

Form No. MGT-13

Report of Scrutinizer(s) on Poll at EGM

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

Second Extra Ordinary General Meeting ("EGM") of Financial Year 2024-25 of Members of DMI Finance Private Limited ("the Company") [CIN:U64990DL2008PTC182749] held on Tuesday, March 25, 2025 at 17:00 Hours at shorter notice at Express Building, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 pursuant to the provisions of Section 100 of Companies Act, 2013 read with Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended.

Dear Sir,

We, M/s VLA & Associates, Delhi (Proprietor: Vishal Lochan Aggarwal, Practicing Company Secretary having Membership No. FCS 7241 and C.P. No. 7622) was appointed as Scrutinizer for the purpose of the Poll taken on the resolutions mentioned in the notice of the EGM of the Company, which was held on Tuesday, March 25, 2025 at 17:00 Hours onwards.

1. We submit our report on the basis of Poll papers submitted after scrutinizing the voting at the EGM in the fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) of Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice to the EGM of the Members of the Company, held on Tuesday, March 25, 2025 at 17:00 Hours onwards.
2. Ballot box kept for polling was locked with due identification marks placed by us in the presence of the members and proxies.
3. The locked ballot box was subsequently opened by us in the presence of two persons as witnesses after the voting process was over. The poll papers were reconciled with the records maintained by the Company / and the authorizations lodged with the Company.
4. There were 10 polling papers covering 72,49,79,517 equity shares of a face value of Rs. 10 each constituting 97.62% of the paid-up equity share capital of the Company. We did not find any invalid poll paper.
5. The Result of the Poll is as under with brief description of resolution. Kindly refer to the notice of the Extra Ordinary General Meeting for complete resolution:



1. ORDINARY RESOLUTION:

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

(i) Voted in *favour* of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
10	72,49,79,517	100

(ii) Voted *against* of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) *Invalid* votes:

Total number of members (in person or by proxy, if applicable) whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the EGM dated February 14, 2025 has been passed with requisite majority.



2. SPECIAL RESOLUTION:

AMENDMENT / RATIFICATION OF DMI ESOP PLAN 2018 - EXTENDED ("DMI ESOP PLAN 2013 - EXTENDED") – FOR EMPLOYEES OF THE COMPANY.

(i) Voted in *favour* of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
10	72,49,79,517	100

(ii) Voted *against* of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) *Invalid* votes:

Total number of members (in person or by proxy, if applicable) whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 2 of the Notice of the EGM dated February 14, 2025 has been passed with requisite majority.



3. SPECIAL RESOLUTION

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

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
10	72,49,79,517	100

(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy, if applicable) whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 3 of the Notice of the EGM dated February 14, 2025 has been passed with requisite majority.



4. SPECIAL RESOLUTION

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

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
10	72,49,79,517	100

(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy, if applicable) whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 4 of the Notice of the EGM dated February 14, 2025 has been passed with requisite majority.



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

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
10	72,49,79,517	100

(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy, if applicable) whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 5 of the Notice of the EGM dated February 14, 2025 has been passed with requisite majority.



6. ORDINARY RESOLUTION

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

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
10	72,49,79,517	100

(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy, if applicable) whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 6 of the Notice of the EGM dated February 14, 2025 has been passed with requisite majority.



7. SPECIAL RESOLUTION

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

(i) Voted in **favor** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
10	72,49,79,517	100

(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy, if applicable)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy, if applicable) whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 7 of the Notice of the EGM dated February 14, 2025 has been passed with requisite majority.

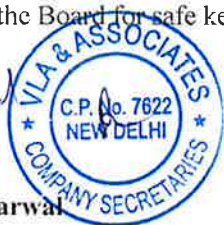
5. A list of equity shareholders who voted "For" the resolution is enclosed as Annexure-A.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours faithfully

CS Vishal Lochan Aggarwal
(Scrutinizer)
C.P. No.: 7622
Membership No. FCS 7241
UDIN: F007241G000000916



Date: 31.03.2025

Place: Delhi

**Countersigned by the Chairman of the meeting
For DM Finance Private Limited**

Gurcharan Das
Chairman of Extra Ordinary General Meeting
DIN: 00100011
Date: 31.03.2025
Place: Delhi



S. No.	Name of the Shareholder	Number of Shares	Amount (INR)	% holding based on share cap
1.	DMI Limited	51,07,92,426	5,10,79,24,260	68.78%
2.	NIS Ganesha S.A.	6,47,35,441	64,73,54,410	8.72%
3.	DMI Income Fund Pte. Ltd	3,69,85,984	36,98,59,840	4.98%
4.	Windy Investment Private Limited	1,39,76,517	13,97,65,170	1.88%
5.	Ganesha Direct Limited	1,04,91,852	10,49,18,520	1.41%
6.	Windy Securities Private Limited	33,65,005	3,36,50,050	0.45%
7.	Yuvraja Chanakya Singh	13,11,221	1,31,12,210	0.18%
8.	Sumitomo Mitsui Trust Bank Limited	94,82,251	9,48,22,510	1.28%
9.	Shivi Mohan Rastogi (On behalf of Amicus Corp)	8,377	83,770	0.001%
10.	MUFG Bank Limited	7,38,30,443	73,83,04,430	9.94%
	Total	72,49,79,517	7,24,97,95,170	97.62%

