

DMI FINANCE PRIVATE LIMITED

Registered office: Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002

Phone: +91-11-41204444, Fax- +91-11-41204000

Website: www.dmifinance.in

CIN: U64990DL2008PTC182749

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF DMI FINANCE PRIVATE LIMITED

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of DMI Finance Private Limited (“the Company”) will be held at a shorter notice on Friday, July 12, 2024 at 1800 Hours onwards at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 to transact the following special businesses:

SPECIAL BUSINESSES:

1) TO APPROVE AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY:

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

PROPOSED RESOLUTION:

“**RESOLVED THAT** pursuant to Section 5 and Section 14 of the Companies Act, 2013 and other relevant provisions read with relevant Rules framed therein (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to amend the existing Articles of Association (“AOA”) in order to add clause no. XXX pertaining to dematerialization of securities and to change the numbering of subsequent clauses mentioned in the AOA of the Company as provided below:

“XXX. DEMATERIALIZATION OF SECURITIES”

109. Notwithstanding anything contained in these Articles and in accordance with The Companies Act, 2013 read with the Rules thereunder, the Company shall be entitled to issue or hold securities (including existing securities) in dematerialized form and rematerialize the securities of the Company, if necessary, in accordance with the Depositories Act, 1996 and Rules framed there under, as amended from time to time or any statutory modification thereto or re-enactment thereof (“Depositories Act”).

Further, in case of the transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply. Any corporate action including consolidation or sub-division of share capital shall be in the manner prescribed under the Depositories Act.

110. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository, the details of allotment of the security, and on receipt of such information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security. The register and index of beneficial owners maintained by a depository under the Depositories Act shall be deemed to be the corresponding register and index for the Company.”

RESOLVED FURTHER THAT the amended Articles of Association capturing the above amendments be adopted with immediate effect.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to sign and execute various documents to bring into effect this resolution and to complete all regulatory filings as may be required for amendment of the Articles of Association.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and are hereby severally authorize any Director or Company Secretary of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect to any as may be deemed appropriate, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified copy of this Resolution may be provided to all concerns as and when required under the hand of any Director or Company Secretary of the Company.”

2) **TO REGULARIZE THE APPOINTMENT OF MS. NAOMI KOIKE HAUSER AS A NOMINEE DIRECTOR OF THE COMPANY:**

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

PROPOSED RESOLUTION:

“**RESOLVED THAT** pursuant to the (a) Shareholder Agreement dated March 31, 2023 executed by and amongst the Company, DMI Limited, DMI Income Fund Pte Limited, NIS Ganesha SA, Windy Investments Private Limited, MUFG Bank, Limited, Sumitomo Mitsui Trust Bank Limited, Shivashish Chatterjee and Yuvraja Chanakya Singh; (b) provisions of Section 161 (3) and Section 152 of the Companies Act, 2013 and any other provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended from time to time); (c) provisions of Sub-Regulation (1C) of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (e) applicable provisions of the Articles of Association of the Company, Ms. Naomi Koike Hauser (DIN: 10540517) who was appointed as an Additional Director in the category of Nominee Director with effect from April 13, 2024, be and is hereby appointed as a Nominee Director on the Board of the Company with immediate effect.

RESOLVED FURTHER THAT Ms. Naomi Koike Hauser shall perform duties as prescribed under Companies Act, 2013 read with Rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations including any additional duties as may be prescribed by the Board of Directors of the Company.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and are hereby severally authorize any Director of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect to any as may be deemed appropriate, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit or expedient.

RESOLVED FURTHER THAT any Director of the Company be and hereby severally authorized to file all necessary forms including intimations/reporting, if any, to the Registrar of Companies, Reserve Bank of India (RBI) and other regulatory authorities and to do all acts, deeds and things as may be required for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified copy of this Resolution may be provided to all concerns as and when required under the hand of any Director and/or Company Secretary of the Company.”

