

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 / **Email:** compliance@dmifinance.in

CIN: U64990DL2008PTC182749

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF DMI FINANCE PRIVATE LIMITED
(DMI/EGM No-02/2024-25)

Notice is hereby given that the Second Extraordinary General Meeting ("EGM") (DMI/EGM No-02/2024-25) of the Members of DMI Finance Private Limited ("the Company") will be held at a shorter notice on Tuesday, March 25, 2025 at 1700 Hours at Express Building, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 to transact the following special businesses:

SPECIAL BUSINESSES:

ITEM NO. 1

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND AMENDMENT IN CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13(1), Section 61, Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed therein (including any amendment thereto or re-enactment thereof), enabling provisions of Articles of Association, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company **from** the existing INR 2000,00,00,000/- (Indian Rupees Two Thousand Crores Only) divided into 196,50,00,000 (One Hundred Ninety-Six Crores Fifty Lakhs Only) Equity Shares of INR 10/- each and 3,50,00,000 (Three Crores Fifty Lakhs Only) Compulsorily Convertible Preference Shares of INR 10/- each **to** INR 2090,00,00,000/- (Indian Rupees Two Thousand Ninety Crores Only) divided into 196,50,00,000 (One Hundred Ninety-Six Crores Fifty Lakhs Only) Equity Shares of INR 10/- each amounting to INR 1965,00,00,000/- (Indian Rupees One Thousand Nine Hundred Sixty Five Crores Only) and 12,50,00,000 (Twelve Crores Fifty Lakh Only) Compulsory Convertible Preference Shares of INR 10/- each amounting to INR 125,00,00,000/- (Indian Rupees One Hundred Twenty Five Crores Only).

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substitution of the following new Clause in place of the existing Clause V:

"V. The Authorized Share Capital of the Company is INR 2090,00,00,000/- (Indian Rupees Two Thousand Ninety Crores Only) divided into 196,50,00,000 (One Hundred Ninety-Six Crores Fifty Lakhs Only) Equity Shares of INR 10 each amounting to INR 1965,00,00,000/- (Indian Rupees One Thousand Nine Hundred Sixty Five Crores Only) and 12,50,00,000 (Twelve Crores Fifty Lakh Only) Compulsory Convertible Preference Shares of INR 10/- each amounting to INR 125,00,00,000/- (Indian Rupees One Hundred Twenty Five Crores Only) with such rights, privileges and conditions attaching thereto as are provided in Articles of Association of the Company for the time being, with power to increase and reduce the Capital and to attach thereto respectively such preferential deferred or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges on conditions in such manner as may be provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director or Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to effect to any as may be deemed appropriate including but not limited to do filing(s) with Registrar of Companies, NCT of Delhi & Haryana and/or intimating the Reserve Bank of India or any other regulatory authority as applicable, 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 and/or Company Secretary of the Company."

ITEM NO. 2

AMENDMENT / RATIFICATION OF DMI ESOP PLAN 2018 - EXTENDED ("DMI ESOP PLAN 2018 - EXTENDED") – FOR EMPLOYEES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (**the "Act"**), provisions contained in the Memorandum of Association and the Articles of Association of DMI Finance Private Limited (**"the Company"**), the consent of the Members of the Company be and is hereby accorded to ratify, amend/modify, extend the DMI Employee Stock Option Plan, 2018 – Extended (**"DMI ESOP Plan 2018- Extended"**) and to increase the ESOP pool size to 3,44,29,695 stock options, as per the changes furnished in the Explanatory Statement annexed to this Notice in order to create, offer, issue and allot at any time, to the present and/or future permanent employees of the Company, working in India or abroad and/or Directors (including whole-time directors but excluding non-executive independent directors, if any) of the Company and any other individuals/entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as **"employees"** or **"said employees"**) under DMI ESOP Plan 2018- Extended (as amended from time to time), stock options(hereinafter collectively referred to as **"Securities"**) of the Company, convertible into such number of equity shares as per the DMI ESOP Plan 2018- Extended as amended from time to time, of the Company having face value of INR 10/- (Rupees Ten only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board (which term shall include the Nomination and Remuneration Committee constituted / re-constituted by the Board or any other committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) in accordance with the Act and provisions of the DMI ESOP Plan 2018- Extended, as amended.

RESOLVED FURTHER THAT Nomination and Remuneration Committee be and is hereby authorized to grant ESOPs to the identified allottees under various ESOP schemes incorporated under the DMI ESOP Plan 2018- Extended (as amended from time to time) as per the terms and conditions laid down in the said ESOP schemes.

RESOLVED FURTHER THAT Securities Allotment Committee of the Board be and is hereby authorized to allot such ordinary equity shares upon exercise of stock options, from time to time, granted under the DMI ESOP Plan 2018-Extended and such equity shares allotted shall in all respects rank *pari passu* inter-se with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the said ratification/amendment/modification/extension in DMI ESOP Plan 2018-Extended is not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any schemes issued earlier and the grants made thereunder shall stand ratified/amended/modified/extended as per the “DMI ESOP Plan 2018-Extended” in line with aforesaid extension and in compliance with regulatory requirements.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorized, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to DMI ESOP Plan 2018-Extended; and (iii) to modify, change, vary, alter, amend, suspend or terminate DMI ESOP Plan 2018-Extended subject to compliance with the applicable laws and regulations provided any variation, amendment, modification or alteration or suspension is not detrimental to the interests of the employees; & (iv) to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the DMI ESOP Plan 2018-Extended.

