

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-01/2025-26)

Notice is hereby given that the Extraordinary General Meeting ("**EGM**") (**DMI/EGM No-01/2025-26**) of the Members of DMI Finance Private Limited ("**the Company**") will be held on **Wednesday, June 25, 2025 at 5:00 PM (IST)** 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

APPOINTMENT OF MR. MASASHIGE NAKAZONO (DIN: 11009991) AS NOMINEE 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 pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, 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 laws and in terms of the Articles of Association of the Company, **Mr. Masashige Nakazono (DIN: 11009991)**, who was appointed as an Additional Director in the capacity of Non-Executive Nominee Director (Nominated by MUFG Bank Limited) on the Board of the Company w.e.f. March 28, 2025, be and is hereby appointed as a Non-Executive Nominee Director of the Company.

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 concerned as and when required under the hand of any Director and/or Company Secretary of the Company."

Date: May 23, 2025
Place: New Delhi

**By 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

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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 Business(es) 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 is 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. Wednesday, June 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 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 Director seeking appointment at the ensuing Meeting are provided as annexure to the Notice pursuant to the provisions of Secretarial Standards 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 MAY 23, 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 business(es) mentioned in the accompanying Notice:

ITEM NO. 1:

APPOINTMENT OF MR. MASASHIGE NAKAZONO (DIN: 11009991) AS NOMINEE DIRECTOR OF THE COMPANY

The members are apprised that in accordance with the provisions of Section 152 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**") , as may be amended from time to time, other applicable laws 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 had appointed Mr. Masashige Nakazono (DIN: 11009991) as an Additional Director in the capacity of Non-Executive Nominee Director (Nominated by MUFG Bank Limited on the Board of the Company w.e.f. March 28, 2025).

In terms of SEBI LODR Regulations, the listed entity shall ensure that approval of shareholders for the appointment or reappointment 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 the appointment of Mr. Masashige Nakazono (DIN: 11009991) as a Non-Executive Nominee Director on the Board of the Company.

The Company has received requisite disclosures from Mr. Nakazono with respect to his appointment as a Non-Executive Nominee Director on the Board of the Company.

Mr. Masashige Nakazono is a banking veteran with 28-year career, specializing in corporate development, mergers and acquisitions (M&A), and post-merger integration (PMI). For over a decade, he has been leading MUFG's corporate development initiatives, primarily focusing on M&As.

The Board of Directors believes that the appointment of Mr. Masashige Nakazono (DIN: 11009991) will be of immense benefit to the Company.

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

Mr. Nakazono shall not be entitled to sitting fees for attending the meetings of the Board and its Committees or any other form of Compensation.

The Board of Directors recommends the proposed resolution set out in Item no. 1 for the approval of Members by way of an **Ordinary Resolution**.

Except Mr. Masashige Nakazono (DIN: 11009991) and his relatives, none of the other Directors and KMPs of the Company and their relatives are in any way directly or indirectly concerned or interested in this resolution.

Date: May 23, 2025
Place: New Delhi

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

Sd/-
Reena Jayara
Company Secretary & Compliance Officer
M. No. A19122
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3rd Floor, 9-10, Bahadur Shah Zafar Marg,
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**Details of Director seeking appointment pursuant to Secretarial Standards on
General Meetings:**

Brief Profile of Mr. Masashige Nakazono (DIN: 11009991)

Mr. Masashige Nakazono is a banking veteran with 28-year career, specializing in corporate development, mergers and acquisitions (M&A), and post-merger integration (PMI). For over a decade, he has been leading MUFG's corporate development initiatives, primarily focusing on M&As. Under his leadership, the bank has executed more than 10 M&A deals, amassing a total value exceeding \$17 billion. Mr. Masashige holds a Bachelor of Law from the University of Tokyo and an MBA with honors from Wharton School of the University of Pennsylvania.