3) **TO APPROVE CONTINUATION OF DIRECTORSHIP OF THE EXISTING DIRECTORS SERVING ON THE BOARD OF THE COMPANY UNDER REGULATION 17(1A) OF SEBI LODR REGULATIONS:**

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

PROPOSED RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”) (including any statutory modification(s) or re-enactment(s) thereof for time being in force), applicable provisions of the Articles of Association of the Company, and any other applicable provisions of the Companies Act, 2013 along with Rules framed thereunder, consent of the members be and is hereby accorded for continuation of Directorship of the following existing non-executive Directors serving on the Board of the Company, who have attained/will attain the age of seventy five years:

S. No.	Name of Director	Designation	Date of Appointment	Age as on date
1.	Ms. Jayati Chatterjee	Director	02/09/2008	74 Years
2.	Mr. Gurcharan Das	Director	25/08/2011	80 Years
3.	Mr. Nipendar Kochhar	Director	11/09/2008	74 Years
4.	Ms. Bina Singh	Director	02/09/2008	77 Years

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RESOLVED FURTHER THAT all the above stated Directors shall perform duties as prescribed under Companies Act, 2013 along with Rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any additional duties as may be prescribed by the Board of Directors of the Company.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and hereby severally authorize any Director of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect to any as may be deemed appropriate, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit or expedient.

RESOLVED FURTHER THAT any Director of the Company be and hereby are severally authorized to file all necessary forms including intimations/reporting, if any, to the Registrar of Companies, Reserve Bank of India (RBI) and other regulatory authorities and to do all acts, deeds and things as may be required for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified copy of this Resolution may be provided to all concerns as and when required under the hand of any Director and/or Company Secretary of the Company.”

4) TO APPROVE CONTINUATION OF DIRECTORSHIP OF THE EXISTING DIRECTORS SERVING ON THE BOARD OF THE COMPANY FOR FIVE YEARS OR MORE UNDER REGULATION 17(1D) OF SEBI LODR REGULATIONS:

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

PROPOSED RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”) (including any statutory modification(s) or re-enactment(s) thereof for time being in force), applicable provisions of the Articles of Association of the Company, and any other applicable provisions of the Companies Act, 2013 along with Rules framed thereunder, consent of the members be and is hereby accorded for continuation of Directorship of the following Directors serving on the Board of the Company for five years or more:

S. No.	Name of Director	Designation	Date of Appointment
1.	Mr. Nipendar Kochhar	Director	11/09/2008
2.	Mr. Gurcharan Das	Director	25/08/2011
3.	Ms. Bina Singh	Director	02/09/2008
4.	Ms. Jayati Chatterjee	Director	02/09/2008
5.	Mr. Shivashish Chatterjee	Joint Managing Director	30/12/2010
6.	Mr. Yuvraja Chanakya Singh	Joint Managing Director	26/08/2009

RESOLVED FURTHER THAT all the above stated Directors shall perform duties as prescribed under Companies Act, 2013 along with Rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any additional duties as may be prescribed by the Board of Directors of the Company.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and hereby severally authorize any director of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect to any as may be deemed appropriate, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit or expedient.

RESOLVED FURTHER THAT any Director of the Company be and hereby are severally authorized to file all necessary forms including intimations/reporting, if any, to the Registrar of Companies, Reserve Bank of India (RBI) and other regulatory authorities and to do all acts, deeds and things as may be required for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified copy of this Resolution may be provided to all concerns as and when required under the hand of any Director and/or Company Secretary of the Company.”

