

February 16, 2023

Dear Unit Holder,

Sub: Internal restructuring of Asset Management Business and consequent change of asset management company from DSP Investment Managers Private Limited to another DSP group entity, DSP Asset Managers Private Limited and other related changes.

We thank you for investing with DSP Mutual Fund and appreciate your continued trust in us.

I. Background

DSP Mutual Fund ("Fund") has been set up as a trust under the Indian Trust Act, 1882. The sponsors to the Fund are DSP ADIKO Holdings Private Limited ("DSP ADIKO") and DSP HMK Holdings Private Limited ("DSP HMK"). DSP Investment Managers Private Limited ("DSPIM"), a company incorporated under the Companies Act, 1956, is the Asset Management Company (AMC) to the Fund. DSP Trustee Private Limited ("DSP Trustee") acts as the trustee to the Fund.

II. Proposed Internal restructuring

As part of internal restructuring of its business ("Proposed Demerger") DSPIM intends to demerge and transfer its asset management business ("AMC Business") to another DSP group company, DSP Asset Managers Private Limited ("DSPAM"), DSPAM is a company incorporated and registered under the provisions of the Companies Act, 2013 having its registered office at 11th Floor, Plot 221/222, Mafatlal Centre, Vidhan Bhavan Marg, Nariman Point, Mumbai-400 021. The Proposed Demerger would facilitate raising of further capital for AMC business by way of private or public issue at the opportune time, maximisation of returns to the shareholders, adequately rewarding and compensating its employees, better management of the residual business of DSPIM and providing greater flexibility in operations.

The Proposed Demerger is on account of internal restructuring of business of DSPIM, with no change in the (a) ultimate ownership and control of the Asset Management Company (AMC) of the Fund; (b) Sponsors of the Fund; and (c) name of the Fund. Further, Securities and Exchange Board of India ("SEBI") vide its letter dated December 01, 2022 bearing reference no. SEBI/HO/OW/IMD RAC2/P/2022/60211/1 ("SEBI NOC") have approved the Proposed Demerger with no objection to transfer the AMC Business of DSPIM to DSPAM.

a. The Proposed Demerger will not result in any change in:

- (i) the shareholding pattern/control of the AMC, as DSPAM shall have an identical shareholding pattern to DSPIM;
- (ii) the sponsors of the Fund i.e., the sponsors will remain DSP ADIKO and DSP HMK;
- (iii) the structure of the Board of Directors of the AMC as all directors of DSPIM shall be appointed as Directors of DSPAM;
- (iv) the management team of the AMC as employees of DSPIM's asset management business shall be transferred to DSPAM to ensure there is no change in key managerial personnel or organization structure;
- (v) the infrastructure of the AMC as the relevant office premises, IT hardware and software, business contracts etc. of DSPIM shall be transferred to DSPAM;
- (vi) the Trustee of the Fund;
- (vii) the systems and procedures implemented by the AMC given that the same systems and procedures as DSPIM shall be transferred to and continued by DSPAM; and
- (viii) the key service providers to the Fund as the Fund/DSPAM will continue to use the services of all existing bankers, custodian and Registrar and Transfer Agent.
- (ix) Website as the website address of the AMC will continue to be www.dspim.com

b. The Proposed Demerger has also been approved by:

- (i) the Board of Directors of DSPIM vide resolutions dated October 21, 2021.
- (ii) the Board of Directors of DSPAM vide resolutions dated July 14, 2021.
- (iii) the Board of Directors of DSP Trustee vide resolutions dated October 22, 2021

c. Key Changes pursuant to the Proposed Demerger

The key changes that shall occur pursuant to the Proposed Demerger are as below:

- (i) Amendment to Investment Management Agreement ("Amended IMA") will be executed between DSP Trustee and DSPAM for appointing DSPAM as the new Asset Management Company of the Fund;

DSP Trustee Private Limited

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- (ii) Supplemental Trust Deed ("Supplemental Trust Deed") will be executed between DSP Trustee, DSP ADIKO and DSP HMK for appointing DSPAM as the new Asset Management Company of the Fund;
- (iii) DSPAM shall become the Asset Management Company for the Fund;
- (iv) DSPIM shall cease to act as the Asset Management Company for the Fund;
- (v) Statement of Additional Information of the Fund ("SAI"), Scheme Information Document ("SID"), Key Information Memorandum ("KIM"), Combined Key Information Memorandum ("CKIM") of the schemes of the Fund and other relevant documents (collectively referred to as "Fund Documents" hereinafter) relating to the existing schemes of the Fund will be amended and updated to reflect the changes pursuant to the Proposed Demerger. Updated Fund Documents shall be made available on the website of the AMC and other compliances shall be adhered to in compliance with the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 ("MF Regulations") and circulars issued thereunder.

