Whole Time Director as stated in the Resolution no. 6 and 7 and explanatory statement.
Number of shares held in the Company	1,44,02,450	920
Attendance in number of Board Meetings eligible during the financial year 2025-26	5 out of 5	NA
Membership in Committee	• Corporate Social Responsibility Committee • Investor Grievances & Stakeholders Relationship Committee	• Corporate Social Responsibility Committee • Investor Grievances & Stakeholders Relationship Committee • Risk Management Committee
Directorships held in other listed entities	None	None
Memberships/ Chairmanships of committees of across other companies	None	None
Listed Entities from which the Director has resigned in the last three years	None	None
Remuneration last drawn for (FY 2025-26)	Salary, Perquisites and allowance: ₹ 8,00,00,000	Salary, Perquisites and allowance: ₹ 1.50 cr. and Annual Performance Based Variable Pay
Remuneration proposed to be paid	Refer Explanatory Statement	Refer Explanatory Statement
Relationships with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None

For other details, please refer to the Corporate Governance Report forming part of the Annual Report.

ANNEXURE B

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT

I. GENERAL INFORMATION:

1) Nature of industry:

- The Company is engaged in the business of share and stock broking and is a member of the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) and activities of the Company include providing equity research and stock broking services mainly to institutional clients.
- Also registered with the Securities and Exchange Board of India (SEBI) as Category – I, Merchant Banker, engaged in providing Investment Banking services like Advisory services, IPO Underwriting, Qualified Institutional Placement (QIP), fund raising and Debt Syndication.

2) Date or expected date of commencement of commercial production: The Company is already in existence, doing commercial operations since the year 1993.

3) In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4) Financial performance based on given indicators:

Standalone Basis

(Amount in Crores)

Particulars	FY 2025-26	FY 2024-25
Income from Operations and other Income	236.94	249.99
Profit/(Loss) before Tax	97.35	136.78
Profit/(Loss) after Tax	72.51	103.64
Earnings Per Share (EPS)	10.26	14.66

Consolidated Basis

(Amount in Crores)

Particulars	FY 2025-26	FY 2024-25
Income from Operations and other Income	237.14	250.21
Profit/(Loss) before Tax	97.61	136.98
Profit/(Loss) after Tax	72.69	103.64
Earnings Per Share (EPS)	10.28	14.68

5) Foreign investments or collaborations, if any: The share capital of the Company has a shareholding by Non-Resident Individuals shareholders as on March 31, 2026 is 4.28%

II. INFORMATION ABOUT THE APPOINTEE:

Particulars	Mr. Dharmesh Anil Mehta	Mr. Dhvanil Sanjiv Dharia
Background details	Mr. Dharmesh Anil Mehta is a veteran in the Indian Capital Markets with over 3 decades of comprehensive experience in advisory and deal making. He has an unparalleled track record in conceptualizing and executing marquee deals across products (ECM, M&A, and PE etc.), Sectors, Geographies and deal sizes.	Mr. Dhvanil Sanjiv Dharia, 35 years old, holds a B.Tech. degree from Institute of Chemical Technology (formerly UDCT) and an MBA Degree from London Business School. He is also a CFA charter holder. He has been associated with DAM Capital since its inception in 2019 and was part of the core team responsible for setting up the Investment Banking Division. As a part of the senior management of the Company, he is engaged in various strategic initiatives. Apart from being actively involved in the management of the Company affairs, he is currently also responsible for developing the Investment Banking business and leads the coverage efforts for originating transactions across multiple business verticals including ECM, Private Equity and advisory services. Prior to joining DAM Capital, he worked with Axis Capital Limited as part of its M&A advisory team.
Past Remuneration	₹ 8,00,00,000/-	₹ 1,50,00,000/- and Annual Performance Based Variable Pay
Recognition or awards	NIL	NIL
Job profile and his suitability	Mr. Dharmesh Anil Mehta is associated with the Company since 2020 and one of the Promoters of the Company. He leads all the departments and activities of the Company as Managing Director & Chief Executive Officer (MD & CEO) and he is one of the Promoters of the Company..	As a part of the senior management of the Company, he is engaged in various strategic initiatives. Apart from being actively involved in the management of the Company affairs, he is currently also responsible for developing the Investment Banking business and leads the coverage efforts for originating transactions across multiple business verticals including ECM, Private Equity and advisory services.
Remuneration proposed	The Remuneration proposed to be paid to Mr. Dharmesh Anil Mehta is as per the details set out in the Special Resolution at Item No. 4 of the Notice.	The Remuneration proposed to be paid to Mr. Dhvanil Sanjiv Dharia is as per the details set out in the Special Resolution at Item No. 6 of the Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	There are no prescribed standards for executive remuneration in the industry. Executive remuneration levels have increased significantly over the past few years. Considering the prevailing industry trends, the size and scale of the Company, and the profile, experience, and responsibilities shouldered by Mr. Dharmesh Anil Mehta, the Board is of the view that the remuneration proposed to be paid to him as MD & CEO is appropriate, commensurate with his role and responsibilities, and comparable with prevailing industry practices. Further, the proposed remuneration is in accordance with the Company's Nomination and Remuneration Policy and has been approved and recommended by the Nomination and Remuneration Committee of the Board.	There are no prescribed standards for executive remuneration in the industry. Executive remuneration levels have increased significantly over the past few years. Considering the prevailing industry trends, the size and scale of the Company, and the profile, experience, and responsibilities shouldered by Mr. Dhvanil Sanjiv Dharia, the Board is of the view that the remuneration proposed to be paid to him as Whole Time Director is appropriate, commensurate with his role and responsibilities, and comparable with prevailing industry practices. Further, the proposed remuneration is in accordance with the Company's Nomination and Remuneration Policy and has been approved and recommended by the Nomination and Remuneration Committee of the Board.
Relationship with the Managerial Personnel.	None	None