Date: July 11, 2024
Place: New Delhi

By the Order of the Board
For DMI Finance Private Limited

Sd/-

Jyoti Kheria
Company Secretary
Membership No- A42022
Address: Express Building, 3rd Floor,
Bahadur Shah Zafar Marg, New Delhi 110002

Notes:

1. *The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the EGM is annexed hereto.*
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA- ORDINARY GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** *A person can act as proxy on behalf of member not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.*
3. *The instrument appointing the proxy should, however, be deposited at the registered office of the Company any time before the commencement of the Meeting. A Proxy Form is annexed to this Report.*
4. *Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the EGM.*
5. *In compliance with the Circulars, the Notice of the EGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company.*
6. *The Register of Directors and Key Managerial Personnel and their shareholding-maintained u/s 184 of the Companies Act, 2013 will be available for inspection by the members at the EGM.*
7. *Members may please note that the Notice of the EGM will also be available on the website of the Company at <https://www.dmifinance.in>.*
8. *The Register of Directors and Key Managerial Personnel and their shareholding-maintained u/s 184 of the Companies Act, 2013 will be available for inspection by the members physically during the EGM.*
9. *In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.*
10. *Members who have not registered their e-mail addresses so far are requested to register their e-mail address to receive all communication from the Company electronically.*
11. *The Board of Directors of the Company (“the Board”) has appointed M/s. VLA & Associates, Practicing Company Secretaries as the Scrutinizer (“Scrutinizer”), for conducting the voting process in a fair & transparent manner. The Members shall cast their vote on resolution as set out in notice of the EGM in **Form No. MGT-12**.*
12. *The Scrutinizer shall make a scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been approved or not, and such Report shall then be sent to the Chairperson or a person authorized by him, during the meeting after voting of result by poll is carried out, the Chairman shall then countersign and declare the result of the voting forthwith..*
13. *Landmark for location of meeting is ITO Office. The route map of the location is attached with the notice.*

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

ITEM NO. 1- TO APPROVE AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY

The Members are apprised that that in order to facilitate tracking of ownership of securities on real time basis, enhance transparency, protect investors, and improve governance in the corporate sector, Ministry of Corporate Affairs ('MCA') has notified the requirement to issue and hold securities only in dematerialized form for Private Companies (excluding small companies) by inserting Rule 9B in Companies (Prospectus and Allotment of Securities) Rules, 2014 latest by September 30, 2024.

Accordingly, the Company is required to amend its Articles of Association ("AOA") to suitably reflect the provisions of dematerialization of securities in accordance with the applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 (as amended from time to time) read with relevant rules framed therein and to change the numbering of subsequent clauses mentioned in the AOA pursuant to the said addition, for which prior approval of the shareholders is required.

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Therefore, the Board of Directors recommends the resolution as set out in Item no. 1 of the Notice for obtaining approval of the shareholders for amendment in AOA will be placed before the members for their approval by way of a **Special Resolution**.

None of the Directors and KMPs of the Company and their relatives are directly or indirectly concerned or interested in this resolution.

The details of the transaction can be accessed at the registered office of the Company during the business hours i.e., between 0900 Hrs to 1800 Hrs.

ITEM NO. 2: TO REGULARIZE THE APPOINTMENT OF MS. NAOMI KOIKE HAUSER AS A NOMINEE DIRECTOR OF THE COMPANY

The Members are apprised that Ms. Naomi Koike Hauser (DIN: 10540517) was appointed as an Additional Director in the category of Nominee Director (on behalf of NIS Ganesha S.A.) by the Board of Directors of the Company with effect from April 13, 2024 and who shall hold office up to the date of the next Annual General Meeting of the Company.

The Members are further apprised that the Company, being a high value debt listed entity having an outstanding value of listed non-convertible debt securities of INR 500 Crores and above as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") (as amended from time to time) is required to comply with the LODR Regulations 15 to 27 on a comply or explain basis. Therefore, in accordance with Sub-Regulation (1C) of Regulation 17 of LODR, the appointment of a Director must be approved by the members at the ensuing General Meeting or within three months from the date of the appointment; whichever is earlier. Hence, to comply with the said provisions of LODR, approval of the Members is hereby requested at the ensuing Extra-Ordinary General Meeting of the Company.

The Nomination and Remuneration Committee at its Meeting held on May 30, 2024 has recommended her appointment as a Nominee Director of the Company.

