

**DMI FINANCE PRIVATE LIMITED**

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

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

**Website:** [www.dmifinance.in](http://www.dmifinance.in) / **Email:** [compliance@dmifinance.in](mailto:compliance@dmifinance.in)

**CIN:** U64990DL2008PTC182749

**NOTICE OF THE SEVENTEENTH (17<sup>th</sup>) ANNUAL GENERAL MEETING OF DMI FINANCE PRIVATE LIMITED**

Notice is hereby given that the Seventeenth (17<sup>th</sup>) Annual General Meeting (“AGM”) of the Members of DMI Finance Private Limited (“the Company”) will be held on **Friday, September 26, 2025 at 05:00 PM (IST)** at Express Building, 4<sup>th</sup> Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 to transact the following special businesses:

**ORDINARY BUSINESS:****ITEM NO. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE ANNUAL AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;**

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

**“RESOLVED THAT** the Annual Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as laid before the meeting, be and are hereby considered and adopted.”

**SPECIAL BUSINESS:****ITEM NO.2**

**TO APPROVE THE AMENDMENTS IN THE DMI EMPLOYEE STOCK OPTION PLAN, 2018 – EXTENDED - FOR THE EMPLOYEES OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) 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”) and such other applicable rules, regulations, circulars, guidelines, notifications and clarifications issued by any/various other competent statutory/regulatory authority(ies) including any amendments, modifications or re-enactments thereof for the time being in force, subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, pursuant to the recommendations of the Nomination and Remuneration Committee (“NRC”) and the approval of the Board of Directors of the Company (“Board”), the consent of the members of the Company be and is hereby accorded to approve and adopt the amended/revised DMI Employee Stock Option Plan, 2018 – Extended ( **hereinafter the “DMI ESOP Plan 2018- Extended”**) with the changes as mentioned in the Explanatory Statement annexed to this Notice, for the present and/or future permanent em-

employees of the Company, working in India or abroad and/or Directors (including whole-time directors but excluding non-executive independent directors) 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”).

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board be and is hereby authorized to act as a committee for the purpose of supervision and monitoring of **DMI ESOP Plan 2018- Extended** and the ESOP Schemes formed thereunder in the Company, including delegated powers to any person thereof by such Committee and be and is hereby also 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 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** without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any, the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include 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) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid DMI ESOP Plan 2018-Extended and Schemes thereunder, from time to time, as it may in its sole and absolute discretion decide.

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

**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; and (iv) to settle all questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** any Director, 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** the certified copy of the above resolution may be issued under the signatures of any of the Director or Company Secretary of the Company.”

**ITEM NO.3****TO APPROVE THE AMENDMENTS IN THE DMI EMPLOYEE STOCK OPTION PLAN, 2018 – EXTENDED - FOR THE EMPLOYEES OF THE HOLDING / SUBSIDIARY COMPANY(IES)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) 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”**) and such other applicable rules, regulations, circulars, guidelines, notifications and clarifications issued by any/various other competent statutory/regulatory authority(ies) including any amendments, modifications or re-enactments thereof for the time being in force, subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, pursuant to the recommendations of the Nomination and Remuneration Committee (“NRC”) and the approval of the Board of Directors of the Company (**“Board”**), the consent of the members of the Company be and is hereby accorded to approve and adopt the amended/revised DMI Employee Stock Option Plan, 2018 – Extended ( **hereinafter the “DMI ESOP Plan 2018- Extended”**) with the changes as mentioned in the Explanatory Statement annexed to this Notice, for 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) 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”**).

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board be and is hereby authorized to act as a committee for the purpose of supervision and monitoring of **DMI ESOP Plan 2018- Extended** and the ESOP Schemes formed thereunder in the Company, including delegated powers to any person thereof by such Committee and be and is hereby also 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 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** without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any, the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include 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) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid DMI ESOP Plan 2018-Extended and Schemes thereunder, from time to time, as it may in its sole and absolute discretion decide.

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

**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; and (iv) to settle all questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** any Director, 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** the certified copy of the above resolution may be issued under the signatures of any of the Director or Company Secretary of the Company.”

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U64990DL2008PTC182749  
Website: <https://www.dmifinance.in/>

**Date:** September 04, 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

**Notes:**

1. *The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses mentioned in the Notice is annexed hereto.*
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 17<sup>th</sup> 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 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 AGM shall be entitled to attend and vote at the AGM. The Notice of the AGM 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 AGM.*
6. *Members / Proxies should fill in the attendance slip for attending the AGM. Attendance slip is enclosed with the Notice.*
7. *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>.*
8. *The Register of Directors and Key Managerial Personnel and their shareholding-maintained u/s 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and all 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 AGM, without any fee, from the date of circulation of this Notice, up to the conclusion of AGM i.e. **Friday, September 26, 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 with the Company/RTA 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 AGM in **Form No. MGT-12**.*
12. *The Scrutinizer shall make a scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been approved or not, and such Report shall then be sent to the Chairperson or a person authorized by him, 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. *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 SEPTEMBER 04, 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. 2 & 3:**