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

ITEM NO. 3

AMENDMENT / RATIFICATION OF DMI ESOP PLAN 2018 - EXTENDED (“DMI ESOP PLAN 2018 - EXTENDED”) – FOR EMPLOYEES OF THE HOLDING COMPANY OR SUBSIDIARY COMPANIES

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

“RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the “Act”), provisions contained in the Memorandum of Association and the Articles of Association of DMI Finance Private Limited (**“the Company”**), the consent of the Members of the Company be and is hereby accorded to ratify, amend/modify, extend the DMI Employee Stock Option Plan, 2018 - Extended (**“DMI ESOP Plan 2018- Extended”**) and to increase the ESOP pool size to 3,44,29,695 stock options as per the changes furnished in the Explanatory Statement annexed to this Notice in order to create, offer, issue and allot at any time, to the present and/or future permanent employees of **the holding company or the subsidiary companies of the Company**, working in India or abroad and/or Directors (including whole-time directors but excluding non-executive independent directors, if any) of the holding company or the subsidiary companies of the Company and any other individuals/entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as **“employees”** or **“said employees”**) under DMI ESOP Plan 2018- Extended (as amended from time to time), stock options (hereinafter collectively referred to as **“Securities”**) of the Company, convertible into such number of equity shares as per the DMI ESOP Plan 2018- Extended as, amended from time to time, of the Company, having face value of INR 10/- (Rupees Ten only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board (which term shall include the Nomination and Remuneration Committee constituted / re-constituted by the

Board or any other committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) in accordance with the Act and provisions of the DMI ESOP Plan 2018- Extended, as amended.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to grant ESOPs to the identified allottees under various ESOP schemes incorporated under the DMI ESOP Plan 2018-Extended (as amended from time to time) as per the terms and conditions laid down in the said ESOP schemes.

RESOLVED FURTHER THAT Securities Allotment Committee of the Board be and is hereby authorized to allot such ordinary equity shares upon exercise of stock options, from time to time, granted under the DMI ESOP Plan 2018-Extended and such equity shares allotted shall in all respects rank *pari passu* inter-se with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the said ratification/amendment/modification/extension in DMI ESOP Plan 2018-Extended is not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any schemes issued earlier and the grants made thereunder shall stand ratified/amended/modified/extended as per the "DMI ESOP Plan 2018-Extended" in line with aforesaid extension and in compliance with regulatory requirements.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorized, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to DMI ESOP Plan 2018-Extended; and (iii) to modify, change, vary, alter, amend, suspend or terminate DMI ESOP Plan 2018-Extended subject to compliance with the applicable laws and regulations provided any variation, amendment, modification or alteration or suspension is not detrimental to the interests of the employees; & (iv) to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the DMI ESOP Plan 2018-Extended.

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

ITEM NO. 4

APPOINTMENT OF MR. TAMMIR AMR (DIN: 07030832) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149(6), 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 ("**RBI SBR Directions**") as may be amended from time to time, other applicable provi-

sions and in terms of the Articles of Association of the Company, **Mr. Tammir Amr (DIN: 07030832)**, who was appointed as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company w.e.f December 26, 2024 and who has submitted declarations that he meets the criteria of independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for first term of 5 (Five) years w.e.f. December 26, 2024.

RESOLVED FURTHER THAT any Director and/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 and to take all actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to effect to and as may be deemed appropriate, and to do all acts, deeds and things in connection therewith and incidental thereto.

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."

ITEM NO. 5

APPOINTMENT OF MR. ARJUN MALHOTRA (DIN: 00177397) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149(6), 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, regulation 17 (1A) and other applicable regulations of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 ("**RBI SBR Directions**"), as may be amended from time to time, other applicable provisions, and in terms of the Articles of Association of the Company, **Mr. Arjun Malhotra (DIN: 00177397)**, who was appointed as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company w.e.f December 26, 2024 and who has submitted declarations that he meets the criteria of independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for first term of 5 (Five) years w.e.f. December 26, 2024.

RESOLVED FURTHER THAT any Director and / 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 and to take all actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to effect to and as may be deemed appropriate, and to do all acts, deeds and things in connection therewith and incidental thereto.

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."

ITEM NO. 6

REDESIGNATION OF MR. YUVRAJA CHANAKYA SINGH (DIN: 02601179) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Section 152 read with the applicable Rules under the Companies Act, 2013 (including any amendments or modifications thereto, for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments or modifications thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to re-designate Mr. Yuvraja Chanakya Singh (DIN: 02601179) from Joint Managing Director and Key Managerial Personnel to Non-Executive Director of the Company, with effect from the close of business hours on January 20, 2025 i.e. w.e.f. January 21, 2025.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to take all necessary actions, do all acts, deeds, matters, and things, as may be deemed appropriate, necessary, or expedient to give effect to this resolution and to take any further steps as they, in their absolute discretion, may consider fit, without the need for seeking any further consent or approval from the members.