Further, the brief profile of Ms. Naomi Koike Hauser as per the Secretarial Standard on General Meeting ("SS-2") issued by The Institute of Company Secretaries of India ("ICSI") is as follows:

Age	50 Years
Experience and qualification	She is a Director, Investor Relations of N.I.S. New Investment Solutions Ltd. Zurich, Switzerland. She holds an overall experience of 13+ years in investor relations. At N.I.S. New Investment Solutions, she is Responsible for investment tracking, prepares detailed investor return

	analysis and develop marketing materials to introduce diverse investment products from India private equity to US and European structured credit. She also oversees adherence to corporate governance and compliance with regulatory requirements, including tax filings. Previously, Ms. Naomi has worked with the World Bank as Assistant Coordinator at Tokyo Development Learning Center. Ms. Hauser holds an Associate Degree in Arts from Tamagawa Gakuen Junior College for Women, Tokyo, Japan. She also holds a Postgraduate Certificate in Management and Master of Business Administration degree from Queensland, Australia.
Terms and Conditions of Appointment	As may be mutually agreed
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	April 13, 2024 as an Additional Director in the category of Nominee Director
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	No
Number of meetings of the Board attended during the financial year	1 (One)
Directorships of other Boards	As per MBP-1
Membership / Chairmanship of Committees of other Boards	NIL

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In view of above, it is proposed to regularize her appointment as a Nominee Director on the Board of the Company as per the provisions of Section 161 of the Companies Act, 2013 read with Sub-Regulation (1C) of Regulation 17 of LODR and relevant rules framed thereunder.

Therefore, the Board of Directors recommends the proposed resolution set out in Item No. 2 for the approval of Members by way of an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Ms. Naomi Koike Hauser, are in any way concerned or interested, financially or otherwise, in the said resolution.

The details of the transaction can be accessed at the registered office of the Company during the business hours i.e., between 0900 Hrs to 1800 Hrs.

ITEM NO. 3: TO APPROVE CONTINUATION OF DIRECTORSHIP OF THE EXISTING DIRECTORS SERVING ON THE BOARD OF THE COMPANY UNDER REGULATION 17(1A) OF SEBI LODR REGULATIONS

The Members are apprised that in accordance with the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), every listed entity shall appoint or continue the Directorship of any person as a non-executive Director who has attained the age of seventy-five years, only after approval of shareholders by way of a special resolution.

The Members are further apprised that the following Directors have already attained or will be attaining the age of seventy-five years in next six months and in terms of provisions of LODR, the continuation of office by a Director beyond the age of seventy five years would require the prior approval of Members by a special resolution.

S. No.	Name of Director	Designation	Date of Appointment	Age as on date
1.	Ms. Jayati Chatterjee	Director	02/09/2008	74 Years
2.	Mr. Gurcharan Das	Director	25/08/2011	80 Years
3.	Mr. Nipendar Kochhar	Director	11/09/2008	74 Years
4.	Ms. Bina Singh	Director	02/09/2008	77 Years

The Members are further informed that the aforesaid Directors are active members of the Board and respective Committees. Their knowledge, expertise and independent judgment will bring valuable insight to the Board. In this regard, it is recommended to continue their appointment on the Board.

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In addition to the above, the brief profiles of the abovementioned Directors are as follows:

