

**DMI FINANCE PRIVATE LIMITED**

**Registered office:** Express Building, 3<sup>rd</sup> Floor, 9-10,  
Bahadur Shah Zafar Marg, New Delhi- 110002

**Phone:** +91-11-49834444, Fax- +91-11-41204000

**Email:** [compliance@dmifinance.in](mailto:compliance@dmifinance.in)

**Website:** [www.dmifinance.in](http://www.dmifinance.in)

**CIN:** U64990DL2008PTC182749

**NOTICE OF THE SIXTEENTH (16<sup>TH</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixteenth (16<sup>th</sup>) Annual General Meeting (“AGM”) of the members of DMI Finance Private Limited (“the Company”) will be held on, Thursday, September 19, 2024, at Express Building, 3<sup>rd</sup> Floor, 9-10 Bahadur Shah Zafar Marg, New Delhi 110002 at 1500 hours onwards to transact the following business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Annual Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and**
- To appoint Statutory Auditors of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under and Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (“SAs”) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (including any statutory modification or re-enactment thereof for time being in force) dated April 27, 2021 issued by the Reserve Bank of India (“RBI Guidelines”) and Articles of Association of the Company and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authorities, as may be applicable, and as per the recommendation received from Audit Committee and the Board of Directors of the Company, M/s. Nangia and Co. LLP, Chartered Accountants (Firm Registration: 002391C/N500069), be and are hereby appointed as Statutory Auditors of the Company for a consecutive term of three financial years (i.e., 2024-25 to 2026-27) to hold office from the conclusion of the Sixteenth (16<sup>th</sup>) Annual General Meeting (‘AGM’) till the conclusion of the Nineteenth (19<sup>th</sup>) AGM of the Company, subject to re-appointment and fulfilment of the eligibility norms each year during its tenure at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors. The auditors shall also provide the relevant certificates at a price agreed along with statutory audit fees as may be required under various statutory or regulatory requirements.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any Director or Company Secretary or Chief Financial Officer of the Company are hereby severally authorized to take all actions and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to give effect including but not limited to intimating the Reserve Bank of India (‘RBI’) or any other regulatory authority as applicable for such appointment and to do all acts, deeds and things in connection therewith and incidental thereto as they in their absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any Director or Company Secretary of the Company, if any be submitted to the concerned authorities and they be requested to act upon the same.”

**Date: August 12, 2024**  
**Place: New Delhi**

**By the Order of the Board**  
**For DMI Finance Private Limited**

Sd/-

**Jyoti Kheria**  
**Company Secretary**  
**Membership No- A42022**  
**Express Building, 3<sup>rd</sup> Floor, 9- 10,**  
**Bahadur Shah Zafar Marg, New Delhi- 110002**

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email: [dmi@dmifinance.in](mailto:dmi@dmifinance.in)  
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**Notes:**

1. *The statement pursuant to Section 102(1) of the Companies Act, 2013 read with the relevant rules made thereunder (the “Act”), the Secretarial Standard on General Meetings (“SS-2”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), in respect of item no.2 of this Notice, is annexed herewith.*
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent 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 proxy for any other person or shareholder.*
3. *The instrument appointing the proxy should, however, be deposited at the registered office of the Company, duly Stamped, signed and completed, at least 24 hours before the commencement of the Poll. 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 AGM.*
5. *Members may please note that the Notice of the AGM will also be available on the website of the Company at <https://www.dmifinance.in>.*
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 electronically during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to [compliance@dmifinance.in](mailto:compliance@dmifinance.in)*
7. *Members/ Proxies should fill in the attendance slip for attending the AGM. Attendance slip and the proxy form as prescribed under the Companies Act, 2013 are enclosed with the Notice.*
8. *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.*
9. *The relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on working days except on holidays, up to the date of the AGM.*
10. *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.*
11. *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.*
12. *Landmark for location of meeting is the registered Office of the Company. The route map of the location is attached with the notice.*

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

**ITEM NO. 2- TO APPOINT STATUTORY AUDITORS OF THE COMPANY**

The Members are apprised that the Reserve Bank of India ('RBI') vide its notification no. RBI/2021-22/25 Ref. no. DoS.CO.ARG/SEC.01/08.91.001/2021-22, has issued guidelines on April 27, 2021 on the appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (the "RBI Guidelines"), the said guidelines are applicable to the Company in respect of appointment / reappointment of Statutory Auditors. Further, Para 8 of the RBI Guidelines lays down that Statutory Auditors shall be appointed for a continuous period of three years, subject to the Audit firms satisfying the eligibility norms as stipulated therein, each year.