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.”

ITEM NO. 7

REVALIDATION OF THE BORROWING LIMIT OF THE COMPANY UP TO RS. 20,000 CRORES FOR THE FINANCIAL YEAR 2025-26

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

“RESOLVED THAT in supersession of all the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Loan/Investment & Borrowing Committee of the Board to exercise its powers including the powers conferred by this resolution) to borrow, from time to time, during the financial year 2025-26, any amount, secured or unsecured, either in the form of term loan, debentures (non-convertible/ optionally convertible) or Commercial Papers (CPs) or in any other form as it may deem fit for the purpose of business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital, free reserves and security premium of the Company, provided that the amount to be borrowed together with the amount already borrowed by the Company **shall not at any time exceed Rs. 20,000 Crores (Rupees Twenty Thousand Crores only)** over and above the paid-up share capital, free reserves and security premium of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including Loan/ Investment & Borrowing Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all acts, deeds, actions required for bringing effect and completing the above stated transaction.

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: February 14, 2025
Place: New Delhi

By the Order of the Board
For DMI Finance Private Limited

Sd/-
Reena Jayara
Company Secretary & Compliance Officer
M. No. A19122

Regd. Office: Express Building,
3rd Floor, 9-10, Bahadur Shah
Zafar Marg, New Delhi- 110002

Registered Office:
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Notes:

1. *The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses 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 carrying voting rights. Further, 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 not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll in accordance with the provisions of the Articles of Association of the Company and in default the instrument of proxy shall not be treated as valid. Further, Proxy Form is annexed with the notice.*
4. *The Members whose name appear in the register of members of the Company/in registers maintained with Registrar and Transfer Agent as on the date of EGM shall be entitled to attend and vote at the EGM. The Notice of the EGM are being sent to all the Members at their registered email addresses.*
5. *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.*
6. *Members / Proxies should fill in the attendance slip for attending the EGM. Attendance slip is enclosed with the Notice.*
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 documents referred to in the notice including copies thereof are available for inspection in physical form at the Registered Office of the Company during business hours and at the EGM, without any fee, from the date of circulation of this Notice, up to the conclusion of EGM, i.e. Tuesday, March 25, 2025.*
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** as annexed with the notice.*
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*

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sent to the Chairperson or a person authorized by him, within seven days from the last date of the poll, who shall countersign the same and declare the result of the voting within two days of the submission of report by the scrutinizer.

- 13. The result of the poll along with details whether the Resolution has been carried or not shall be displayed for at least three days on the Notice Board of the Company at its Registered Office and shall also be placed on the website of the Company.*
- 14. The result of the poll shall be deemed to be the decision of the Meeting on the Resolutions on the date on which the poll was taken.*
- 15. Details of Directors seeking appointment / re-appointment at the ensuing Meeting are provided as annexure to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.*
- 16. Landmark for location of meeting is ITO Metro Station. 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 TO THE NOTICE DATED FEBRUARY 14, 2025

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the "Act"), the following explanatory statement sets out all material facts relating to the following businesses mentioned in the accompanying Notice:

ITEM NO. 1

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND AMENDMENT IN CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The members are apprised that in view of the increasing business requirements and for future growth and expansion of the Company, the Company may be raising further capital by way of issuance of Compulsory Convertible Preference Shares ("CCPS"). In order to enable raising the said proposed share capital, it is required to increase the authorized share capital of the Company.

In accordance with the enabling provisions of the Articles of Association ('AOA') of the Company and the applicable provisions of the Companies Act, 2013 and Rules framed thereunder, it is proposed to amend Clause V of the Memorandum of Association ('MOA') by increasing the authorized capital of the Company **from** the existing INR 2000,00,00,000/- (Indian Rupees Two Thousand Crores Only) divided into 196,50,00,000 (One Hundred Ninety-Six Crores Fifty Lakhs Only) Equity Shares of INR 10/- each and 3,50,00,000 (Three Crores Fifty Lakhs Only) Compulsorily Convertible Preference Shares of INR 10/- each **to** INR 2090,00,00,000/- (Indian Rupees Two Thousand Ninety Crores Only) divided into 196,50,00,000 (One Hundred Ninety-Six Crores Fifty Lakhs Only) Equity Shares of INR 10/- each amounting to INR 1965,00,00,000/- (Indian Rupees One Thousand Nine Hundred Sixty Five Crores Only) and 12,50,00,000 (Twelve Crores Fifty Lakh Only) Compulsory Convertible Preference Shares of INR 10/- each amounting to INR 125,00,00,000/- (Indian Rupees One Hundred Twenty Five Crores Only).