S. No.	Name of the Director	Brief Profile
1.	Ms. Jayati Chatterjee	A teacher by profession, Jayati Chatterjee is a promoter Director of the company. She has a keen interest in financial services and over two decades of experience under her belt.
2.	Mr. Gurcharan Das	Mr. Das is the former Chief Executive Officer of Proctor & Gamble, India Ltd. and Chairman of the advisory board for Citibank India. He is a member of the Management Committee of Fortis Healthcare Ltd. and a Director of SKS Microfinance (India's largest microfinance corporation). Prior to the sale of Ranbaxy Ltd. to Daiichi Sankyo he was a member of the Board of Ranbaxy Ltd., India's largest pharmaceuticals company. Mr. Das is also the author of India Unbound, a non-fiction work about the liberalization of India's economic environment which is both descriptive as well as prescriptive.
3.	Mr. Nipendar Kochhar	Mr. Nipendar Kochhar is a Chartered Accountant and a senior level banking and financial services executive with more than 35 years of experience. His experience varies from various fields like: building, revitalizing and strengthening bottom-line business profitability and growth, back and front office operations, finance and technologies. He has a strength as managing director, CEO, CFO, COO and SVP for financial service organizations such as Societe Generale, Citibank Zurich / New York, ABN Amro Bank, Singapore / Zurich and National Commercial Bank, Saudi Arabia.
4.	Ms. Bina Singh	Graduated in Mechanical Engineering from IIT Delhi in 1968. She was the first woman Mechanical Engineer out of IITs. After living in the United States for many years she moved back to India and started a non-profit organization for community development with some friends for community development. She has been a member of the Delhi Commission for Women, Delhi Juvenile Board and Delhi Social Welfare Board.

Therefore, the Board of Directors recommends the proposed resolution set out in Item No. 3 for the approval of Members by way of a **Special Resolution**.

Ms. Nipendar Kochhar, Mr. Gurcharan Das, Ms. Bina Singh and Ms. Jayati Chatterjee are interested in the said resolution. Mr. Shivashish Chatterjee and Mr. Yuvaraja Chankya Singh, being related to Ms. Jayati Chatterjee and Ms. Bina Singh respectively may be deemed to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The details of the transaction can be accessed at the registered office of the Company during the business hours i.e., between 0900 Hrs to 1800 Hrs.

ITEM NO. 4: TO APPROVE CONTINUATION OF DIRECTORSHIP OF THE EXISTING DIRECTORS SERVING ON THE BOARD OF THE COMPANY FOR FIVE YEARS OR MORE UNDER REGULATION 17(1D) OF SEBI LODR REGULATIONS

The Members are apprised that in accordance with the provisions of Regulation 17(1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (as amended from time to time), every listed entity has to secure approval of the Company in a General Meeting, for the continuation of a Director of the listed entity at least once in every five years from the date of the appointment or reappointment of the Director. In case of the Directors continuing on the Board of a listed entity as on March 31, 2024 without the approval of the shareholders for the last five years or more, the approval of the shareholders should be obtained in the first general meeting to be held after March 31, 2024.

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In view of above, the continuation of the following Directors requires approval of the shareholders under Regulation 17(1D) of LODR in the ensuing General Meeting:

S. No.	Name of Director	Designation	Date of Appointment
1.	Ms. Jayati Chatterjee	Director	02/09/2008
2.	Mr. Shivashish Chatterjee	Joint Managing Director	30/12/2010
3.	Mr. Gurcharan Das	Director	25/08/2011
4.	Mr. Nipendar Kochhar	Director	11/09/2008
5.	Ms. Bina Singh	Director	02/09/2008
6.	Mr. Yuvraja Chanakya Singh	Joint Managing Director	26/08/2009

Therefore, the Board of Directors recommends the proposed resolution set out in Item No. 4 for the approval of Members by way of an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Shivashish Chatterjee, Mr. Yuvaraja Chankya Singh, Mr. Nipendar Kochhar, Mr. Gurcharan Das, Ms. Bina Singh and Ms. Jayati Chatterjee, are in any way concerned or interested, financially or otherwise, in the said resolution.

The details of the transaction can be accessed at the registered office of the Company during the business hours i.e., between 0900 Hrs to 1800 Hrs.