Sr. No.	Particulars	Mr. Masashige Nakazono (DIN: 11009991)
1.	Age	50 Years
2.	Qualifications	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. Masashige Nakazono, his appointment on the Board will be of immense benefit to the Company
4.	Terms and Conditions of appointment including details of remuneration sought to be paid and Remuneration last drawn.	<p>Terms and Conditions of Appointment: As per details in the resolution set out at Item No 1 of the Notice read with the explanatory statement.</p> <p>Details of Remuneration: Mr. Nakazono shall not be entitled to sitting fees for attending the meetings of the Board and its Committees or any other form of Compensation.</p> <p>Remuneration Last drawn: Not Applicable</p>
5.	Date of first appointment on the Board	28/03/2025
6.	Shareholding in the company	NIL
7.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Nakazono 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	NIL
9.	Other Directorships	HC Consumer Finance Philippines, Inc.
10.	Membership/ Chairmanship of Committees of other Boards	NIL

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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:

Registered Office:
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email: dmf@dmifinance.in
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Website: <https://www.dmifinance.in/>

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 **Wednesday, June 25, 2025 at 5:00 PM (IST)** 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.	Appointment of Mr. Masashige Nakazono (DIN 11009991) as Nominee Director of the Company:		

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

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)**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.

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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 & Client ID*: _____

No. of Shares held: _____

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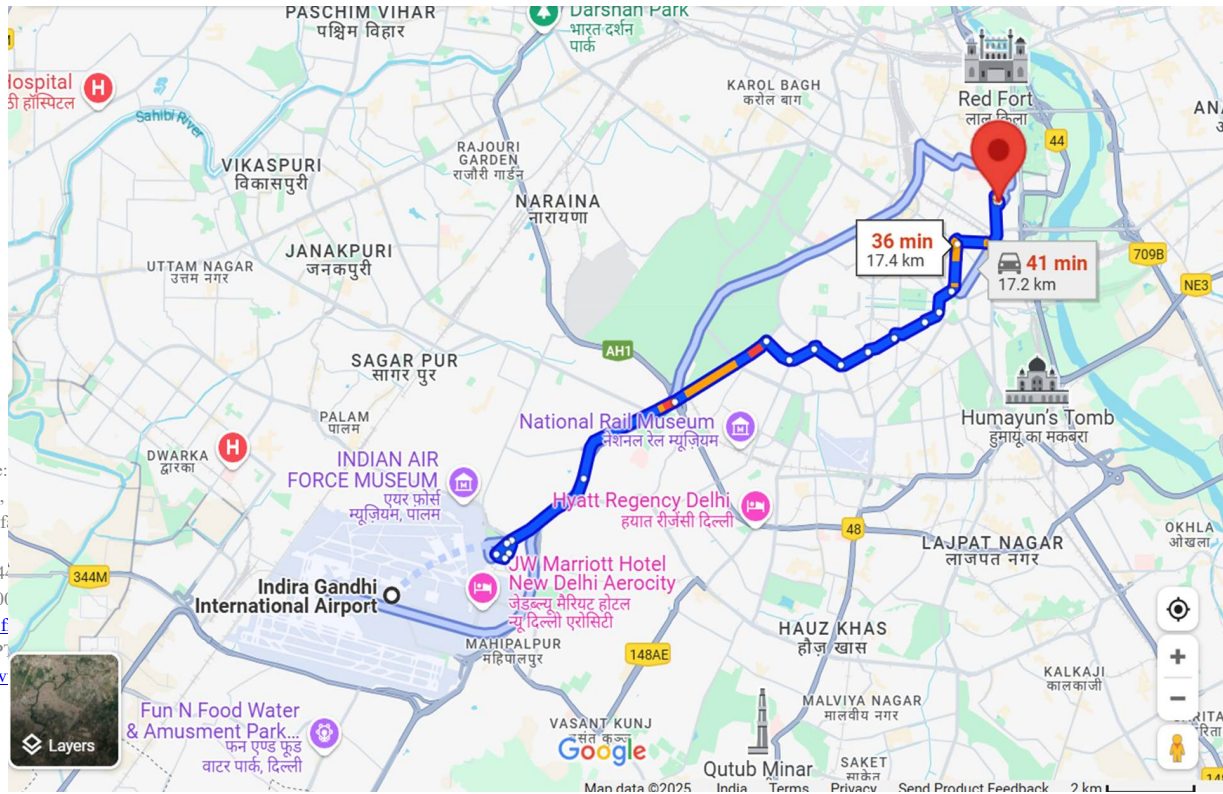
I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, June 25, 2025 at 5:00 PM (IST) at Express Building, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi 110002.

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



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