The draft of the amended MOA of the Company is available for inspection in the manner as mentioned in 'Notes' section forming part of this notice. The Board of Directors have approved the aforesaid increase in authorized share capital of the Company in their meeting held on February 14, 2025, subject to the approval of the members of the Company.

The Board of Directors recommends the resolution as set out in Item no. 1 of the Notice for approval of members 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.

ITEM NO. 2 & 3

AMENDMENT / RATIFICATION OF DMI ESOP PLAN 2018 - EXTENDED ("DMI ESOP PLAN 2018 - EXTENDED") – FOR EMPLOYEES OF THE COMPANY & FOR EMPLOYEES OF THE HOLDING COMPANY OR SUBSIDIARY COMPANIES

The members are apprised that DMI Employee Stock Option Plan, 2018 ("DMI ESOP Plan 2018") was initially **approved by the shareholders in their meeting held on March 19, 2018** for a period of 5 years, which was further extended by a period of 1 (one) year by the shareholders in their meeting held on March 09, 2023 upon the recommendation of the Board ("DMI ESOP Plan 2018-Extended").

Therefore, the Board of Directors in their meeting held on February 14, 2025 upon recommendation of the Nomination & Remuneration Committee, has approved and proposed that the existing scheme shall be ratified/restated, amended and the term of the DMI ESOP Plan 2018-Extended be further extended by a period of 4 (four) years pursuant to which the revised term of the DMI ESOP Plan 2018-Extended would be 10 (Ten) years from the initial date of approval. Accordingly, all the schemes issued earlier and the grants made thereunder shall also stand ratified/amended/modified/extended as per the “DMI ESOP Plan 2018-Extended” in line with aforesaid extension and in compliance with regulatory requirements. The said ratification/amendment/modification/extension is not prejudicial to the interests of the existing option holders.

Apart from other customary changes, below mentioned are the key proposed amendments in the **DMI ESOP Plan 2018-Extended (“ESOP Policy”)** and as per **Rule 12(5) of Companies (Share Capital and Debentures) Rules, 2014**:

1. Key Variations in the ESOP Policy:

Registered Office:
Express Building, 3rd Floor,
9-10, Bahadur Shah Zafar
Marg, New Delhi-110002
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S. No.	Clause	Particulars of Change
1	Clause 2(a)	<p>The reference employees of an associate company has been removed from the definition of “Employee” and the revised Clause 2(a) will read as under:</p> <p>Employee shall mean:</p> <ul style="list-style-type: none"> (i) a permanent employee of the company who has been working in India or outside India; or (ii) a director of the Company, whether a whole-time director or not but excluding an independent director; or (iii) an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India or of a holding company of the company but does not include- <ul style="list-style-type: none"> i. an employee who is a promoter or a person belonging to the promoter group or ii. a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.
2	Clause 2(h)	<p>The Exercise Period has been increased from the existing fifth/sixth to tenth anniversary of the Option Grant Date and the revised Clause 2(h) will read as under:</p> <p>“Exercise Period” in respect of any Vested Options means the period commencing on the date of Vesting of such Option and expiring on such date(s) as may be provided in the Option Agreement, up to the tenth anniversary of Option Grant Date.</p>
3	Clause 6(b)	<p>The Vesting Period of an Option has been increased from up to 5 years to up to 6 years from the Option Grant Date and the revised Clause 6(b) will read as under:</p>

		The maximum Vesting Period of an Option shall not be more than a period of six (6) years from the Option Grant Date.
4	Clause 15	<p>The Term of the Plan has been increased from 6 years to 10 years the revised Clause 15 will read as under:</p> <p>This Plan shall become effective upon its initial adoption by the shareholders of the Company. It shall continue in effect till ten (10) years from the initial adoption unless terminated sooner by the Board in accordance with this Plan and applicable law.</p>
5	Total number of stock options to be granted	<p>The earlier number of ESOP pool of 2,26,00,000 options as approved by the shareholders is being increased to 3,44,29,695 options by addition of 1,18,29,695 options to the pool with an objective to attract, retain, motivate and incentivize the employees and to cover the new and growing employee base of the Company. The clause 5(a) of the DMI ESOP Plan 2018-Extended will be read accordingly.</p> <p>The above increased pool size is inclusive of the existing grants and in alignment of the number of grants as permissible under the Shareholders Agreement dated March 31, 2023.</p>

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2. Rationale for the variation of the ESOP Policy:

- The proposed amendments contain certain editorial changes, and are carried out to align with the revised term of the ESOP Policy and applicable laws.
- The proposed amendments are not prejudicial to the interests of the option holders.

3. Details of the employees who are beneficiaries of such variation:

The variation would be applicable uniformly to all the eligible employees covered under the DMI ESOP Plan 2018- Extended.

The Company shall comply with the applicable accounting standards with respect to the employee stock options.

In terms of section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the shareholders by way of special resolution is required in connection with the variation in terms of Employee Stock Option schemes of the Company.

The members are accordingly requested to review, ratify, extend and approve the amended “**DMI ESOP Plan 2018- Extended**” of the Company in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

The draft of the revised DMI ESOP Plan 2018-Extended of the Company is available for inspection in the manner as mentioned in ‘Notes’ section forming part of this notice.