Particulars	Mr. Dharmesh Anil Mehta	Mr. Dhvanil Sanjiv Dharia
Shareholding as on March 31, 2026 and as on the date of this notice of AGM.	As on March 31, 2026 – 14402450 equity shares (20.38%) As on date of this Notice – 14402450 equity shares (20.38%)	As on March 31, 2026 – 920 equity shares (Negligible) As on date of this Notice – 920 equity shares (Negligible)
Whether the Director is a Promoter or belongs to Promoter Group.	Yes (Promoter)	No

III. OTHER INFORMATION:

1) **Reasons of inadequate profits:** The Company has delivered strong performance over the past several years. However, its profit margins may be inadequate, particularly for the purpose of payment of managerial remuneration, due to certain global economic factors that have an impact on the Company's capital market operations, including its Merchant Banking and Institutional Equities businesses.

2) **Steps taken or proposed to be taken for improvement:** The Company is well positioned to enhance its revenues and improve operational efficiencies, which are expected to contribute to improved profitability in the coming years. Further, favourable developments in domestic and global capital markets, increased investor participation, growth in fund-raising activities, and an improvement in overall market sentiment are expected to positively impact the Company's Merchant Banking and Institutional Equities businesses, thereby supporting revenue growth and profitability.

3) **Expected increase in productivity and profits in measurable terms:** The Board of Directors remains focused on strengthening the Company's position and expanding its presence in the capital markets business. To achieve this objective, the Company has put in place strategic initiatives and a comprehensive growth roadmap aimed at enhancing operational efficiency, broadening its client base, and increasing business opportunities across its Merchant Banking and Institutional Equities segments. The Company expects these initiatives, coupled with improved market conditions and greater operating leverage, to result in enhanced productivity, revenue growth, and improved profitability in the coming financial years.

III. DISCLOSURES:

1) **Remuneration package of the managerial person:** Refer explanatory statement as stated above.

2) **Disclosures in the Board of Directors' report under the heading 'Corporate Governance'** : The requisite details of remuneration etc. of Directors shall be included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company.

DAM CAPITAL

www.damcapital.in

Registered Office Address

PG 1, Rotunda Building,
Ground floor, Dalal Street, Fort, Mumbai – 400001
Email: info@damcapital.in
Contact No.: +91 22 4202 2500

Corporate Office Address

Altimus 2202, Level 22,
Pandurang Budhkar Marg, Worli, Mumbai 400018
Email: info@damcapital.in
Contact No.: +91 22 4202 2500

Concept, Content & Design (info@wyatt.co.in)