**TO APPROVE THE AMENDMENTS IN THE DMI EMPLOYEE STOCK OPTION PLAN, 2018 – EXTENDED FOR THE EMPLOYEES OF THE COMPANY & FOR EMPLOYEES OF THE HOLDING / SUBSIDIARY COMPANY(IES)**

The Members are informed that DMI Employee Stock Option Plan, 2018 was initially approved by the shareholders in their meeting held on March 19, 2018 for a period of 5 years. The term of the ESOP Plan was extended by a period of 1 (one) year by the shareholders in their meeting held on March 09, 2023 and renamed as DMI Employee Stock Option Plan, 2018 -Extended and thereafter further extended by a period of 4 (four) years by the shareholders in their meeting held on March 25, 2025 (**hereinafter “ESOP Policy” / “DMI ESOP Plan 2018-Extended”**). Accordingly, as per the existing revised term of the ESOP Plan 2018-Extended, it shall continue in effect till ten (10) years from the initial adoption unless terminated sooner by the Board.

The Members are further informed that in order to retain and remunerate the existing and new hires in the Company, the Company has granted stock options under the aforesaid ESOP Policy in different tranches on various dates from time to time by way of different schemes. Further, DMI as a group has evolved over a period into a more structured, multi-entity organization, with each arm focusing on different financial or technology-focused businesses. The said evolution also requires workforce alignment to different entities / specific business units, where their skills are most relevant or suitable to or as per the requirements of the said business unit. Some of these employees may be the stock option holder of the Company under the ESOP Policy and for the best interest of such option holders, it is desired that the stock options granted to them over a period in the Company continue to vest upon such movement as per the extant schemes or the vesting accelerated for the unvested stock options.

The Board of Directors (**“Board”**) therefore in their meeting held on August 13, 2025 upon recommendation of the Nomination and Remuneration Committee (**“NRC”**) and subject to the approval of the shareholders, have considered and approved to make requisite changes in the the DMI ESOP Plan 2018-Extended.

In view of the foregoing, the key proposed amendments in the DMI ESOP Plan 2018-Extended and as per Rule 12(5) of Companies (Share Capital and Debentures) Rules, 2014 are detailed herein under:

**1. Key Variations in the ESOP Policy:**

S. No.	Clause	Particulars of Change
1.	<b>Clause 6(e)</b>	<p>A new sub-clause (e) shall be added after the sub-clause (d) as under:</p> <p><i>“In exceptional circumstances, the Nomination and Remuneration Committee may approve acceleration of the vesting of unvested stock options subject to the completion of one year from the date of grant of such options and such one year period shall complete prior to the employee’s resignation from the Company, its subsidiary companies, or its holding company (excluding the</i></p>



		<p>notice period).</p> <p><i>The request for acceleration shall be submitted, and the Nomination and Remuneration Committee shall approve it, prior to the employees' last working day with the Company or its subsidiary companies or the holding company".</i></p>
2.	<b>Clause 10(i)</b>	<p><i>The sub-clause (i) shall be modified/amended and substituted as under to allow exercise within the exercise period after exit, in exceptional circumstances:</i></p> <p><i>"In the event of resignation, all Options, other than Vested Options, shall lapse with effect from the date of resignation (excluding any notice period). The Optionee shall have no right over such lapsed or cancelled Options. However, all Options Vested Options shall be exercised by the Optionee immediately but not later than completion of notice period. <b>In exceptional circumstances, the Nomination and Remuneration Committee may allow the Optionee to exercise the Vested Options within the Exercise Period after their exit.</b> The Company may at its sole discretion and option, instead of issuing and allotting Equity Shares to the Optionee against his vested options, pay such Optionee the difference between the Fair Market Value (as of date of such payment) of the Equity Shares to be allotted and the Exercise Price for such Equity Shares. The Optionee by accepting the Grant of Options and confirming the Option Agreement shall be deemed to have granted his consent for the aforesaid. On the payment as aforesaid, the Vested Options shall lapse".</i></p>
3.	<b>Clause 2(m)</b>	<p>In the Definitions section under Clause 2, the definition of Nomination and Remuneration Committee has been inserted as clause (m) below and the subsequent clauses are renumbered accordingly:</p> <p><b>"Nomination and Remuneration Committee"</b> means the means the Nomination and Remuneration Committee constituted or reconstituted by the Board from time to time and being designated as the compensation committee, and entrusted with the authority to formulate, implement, supervise and administer, inter alia, the DMI ESOP Plan 2018-Extended or any schemes formulated thereunder from time to time".</p>
4.	<b>Clause 5 (a)</b>	<p>The reference of 3,44,29,695 stock options have been added as the maximum stock options which can be granted under the Scheme pursuant to the approval of the shareholders on the said limit obtained in their Extraordinary General Meeting held on March 25, 2025 and the revised clause 5 (a) reads as under:</p> <p><i>"Upto 3,44,29,695 Stock Option may be granted, from time to time, to such Employees and in such numbers as may be decided by the Board subject to the stipulation that on any relevant date, provided that the aggregate number of Options issued and outstanding under the Plan taken along with any Equity Shares already issued against any exercised Options shall not exceed 5% of the Fully Diluted Equity Capital of the Company as on such date. Thus, the Company may from time to time increase the number of Options available for being granted under this Plan in a dynamic manner concomitant with the number of fully paid-up Equity Shares and other convertible securities issued by the Company from time to time".</i></p>