The Board of Directors recommends the resolutions as set out in Item no. 2 & 3 of the Notice for approval of members by way of **Special Resolutions**.

None of the Directors of the Company and their relatives are directly or indirectly concerned or interested in said resolutions except to the extent of stock options granted/ to be granted pursuant to the DMI ESOP Plan 2018 – Extended to them. Further, KMP of the Company and its subsidiary(ies) and their relatives, are deemed to be concerned or interested, to the extent of stock options granted pursuant to the DMI ESOP Plan 2018 (as amended from time to time).

ITEM NO. 4**APPOINTMENT OF MR. TAMMIR AMR (DIN: 07030832) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The members are apprised that in accordance with the provisions of Section 149(6), 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 ("**RBI SBR Directions**") and other applicable provisions as may be amended from time to time, and in terms of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution dated December 26, 2024 has appointed Mr. Tammir Amr (DIN: 07030832) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company w.e.f. December 26, 2024. Further, the Board of Directors have also approved the tenure of office of Mr. Tammir Amr (DIN: 07030832) as an Independent Director for a term of 5 (five) years w.e.f. December 26, 2024, subject to the approval of members of the Company.

In terms of Regulation 17 & 25 of the SEBI LODR Regulations, the listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the above, approval of members is sought for appointment of Mr. Tammir Amr (DIN: 07030832) as an Independent Director for first term of 5 (Five) years w.e.f. December 26, 2024. The Company has received all the requisite disclosures from Mr. Tammir Amr (DIN: 07030832) with respect to his appointment including the declarations that he meets the criteria of independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations.

The profile and other relevant details of Mr. Tammir Amr pursuant to Secretarial Standards on General Meetings are annexed herewith for the reference of the members as **Annexure-1**.

The copy of the letter of appointment issued to Mr. Tammir Amr setting out the terms and conditions of appointment is available for inspection in the manner as mentioned in 'Notes' section forming part of this notice.

The Board of Directors believes that the appointment of Mr. Tammir Amr will be of immense benefit to the Company and he fulfills the conditions specified in the Act, the Rules made thereunder and SEBI LODR Regulations and he is independent of the management. Accordingly, approval of Members is sought by way of a Special Resolution to appoint Mr. Tammir Amr (DIN: 07030832) as Non- Executive & Independent Director on the Board of the Company for first term of 5(Five) years w.e.f. December 26, 2024.

Except Mr. Tammir Amr and his relatives, none of the other Directors and KMPs of the Company and their relatives are directly or indirectly concerned or interested in this resolution.

Therefore, the Board of Directors recommends the proposed resolution set out in Item no. 4 for the approval of Members by way of a **Special Resolution**.

ITEM NO. 5**APPOINTMENT OF MR. ARJUN MALHOTRA (DIN: 00177397) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The members are apprised that in accordance with the provisions of Section 149(6), 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment

and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 (**"RBI SBR Directions"**) and other applicable provisions as may be amended from time to time, and in terms of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution dated December 26, 2024 has appointed Mr. Arjun Malhotra (DIN: 00177397) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company w.e.f. December 26, 2024. Further, the Board of Directors have also approved the tenure of office of Mr. Arjun Malhotra (DIN: 00177397) as an Independent Director for a term of 5 (five) years w.e.f. December 26, 2024, subject to the approval of members of the Company.

In terms of Regulation 17 & 25 of the SEBI LODR Requirements, the listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the above, approval of members is sought for appointment of Mr. Arjun Malhotra (DIN: 00177397) as an Independent Director for first term of 5 (Five) years w.e.f. December 26, 2024. The Company has received all the requisite disclosures from Mr. Arjun Malhotra (DIN: 00177397) with respect to his appointment including the declarations that he meets the criteria of independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations.

Further as per Regulation 17(1A) of SEBI LODR Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Arjun Malhotra (DIN: 00177397), is aged 76 years and therefore his appointment is subject to approval by the shareholders by way of a special resolution under the aforesaid regulations.

Mr. Arjun Malhotra has a long string of professional achievements and entrepreneurial successes. He co-founded the HCL Group in 1975, taking it from a six-person "garage operation" to one of India's largest Information Technology corporations. The first leading Indian entrepreneur to relocate to the USA, Mr. Malhotra took over HCL's US operation (now known as HCL Technologies) in 1989 and grew it to nearly \$100 million in annual revenues.

The Board of Directors believes that appointment of Mr. Arjun Malhotra (DIN: 00177397) will be of immense benefit to the Company and he fulfills the conditions specified in the Act, the Rules made thereunder and SEBI LODR Regulations and he is independent of the management.

The profile and other relevant details of Mr. Arjun Malhotra pursuant to Secretarial Standards on General Meetings are annexed herewith for the reference of the members as **Annexure-1**.

The copy of the letter of appointment issued to Mr. Arjun Malhotra setting out the terms and conditions of appointment is available for inspection in the manner as mentioned in 'Notes' section forming part of this notice.