Further, pursuant to the relevant provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (as amended from time to time), read with the relevant rules made thereunder (the "Act") and the RBI Guidelines, M/s S.N. Dhawan & Co (Firm Registration Number-000050N/N500045), were appointed as Statutory Auditors of the Company for a consecutive term of three Financial Years (i.e., 2021-22 to 2023-24) to hold office from the conclusion of the 13<sup>th</sup> Annual General Meeting ('AGM') till the conclusion of the 16<sup>th</sup> AGM of the Company. The said term shall come to an end with the conclusion of ensuing 16<sup>th</sup> AGM.

The evaluation was carried out considering various parameters including but not limited to expertise, experience, qualifications, reputation, availability of qualified CAs, sufficient trained personnel with the firm, accounting and administrative units, level of computerization and such other factors as the Company may deem fit for its requirements.

Accordingly, the Audit Committee and Board of the Directors of the Company at its Meeting held on August 07, 2024 and August 12, 2024 respectively have approved and further recommended, the appointment of M/s. Nangia and Co. LLP, Chartered Accountants (Firm Registration: 002391C/N500069) as Statutory Auditors of the Company for a consecutive term of three Financial Years (i.e., 2024-25 to 2026-27) to hold office from the conclusion of the Sixteenth (16<sup>th</sup>) Annual General Meeting ('AGM') till the conclusion of the Nineteenth (19<sup>th</sup>) AGM of the Company, subject to re-appointment and fulfilment of the eligibility norms each year during its tenure at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors. The auditors shall also provide the relevant certificates at a price agreed along with statutory audit fees as may be required under various statutory or regulatory requirements.

The Board of Directors accordingly recommends the resolution as set out in Item no. 2 of the Notice for obtaining approval of the shareholders for appointment of Statutory Auditors by way of an **Ordinary 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.

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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) of .....shares 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 16<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, September 19, 2024 at Express Building, 3<sup>rd</sup> Floor, 9-10 Bahadur Shah Zafar Marg, New Delhi 110002 at 1500 hours onwards and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Businesses:</b>			
1.	To receive, consider and adopt the annual audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon.		

2.	To appoint Statutory Auditors of the Company		
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\*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 24 hours before the commencement of the Poll.
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 names of all the joint holders should be stated.

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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 &amp; Client ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

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I/We hereby record my/our presence at the 16<sup>th</sup> Annual General Meeting of the Company at Express Building, 3<sup>rd</sup> Floor, 9-10 Bahadur Shah Zafar Marg, New Delhi 110002 on, Thursday, September 19, 2024 at 1500 Hours onwards.

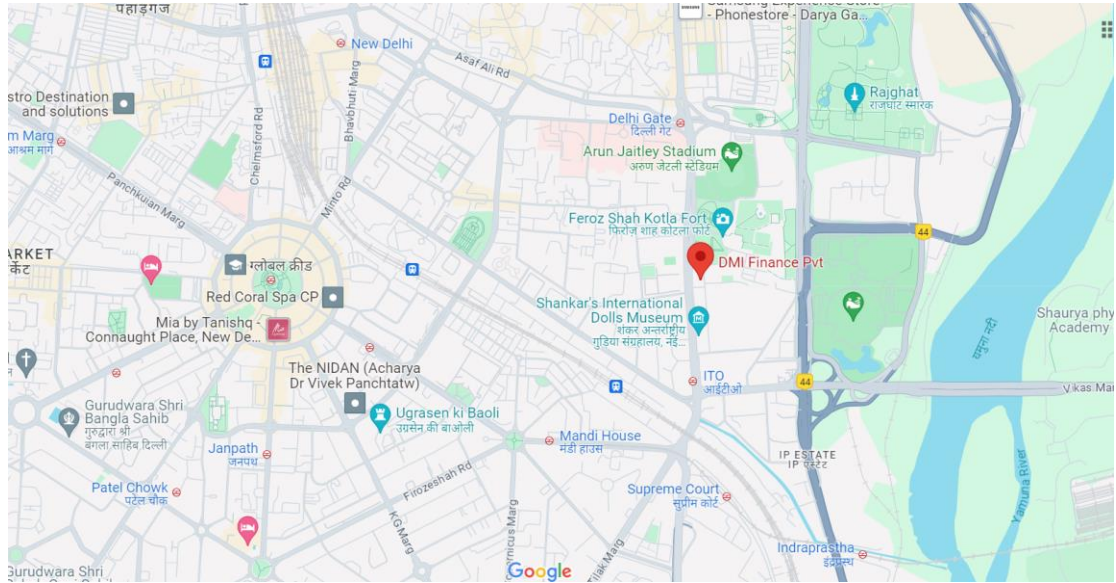
Signature of the Shareholder or Proxy\*\*:

\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

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**Route Map of Venue of Meeting**



Registered Office:  
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