**Rationale for the variation in ESOP Policy was apprised to the Committee:**

- a) The proposed amendments are necessary in order to retain and motivate the existing option holders whose services may be transferred to different units as per the organizational requirements.
- b) The proposed amendments are not prejudicial to the interests of the option holders.

**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.

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 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 of the Company recommend the resolutions as set out at Item no. 2 & 3 for approval by members by way of special resolutions.

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

**DMI FINANCE PRIVATE LIMITED**

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**Website:** [www.dmifinance.in](http://www.dmifinance.in) / **Email:** [compliance@dmifinance.in](mailto:compliance@dmifinance.in)

**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:**

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U64990DL2008PTC182749  
Website: <https://www.dmifinance.in/>

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 or against of each resolution for me/us and on my/our behalf at 17<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, September 26, 2025 at 05:00 PM (IST)** at Express Building, 4<sup>th</sup> 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
	<b>Ordinary Business:</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, 2025 and the reports of the Board of Directors and Auditors thereon.
	<b>Special Business:</b>
2.	To approve the amendments in the DMI Employee Stock Option Plan, 2018 – Extended - for the employees of the Company.
3.	To approve the amendments in the DMI Employee Stock Option Plan, 2018 – Extended - for the employees of the Holding / Subsidiary Company(ies).

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

Affix  
Revenue  
Stamp

\_\_\_\_\_  
**Signature of shareholder**

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

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

I/We hereby record my/our presence at the 17<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 26, 2025 at 05:00 PM (IST) at Express Building, 4<sup>th</sup> Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi 110002.

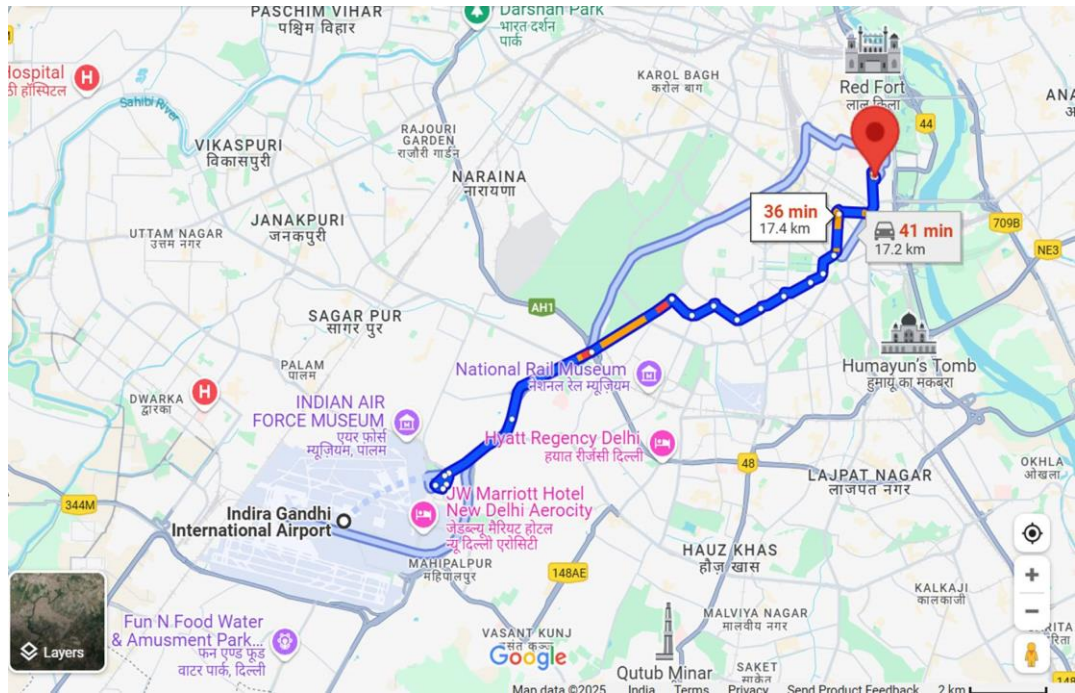
Signature of the Shareholder or Proxy\*\*:

\_\_\_\_\_  
\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

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**Route Map of venue of meeting**



Registered Office:  
Express Building, 3rd Floor, 9-10,  
Bahadur Shah Zafar Marg, New  
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T: +91 11 41204444  
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