III. Approval of Unitholders for proposed change of the Asset Management Company and consequential changes in the Investment Management Agreement and Trust Deed as reflected in Amended IMA and Supplemental Trust Deed, respectively.

As per Regulation 20(3) of the MF Regulations, any change in the appointment of the Asset Management Company shall be subject to prior approval of the unitholders. Pursuant to the Proposed Demerger, the Asset Management Company of the Fund shall change from DSPIM to DSPAM. However, as mentioned above, the Proposed Demerger is on account of internal restructuring of business of DSPIM, with no change in the (a) ultimate ownership and control of the asset management company of the Fund; (b) sponsor of the Fund; and (c) name of the Fund.

Accordingly, we solicit your votes through postal ballot for approval of the proposed change of the Asset Management Company of the Fund from DSPIM to DSPAM along with the consequential changes in the Investment Management Agreement and Trust Deed as reflected in Amended IMA and Supplemental Trust Deed, respectively.

A copy of the Amended IMA (draft) and Supplemental Trust Deed (draft) are available at the registered office of DSPIM at Mafatlal Centre, 10th Floor, Nariman Point, Mumbai – 400021 should you wish to review the same. The above draft documents are also available on the website of the AMC.

Terms of Voting:

- (a) All unitholders of the schemes of the Fund, as per the records of Computer Age Management Services Limited ("Registrar"), as on February 15, 2023 will be entitled to vote in respect of the proposal under reference.
- (b) The voting window shall remain open from February 22, 2023 to March 24, 2023 till 6.30 p.m. (both days inclusive). All duly signed and filled-up Ballot Papers received by the Registrar and votes received electronically, during these days and time will be accepted and considered, if found valid, for the purpose of determining the results of ballot.
- (c) Each unitholder will be entitled to one vote for every unit held on the aforesaid date.

Procedure for voting and determining results of the ballot:

- (a) You are requested to fill and sign the ballot paper (enclosed as Exhibit A herein) ("Ballot Paper") clearly indicating your approval or disapproval. It is clarified that the Ballot Paper is to be signed as per mode of holding in line with normal practice for all other transactions. This means if the holding is "Joint", all holders need to sign and for "Anyone or Survivor", anyone can sign.
- (b) Unitholders who have their email address/mobile number registered with the Fund can provide their votes electronically through <https://www.dspim.com/cast-vote>. The votes received electronically from unitholder/s will be considered for and on behalf of all joint holders in that particular folio/s.
- (c) Unitholders who do not wish to vote electronically or are not able to vote electronically, can submit a physical copy of the Postal Ballot Paper to Registrar.
- (d) The Ballot Paper, duly filled and signed, can either be sent to the Registrar by post at the following address or submitted at any of the Investor Service Centres of the Fund (ISC), details of which are available on www.dspim.com. You are requested to send the Ballot Paper to the below mentioned address of the Registrar.

Address : **Computer Age Management Services Limited (CAMS)**

Unit: DSP Mutual Fund
Ground Floor, Rayala Towers - I,
158, Anna Salai,
Chennai - 600 002

DSP Trustee Private Limited

Regd. Off.: Mafatlal Centre, 10th Floor, Nariman Point, Mumbai 400 021, India
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- (e) If you require a fresh Ballot Paper, you are requested to contact the ISC or download the same from www.dspim.com.
- (f) All valid Ballot Papers and valid votes received electronically will be counted by the Registrar under the supervision of an independent scrutinizer appointed by the Fund.
- (g) In case the Unitholder provides his vote through the Postal Ballot paper as well as electronically, then the vote received through Postal Ballot duly signed and valid, will be considered.
- (h) Unitholders are requested to note that:
- (i) if you do not send the duly filled signed Ballot Paper, or provide your vote electronically, or if no valid vote is received either through Ballot Paper or electronically by the Registrar on or before March 24, 2023 till 6.30 p.m., then it will be deemed that you have approved and that you and joint holders, if any, do not have any objection to the proposed change of Asset Management Company of the Fund from DSPIM to DSPAM. The consequential changes in the Investment Management Agreement and Trust Deed as reflected in Amended IMA and Supplemental Trust Deed would also stand approved.
- (ii) if more than 50% of the total valid votes received (or deemed to be received, as above) are in favour of the proposed change in Asset Management Company of the Fund from DSPIM to DSPAM, then such change would stand approved by all the unitholders of all schemes of the Fund. The consequential changes in the Investment Management Agreement and Trust Deed as reflected in the Amended IMA and Supplemental Trust Deed would also stand approved.

The result of the postal ballot shall be intimated to the unitholders by way of email or by way of a notice in newspaper. The results of the postal ballot shall also be announced on www.dspim.com.