The Board of Directors recommends the Special Resolution for appointment of Mr. Arjun Malhotra (DIN: 00177397) as Non- Executive & Independent Director on the Board of the Company for first term of 5 (Five) years w.e.f. December 26, 2024.

Except Mr. Arjun Malhotra and his relatives, none of the other Directors and KMPs of the Company and their relatives are directly or indirectly concerned or interested in this resolution.

Therefore, the Board of Directors recommends the proposed resolution set out in Item no. 5 for the approval of Members by way of a **Special Resolution**.

ITEM NO. 6

REDESIGNATION OF MR. YUVRAJA CHANAKYA SINGH (DIN: 02601179) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Members are hereby informed that, in accordance with the relevant provisions of Section 196 and Section 203 of the Companies Act, 2013, read with the applicable rules, Mr. Yuvraja Chanakya Singh was re-appointed as the Joint Managing Director of the Company for a term of five years, effective from January 21, 2020 to January 20, 2025.

The Members are also apprised that Regulation 97 of the RBI's Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (as amended from time to time) ("Master Directions") prescribes that except for directorship in a subsidiary, Key Managerial Personnel shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL.

It is noted that Mr. Yuvraja Chanakya Singh is a Non-Executive Director in DMI Housing Finance Private Limited, a NBFC-ML as per the provisions of the Master Directions.

Therefore, in order to comply the aforesaid provision of the Master Directions, Mr. Yuvraja Chanakya Singh has resigned from the position of Joint Managing Director and Key Managerial Personnel of the Company with effect from the close of business hours on January 20, 2025 and has consented to continue as Non-Executive Director. The Board thereafter approved his continuation as a Non-Executive Director on the Board of the Company w.e.f. January 21, 2025 in accordance with the applicable provisions of the Companies Act, 2013 and subject to the approval of the members.

Consequent to his appointment as Non-Executive Director, he shall be eligible for payment of sitting fees for attending Board/Committee meetings, as approved by the Board of Directors of the Company for all the Non-Executive Directors on the Board of the Company.

The members are further apprised that in order to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is now proposed to seek approval of the shareholders for the redesignation/appointment of Mr. Yuvraja Chanakya Singh as the Non-Executive Director of the Company w.e.f. January 21, 2025.

Therefore, the Board of Directors recommends the proposed resolution set out in Item no. 6 for the approval of Members by way of an **Ordinary Resolution**.

None of the Directors or KMPs except Mr. Yuvraja Chanakya Singh along with their relatives are interested in the aforesaid resolution.

ITEM NO. 7

REVALIDATION OF THE BORROWING LIMIT OF THE COMPANY UP TO RS. 20,000 CRORES FOR THE FINANCIAL YEAR 2025-26

The Members are apprised that the Board of Directors and the shareholders in their respective meetings held on February 08, 2024 and March 01, 2024 considered and approved the overall borrowing limit of the Company for the financial year 2024-25 up to Rs. 20,000 Crores (Indian Rupees Twenty Thousand Crores) pursuant to Section 180(1)(c) of the Companies Act, 2013 read with other applicable provisions.

There is now a requirement to discuss and fix the borrowing limit of the Company for the financial year 2025-26. Such borrowings shall be raised in the form of term loans from Banks, Non-Convertible Debentures (NCD's), Optionally Convertible Debentures (OCD's) and Commercial Papers (CP's) etc.

Accordingly, the Board of Directors in their meeting held on February 14, 2025, discussed and approved to revalidate the overall borrowing limit of up to Rs. 20,000 Crore (Indian Rupees Twenty Thousand Crores) for financial year 2025-26 over and above the paid-up share capital, free reserves and security premium of the Company, excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board or any committee of the Board may consider necessary and expedient in the best interest of the Company, subject to the approval by the shareholders in terms of the provision of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions.

For this purpose, the Board also authorized the Loan, Investment and Borrowing Committee (LIBC) to raise funds, from time to time, in the form of borrowings as per the limits prescribed above.

Therefore, the Board of Directors recommends the proposed resolution set out in Item no. 7 for the approval of Members 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.

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email: dmf@dmifinance.in
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Date: February 14, 2025

Place: New Delhi

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

**Sd/-
Reena Jayara
Company Secretary & Compliance Officer
M. No. A19122**

Regd. Office: Express Building,
3rd Floor, 9-10, Bahadur Shah
Zafar Marg, New Delhi- 110002

**Details of Director seeking appointment pursuant to Secretarial Standards on
General Meetings:**

Brief Profile of Mr. Tammir Amr (DIN: 07030832)

Mr. Tammir Amr is presently serving as Director at Real estate investor and asset manager at Reinvest SA / Georgica Advisors GMBH, Zurich. He is previously associated with Morgan Stanley Real Estate (MSRESS, MSREF) & JER International leading fiscal & property due diligence process on portfolios of CHF 20 - 800 MM and Sourced off market real estate divestitures and bank REO sales in Switzerland.