Date: July 11, 2024
Place: New Delhi

By the Order of the Board
For DMI Finance Private Limited

Sd/-

Jyoti Kheria
Company Secretary
Membership No- A42022
Address: Express Building, 3rd Floor,
Bahadur Shah Zafar Marg, New Delhi 110002

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MGT-11 – Proxy form

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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I/We, being the member (s) ofshares of the DMI Finance Private Limited, hereby appoint

1. Name: _____
E-mail Id: _____
Address: _____
Signature: _____

Or failing him

2. Name: _____
E-mail Id: _____
Address: _____
Signature: _____

Or failing him

3. Name: _____
E-mail Id: _____
Address: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of the Company to be held at a shorter notice basis on Friday, July 12, 2024 at 1800 Hours onwards at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Special Businesses:			
1.	To approve amendment in Articles of Association of the Company		
2.	To regularize the appointment of Ms. Naomi Koike Hauser as a Nominee Director of the Company		
3.	To approve continuation of Directorship of the existing Directors serving on the Board of the Company under Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Dis-		

	closure requirements) Regulations, 2015		
4.	To approve continuation of Directorship of the existing Directors serving on the Board of the Company for five years or more under Regulation 17(1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015		

*Applicable for investors holding shares in electronic form.

Signed this..... day of..... 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.

DMI FINANCE PRIVATE LIMITED**Registered office:** Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002**Phone:** +91-11-41204444, Fax- +91-11-41204000**Website:** www.dmifinance.in**CIN:** U64990DL2008PTC182749

Please fill attendance slip and hand it over at the entrance of the meeting hall.

Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy:

Folio No.: _____

ID & Client ID*: _____

No. of Shares held: _____

Registered Office:
Express Building, 3rd Floor,
9-10, Bahadur Shah Zafar
Marg, New Delhi-110002
T: +91 11 41204444
F: +91 11 41204000
email: dmi@dmifinance.in
U64990DL2008PTC182749

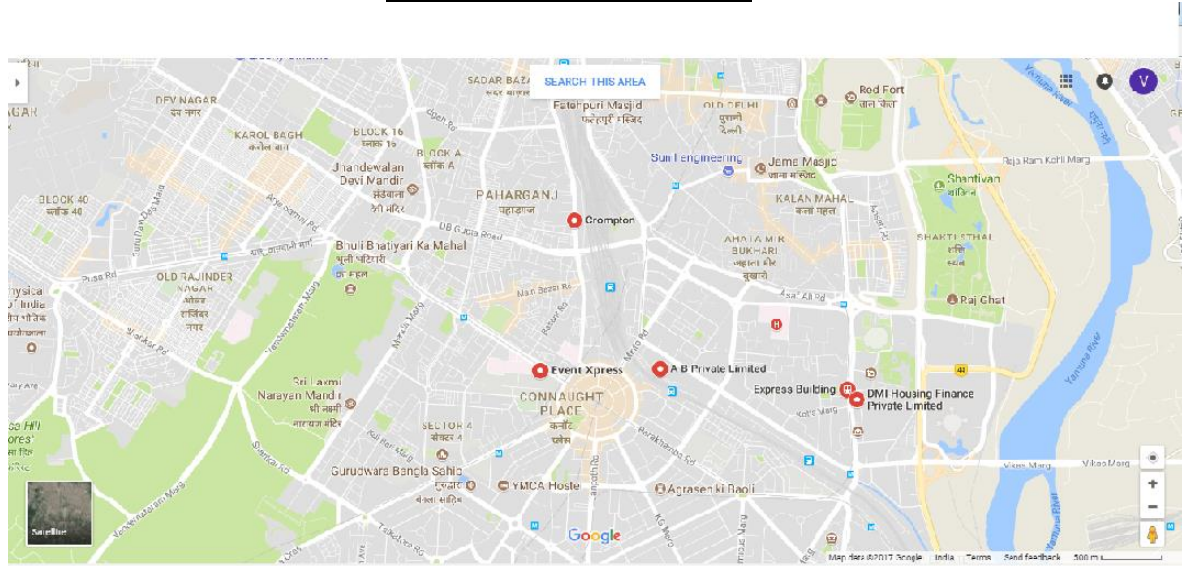
I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Friday, July 12, 2024 at 1800 Hours onwards at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi 110002.

Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable

Route Map of Venue of Meeting



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