In accordance with the MF Regulations, and pursuant to the SEBI NOC (as set out above), this letter serves as a communication to the unitholders of the schemes of the Fund about the change of the Asset Management Company and all other consequential changes pursuant to the Proposed Demerger.

IV. Exemption from requirements of Regulation 18 (15A) and Regulation 22(e) of MF Regulations

Since the Proposed Demerger is on account of internal restructuring of business of DSPIM, with no change in the (a) ultimate ownership and control of the asset management company of the Fund; (b) sponsor of the Fund; and (c) name of the Fund, it shall not constitute as a change in the fundamental attributes of any of the schemes of the Fund in line with Regulations 18 (15A) of MF Regulations. Also, the Proposed Demerger shall not lead to any change in control of the asset management company as per Regulations 22(e) of MF Regulations and thus the unitholders need not be given an option to exit on the prevailing Net Asset Value without any exit load.

The expenses related to the Proposed Demerger and other consequential changes as outlined above will not be charged directly/indirectly to the unitholders of the schemes of the Fund and will be borne by DSPIM/DSPAM.

This communication forms an integral part of the Fund Documents. The Fund Documents of all the schemes of the Fund shall stand suitably modified. All other contents of the Fund Documents of all the schemes of the Fund shall remain unchanged.

As a unit holder, you are requested to go through this communication carefully and consult your financial / tax advisors if you have any questions. Unit holders may also write to us at service@dspim.com. We look forward to your continued support.

Thanking You,

Yours Faithfully,

For DSP Trustee Private Limited

Sd/-

Mr. Shitin Desai

Chairman

Date: February 16, 2023

Place: Mumbai

DSP Trustee Private Limited

Regd. Off.: Mafatlal Centre, 10th Floor, Nariman Point, Mumbai 400 021, India

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EXHIBIT A

**BALLOT PAPER FOR PROVIDING VOTE FOR
CHANGE IN THE ASSET MANAGEMENT COMPANY OF DSP MUTUAL FUND AND THE CONSEQUENTIAL CHANGES IN THE INVESTMENT
MANAGEMENT AGREEMENT ('IMA') AND TRUST DEED AS REFLECTED IN AMENDED IMA AND SUPPLEMENTAL TRUST DEED**

The Board of Directors
DSP Trustee Private Limited,
(Trustees of DSP Mutual Fund)

RTA: CAMS, Unit: DSP Mutual Fund
Ground Floor, Rayala Towers - I, 158,
Anna Salai, Chennai - 600 002.

Dear Sirs,

Folio No/s.: _____

I/We, unit holders of DSP Mutual Fund ("Fund"), have read and understood the communication sent by DSP Trustee Private Limited ("DSP Trustee") dated February 16, 2023 and provide our vote for the change in Asset Management Company of the Fund from DSP Investment Managers Private Limited (DSPIM) to DSP Asset Managers Private Limited (DSPAM), and consequential changes in the Investment Management Agreement and Trust Deed as reflected in the Amended IMA and Supplemental Trust Deed.

I Agree

I Disagree

(Please Tick () the relevant option)

Signatures*: as per Mode of Holding*	Signatures*: as per Mode of Holding*	Signatures*: as per Mode of Holding*
Name :	Name :	Name :

First / Sole Unit holder / Guardian

Second Unit holder

Third Unit holder

*** (Mandatory)**

INSTRUCTIONS:

1. Please fill up and sign this Ballot Paper and mail to the address mentioned above.
2. Your Ballot Paper should reach the Registrar on or before the close of business hours (6.30 p.m.) of March 24, 2023.
3. Ballot Papers which are unsigned or incomplete or with signature mismatch or not received in time will not be considered.
4. The Ballot Paper is to be signed as per mode of holding in line with normal practice for all other transactions. This means if the holding is "Joint", all holders need to sign and for "Anyone or Survivor", anyone can sign.

DSP Trustee Private Limited

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BOOK POST



Are these important details updated in all your folios ?

- PAN DETAILS NOMINEE DETAILS KYC STATUS EMAIL ID AND MOBILE NUMBER
- CORE BANKING (BANK) ACCOUNT DETAILS CHECK ANY UNCLAIMED REDEMPTION OR INCOME DISTRIBUTION CUM CAPITAL WITHDRAWAL
- LINK YOUR AADHAAR WITH PAN

If not, visit dspim.com to update online or email to service@dspim.com to know more.

If undelivered, please return to:

DSP Mutual Fund

Computer Age Management Services Ltd., Rayala Towers, 158, Anna Salai, Chennai 600 002



BUSINESS REPLY ENVELOPE

PERMIT NO. TN/MS(C) BRP/649
ANNA ROAD, H.P.O. CHENNAI - 600 002



To,
Computer Age Management Services Ltd.
Rayala Towers, 158, Anna Salai, Chennai - 600 002
Unit: DSP Mutual Fund