At WTF Properties Limited/PSP Swiss Property AG, he served as a Managing & MIFID II licensed asset manager responsible directly to Board of Directors on all aspects of the business.

He began the real estate career as Asset Manager at the Boardsky Organisation and managed a \$120 MM portfolio of foreclosed residential Manhattan real estate.

He has completed his Master of Business Administration (MBA) at INSEAD, a renowned international business school and Bachelor of Arts (BA) degree from Amherst College.

Brief Profile of Mr. Arjun Malhotra (DIN: 00177397)

Mr. Arjun Malhotra has a long string of professional achievements and entrepreneurial successes. He co-founded the HCL Group in 1975, taking it from a six-person “garage operation” to one of India’s largest Information Technology corporations. The first leading Indian entrepreneur to relocate to the USA, Mr. Malhotra took over HCL’s US operation (now known as HCL Technologies) in 1989 and grew it to nearly \$100 million in annual revenues.

A pioneering entrepreneur of the Indian IT industry, Mr. Malhotra founded TechSpan in 1998 with funding from Goldman Sachs and Walden International and served as its Chief Executive Officer and Chairman. In 2003, the company merged with Headstrong, creating an end-to-end services organization, with an enviable talent pool. Mr. Malhotra, as Chairman of its Board of Directors, led the seamless integration across businesses and cultures, resulting in Headstrong’s recognition as one of the fastest-growing IT-based Financial Services companies.

Mr. Malhotra studied at The Doon School, Dehradun, and the Indian Institute of Technology (IIT), Kharagpur. He graduated from IIT with B.Tech. (Hons.) in Electronics & Electrical Communication Engineering and received the Dr. B.C. Roy Gold Medal. In 1985, he attended the Advanced Management Program at Harvard Business School.

<u>Sr. No.</u>	<u>Particulars</u>	<u>Mr. Tammir Amr (DIN: 07030832)</u>	<u>Mr. Arjun Malhotra (DIN: 00177397)</u>
1.	Age	54 Years	76 Years
2.	Qualifications	As per the profile mentioned above	As per the profile mentioned above
3.	Experience and Justification for choosing the appointees for appointment as Independent Directors	Given the profile and background of Mr. Tammir Amr, the appointment will be of immense benefit to the Company	Given the profile and background of Mr. Arjun Malhotra, the appointment will be of immense benefit to the Company
4.	Terms and Conditions of appointment including details of remuneration sought to be paid	Terms and Conditions of Appointment: As per details in the resolution set out at Item No.	Terms and Conditions of Appointment: As per details in the resolution set out at Item No. 5

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	and Remuneration last drawn.	4 of the Notice read with the explanatory statement. Details of Remuneration: He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof as may be decided by the Board of Directors. Accordingly, he has drawn sitting fees for the meetings of the Board / Committees attended after his appointment on December 26, 2024.	of the Notice read with the explanatory statement. Details of Remuneration: He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof as may be decided by the Board of Directors. Accordingly, he has drawn sitting fees for the meetings of the Board / Committees attended after his appointment on December 26, 2024.
5.	Date of first appointment on the Board	26/12/2024	26/12/2024
6.	Shareholding in the company	NIL	NIL
7.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Tammir Amr is not related to any directors, manager and other Key Managerial Personnel of the Company	Mr. Arjun Malhotra is not related to any directors, manager and other Key Managerial Personnel of the Company
8.	Number of Meetings of the Board attended during the year	One after his appointment on December 26, 2024	Nil
9.	Other Directorships	<ul style="list-style-type: none"> • 300ppm Ventures I S.à r.l., • 300ppm Ventures II S.à r.l., • REInvest German Properties VIII S.à r.l., • ARBIP First S.à r.l., • ARBIP Holding S.à r.l., • ARB Investment Partners GP S.à r.l., • Carolea Participation S.à r.l., • Arbosana Participation S.à r.l., • HIP Partners sarl, • Tireme Holdings sarl, • Vagalam sarl, • Georgica Advisors sarl, • Horgen Labs sarl, • REI Latin America I sarl, • Optimus Partners GmbH, • GP VIII Sarl, • COTA Racing & Entertainment LLC 	<ul style="list-style-type: none"> • Mapmygenome India Limited • Aimil Limited • PANIIT Alumni Reach for India Foundation • Aakar Innovations Private Limited • Agarsha Investment Manager Private Limited • Epic Electronics Products Foundation • Magic Software Private Limited
10.	Membership/ Chairmanship of Committees of other Boards	NIL	NIL

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 / **Email:** -----

CIN: U64990DL2008PTC182749

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:

Registered Office:
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9-10, Bahadur Shah Zafar
Marg, New Delhi-110002
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F: +91 11 41204000
email: dmi@dmifinance.in
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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 or against of each resolution for me/us and on my/our behalf at Extra-Ordinary General Meeting of the Company to be held on Tuesday, March 25, 2025 at 1700 Hours at a shorter notice at Express Building, 4th 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	For	Against
Special Businesses:			
1.	Increase in the Authorized Share Capital and amendment in Clause V of Memorandum of Association of the Company		
2.	Amendment / Ratification of DMI ESOP Plan 2018-Extended ("DMI ESOP Plan 2018 - Extended") - for employees of the Company		
3.	Amendment / Ratification of DMI ESOP Plan 2018-Extended ("DMI ESOP Plan 2018 - Extended") - for		

	employees of the Holding Company or Subsidiary Company		
4.	Appointment of Mr. Tammir Amr (DIN: 07030832) as an Independent Director of the Company		
5.	Appointment of Mr. Arjun Malhotra (DIN: 00177397) as an Independent Director of the Company		
6.	Redesignation of Mr. Yuvraja Chanakya Singh (DIN: 02601179) as Non-Executive Director of the Company		
7.	Revalidation of the Borrowing Limit of the Company upto Rs. 20,000 Crores for the Financial Year 2025-26		

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Registered Office:
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Marg, New Delhi-110002
T: +91 11 41204444
F: +91 11 41204000
email: dmi@dmifinance.in
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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 time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll in accordance with the provisions of the Articles of Association of the Company and in default the instrument of proxy shall not be treated as valid.
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. 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 / **Email:** compliance@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: _____

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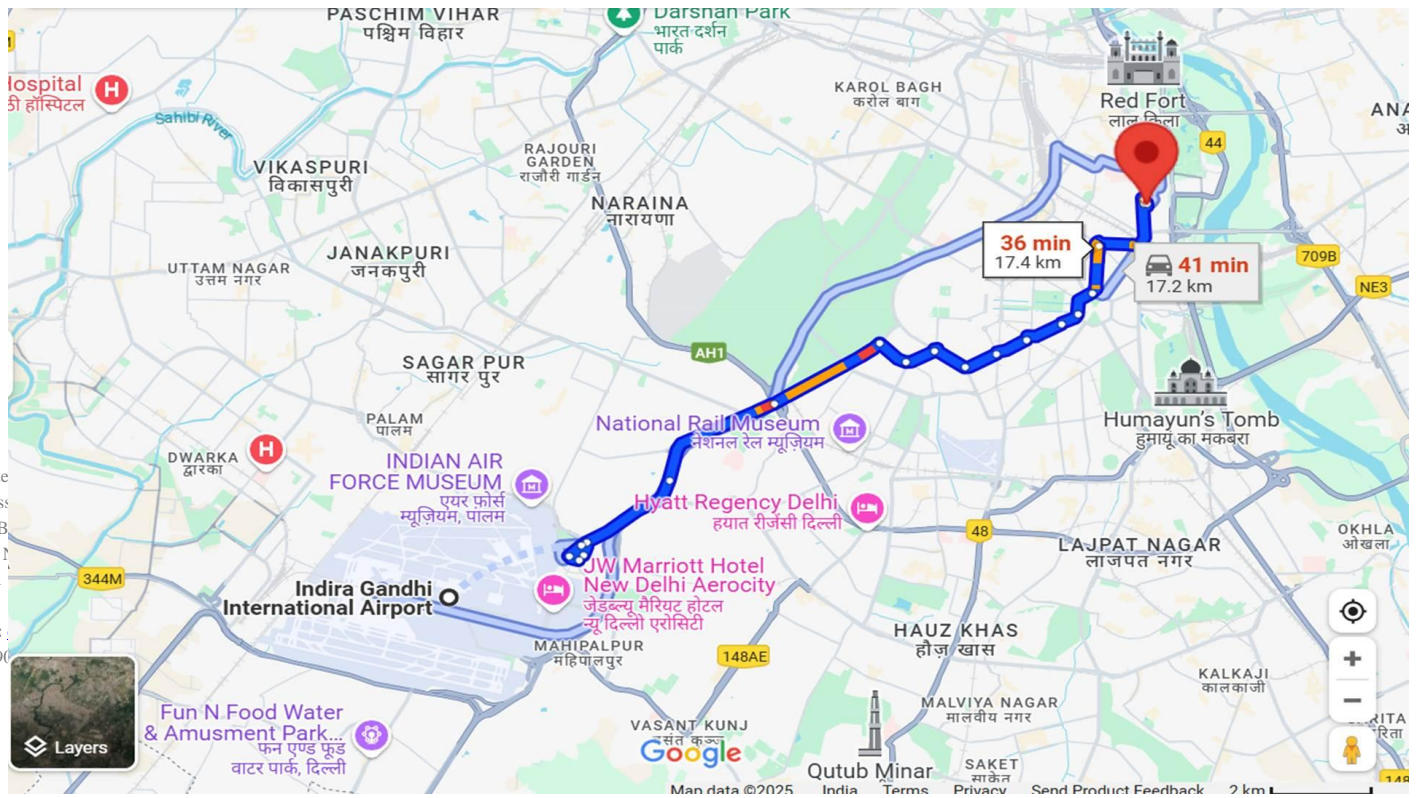
I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, March 25, 2025 at 1700 Hours onwards at Express Building, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi 110002.

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



Registe
Express
9-10, B
Marg, N
T: +91
F: +91
email:
U64990